
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Saimo Technology Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Beijing Saimo Technology Co., Ltd.

北京賽目科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2571)

- (1) 2024 REPORT OF THE BOARD OF DIRECTORS;**
- (2) 2024 REPORT OF THE SUPERVISORY COMMITTEE;**
- (3) 2024 ANNUAL FINANCIAL REPORT;**
- (4) 2024 ANNUAL PROFIT DISTRIBUTION PLAN;**
- (5) RE-APPOINTMENT OF THE AUDITOR FOR 2025;**
- (6) PROPOSED APPOINTMENT OF DIRECTORS**
- AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS;**
- (7) GENERAL MANDATE TO ISSUE SHARES;**
- (8) GENERAL MANDATE TO REPURCHASE H SHARES;**
- (9) PROPOSED ADOPTION OF**
- THE 2025 H SHARE AWARD TRUST SCHEME;**
- (10) PROPOSED AUTHORISATION TO THE BOARD OF DIRECTORS**
- AND/OR DELEGATEE TO HANDLE MATTERS RELATED TO**
- THE 2025 H SHARE AWARD TRUST SCHEME;**
- AND**
- (11) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an AGM of Beijing Saimo Technology Co., Ltd. to be held at Room 301, Zhongguancun International Innovation Building, No. 67 North Fourth Ring West Road, Haidian District, Beijing, the PRC on Tuesday, 17 June 2025 at 2:00 p.m. is set out on pages 81 to 84 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.saimo.cloud). Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for the holding of such meeting or any adjournment thereof (if any). Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof (if any) and voting in person if you so wish. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the AGM.

27 May 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“2024 Annual Report”	the annual report of the Company for the year ended 31 December 2024, which has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.saimo.cloud) on 28 April 2025
“2025 H Share Award Trust Scheme” or “H Share Award Scheme”	the proposed 2025 H Share Award Trust Scheme to be adopted by the Company in accordance with the Rules of the H Share Award Scheme
“AGM”	the annual general meeting of the Company to be held at 2:00 p.m. on Tuesday, 17 June 2025 at Room 301, Zhongguancun International Innovation Building, No. 67 North Fourth Ring West Road, Haidian District, Beijing, the PRC
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate”	has the meanings set out in the Listing Rules
“Award”	an award granted by the Board to a Selected Participant, which may vest in the form of Award Shares or the Actual Selling Price of the Award Scheme in cash, as the Board may determine in accordance with the terms of the Rules of the H Share Award Scheme
“Award Letter”	the award letter issued by the Company to each Selected Participant in such form as the Board or the Delegatee may from time to time determine, specifying the Grant Date, the manner of acceptance of the Award, the amount of the Award and/or the number of Award Shares underlying the Award, the vesting criteria and conditions, and the Vesting Date and such other details, terms and conditions as they may consider necessary and in accordance with H Share Award Scheme
“Award Period”	the period commencing on the date on which the Shareholders approved the H Share Award Scheme, and ending on the Business Day immediately prior to the 10th anniversary of the date on which the Shareholders approved the H Share Award Scheme

DEFINITIONS

“Award Shares”	the H Shares granted to a Selected Participant in an Award
“Board” or “Board of Directors”	the board of Directors of our Company
“Company” or “our Company”	Beijing Saimo Technology Co., Ltd. (北京賽目科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange
“Company Law”	Company Law of the PRC (中華人民共和國公司法), as amended from time to time
“connected person(s)”	has the meanings set out in the Listing Rules
“Connected Selected Participants”	Selected Participants who are connected persons determined by the Board or its Delegatee in accordance with the Rules of the H Share Award Scheme as authorized by the general meeting. Prior to the actual grant of Awards, subject to possible adjustments, as of the Latest Practicable Date, the Connected Selected Participants are Mr. Hu Dalin, Ms. Ma Lei and Mr. He Feng
“core connected person(s)”	has the meanings set out in the Listing Rules
“Delegatee(s)”	the Executive Committee delegated by the Board
“Director(s)”	the director(s) of our Company
“Eligible Employee(s)”	any individual, being an executive director, senior management, mid-level manager, basic-level manager, backbone member of the R&D, other technicians, backbone member of market development, who is a full-time PRC or non-PRC employee of any members of the Group; however, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the H Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or the Delegatee, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the H Share Award Scheme and such individual shall therefore be excluded from the scope of Eligible Employees

DEFINITIONS

“employee”	an employee who has entered into a formal employment contract (i.e., labor contracts or service contracts) with the relevant member of the Group
“Executive Committee”	the executive committee of the Company to which the Board has delegated its authority to administer the H Share Award Scheme
“Grant Date”	the date on which the grant of an Award is made to a Selected Participant
“Group”	our Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
“H Share Shareholder(s)”	holder(s) of H Shares
“H Shares Repurchase General Mandate Resolution”	the special resolution to be approved by the Shareholders at the AGM in relation to the granting of the Repurchase General Mandate to the Board
“HK\$”	the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong SFC”	the Securities and Futures Commission of Hong Kong
“Issue General Mandate”	a general and unconditional mandate proposed to be granted to the Board at the AGM to exercise all powers of the Company to issue, allot and otherwise deal with additional Shares (including any sale or transfer of treasury shares) up to a maximum of 20% of the aggregate number of the issued Shares (excluding treasury shares (if any)) as at the date of approving the Issue General Mandate Resolution at the AGM
“Issue General Mandate Resolution”	the special resolution to be approved by the Shareholders at the AGM in relation to the granting of the Issue General Mandate to the Board

DEFINITIONS

“Latest Practicable Date”	27 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	15 January 2025, the date on which the H Shares are listed and from which dealings therein are permitted to take place on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“on-market”	the acquisition of H Shares of the Company through one or more transactions through the facilities of the Stock Exchange in accordance with the Listing Rules and any other applicable laws and regulations
“PRC” or “China”	the People’s Republic of China for the purpose of this circular and for geographical reference only, except where the context requires, references in this circular to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan Region
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Repurchase General Mandate”	a general and unconditional mandate proposed to be granted to the Board at the AGM to exercise all powers of the Company to repurchase and otherwise deal with the issued H Shares up to a maximum of 10% of the aggregate number of the issued H Shares (excluding treasury shares (if any)) as at the date of approving the H Shares Repurchase General Mandate Resolution at the AGM
“Returned Shares”	such Award Shares that are not vested and/or are cancelled in accordance with the terms of the H Share Award Scheme, or such H Shares being deemed to be Returned Shares under the Rules of the H Share Award Scheme
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Rules of the H Share Award Scheme” or “Scheme Rules”	the rules related to the Scheme contained in the H Share Award Scheme, as amended from time to time
“Scheme Limit”	the maximum number of H Shares that will be acquired by the Scheme Trustee(s) through on-market transactions from time to time at the prevailing market price pursuant to the H Share Award Scheme with funds in the amount of not more than HK\$43 million, provided that the maximum number of H Shares to be so acquired by the Scheme Trustee(s) shall be determined by the Board and/or the Delegatee and which shall in any event not render the Company unable to maintain the public float as required under the Listing Rules
“Scheme Trustee(s)”	the scheme trustee(s) appointed by the Company for the purpose of the Trust, who shall be selected and determined by the Board based on the authorization given by the general meeting and the relevant commercial negotiations
“Selected Participant”	any Eligible Employee who, in accordance with the Scheme Rules, is approved for participation in the H Share Award Scheme and has been granted any Award
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the Unlisted Share(s) and H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Company’s Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	any subsidiary (as the term is defined in the Listing Rules) of the Company
“Supervisor(s)”	the supervisor(s) of our Company
“Supervisory Committee”	the supervisory committee of our Company
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission of Hong Kong, as amended from time to time

DEFINITIONS

“Taxes”	Other than the stamp duty to be borne by the Company in accordance with the Scheme Rules, all other taxes (including personal income taxes, professional taxes, salary taxes and similar taxes, as applicable), duties, social security contributions, impositions, charges or other levies arising out of or in connection with the Selected Participant’s participation in the H Share Award Scheme or in relation to the Award Shares or cash amount of equivalent value of the Award Shares
“Trust”	the trust constituted by the Trust Deed to service the H Share Award Scheme
“Trust Deed”	the trust deed to be entered into between the Company and the Scheme Trustee(s) (as may be restated, supplemented and amended from time to time)
“Unlisted Share(s)”	ordinary shares of our Company with a nominal value of RMB1.00 each, which are subscribed for in RMB by PRC nationals and/or corporate entities and are not currently listed or traded on any stock exchange
“Unlisted Shareholder(s)”	holder(s) of Unlisted Share(s)
“Vesting Date”	the date or dates on which the Award (or part thereof) is to vest in the relevant Selected Participant as set out in the relevant Award Letter, as determined from time to time by the Board or the Delegatee pursuant to the Scheme Rules, unless a different Vesting Date is deemed to occur in accordance with the Scheme Rules
“Vesting Notice”	except in the circumstances as set out in the Scheme Rules, barring any unforeseen circumstances, within a reasonable time period as agreed between the Scheme Trustee(s) and the Board from time to time prior to any Vesting Date, the vesting notice to be sent by the Board or the Delegatee to the relevant Selected Participant
“Vesting Period”	the vesting periods of the Awards granted under the H Share Award Scheme
“%”	percent

LETTER FROM THE BOARD



Beijing Saimo Technology Co., Ltd.

北京賽目科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2571)

Executive Directors:

Hu Dalin (Chairman)
He Feng
Ma Lei

Non-executive Directors:

Kan Zhigang
Yao Xiang
Gong Xiao

Independent Non-executive Directors:

Guo Lili
Huang Hua
Wong Ho Kwan

Registered office:

Room 401, 4/F
No. 66 Zizhuyuan Road
Haidian District
Beijing
the PRC

Principal place of business in Hong Kong:

46/F, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

27 May 2025

To the Shareholders:

Dear Sir or Madam,

- (1) 2024 REPORT OF THE BOARD OF DIRECTORS;**
- (2) 2024 REPORT OF THE SUPERVISORY COMMITTEE;**
- (3) 2024 ANNUAL FINANCIAL REPORT;**
- (4) 2024 ANNUAL PROFIT DISTRIBUTION PLAN;**
- (5) RE-APPOINTMENT OF THE AUDITOR FOR 2025;**
- (6) PROPOSED APPOINTMENT OF DIRECTORS**
- AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS;**
- (7) GENERAL MANDATE TO ISSUE SHARES;**
- (8) GENERAL MANDATE TO REPURCHASE H SHARES;**
- (9) PROPOSED ADOPTION OF**
- THE 2025 H SHARE AWARD TRUST SCHEME;**
- (10) PROPOSED AUTHORISATION TO THE BOARD OF DIRECTORS**
- AND/OR DELEGATEE TO HANDLE MATTERS RELATED TO**
- THE 2025 H SHARE AWARD TRUST SCHEME;**
- AND**
- (11) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with (i) the notice of the AGM, and (ii) all the information reasonably necessary to enable you to make informed decisions on whether to vote for, against or abstain from the proposed resolution(s) at the AGM.

2. 2024 REPORT OF THE BOARD OF DIRECTORS

Please refer to Appendix I to this circular for the full text of the report of the Board of Directors for the year of 2024. Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

3. 2024 REPORT OF THE SUPERVISORY COMMITTEE

Please refer to the 2024 Annual Report for the full text of the report of the Supervisory Committee. Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

4. 2024 ANNUAL FINANCIAL REPORT

Please refer to the 2024 Annual Report for the full text of the 2024 annual financial report. Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

5. 2024 ANNUAL PROFIT DISTRIBUTION PLAN

In accordance with the Articles of Association, the laws of the PRC and other applicable laws and regulations, 10% of the audited net profit shall be allocated into the statutory reserve fund. For the year ended 31 December 2024, the Group's net profit amounted to RMB55.1 million. To achieve the sustainable, stable and healthy development of the Company and better safeguard the long-term interests of all shareholders, the Board of Directors recommends that no profit distribution shall be made for the year, nor capital reserve shall be converted into share capital. The Board of Directors has resolved on 28 March 2025 to recommend that no final dividend shall be paid for the year ended 31 December 2024.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

LETTER FROM THE BOARD

6. RE-APPOINTMENT OF THE AUDITOR FOR 2025

Given that PricewaterhouseCoopers has been providing the Company with relatively professional services, the parties have maintained good cooperation, and it has good credibility and influence in the capital market, and is familiar with the regulatory requirements of the capital market, the Company proposes to re-appoint PricewaterhouseCoopers as the external auditor of the Company for 2025, with a term of office commencing from the date of approval at the AGM to the next annual general meeting of the Company. At the same time, it is proposed that the Board be authorised to determine the auditor's remuneration.

Such resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the AGM.

7. PROPOSED APPOINTMENT OF DIRECTORS AND NON-EMPLOYEE REPRESENTATIVE SUPERVISORS

As the terms of office of the first session of the Board and the first session of the Supervisory Committee will both expire on 15 October 2025, the Board and the Supervisory Committee passed relevant resolutions on 26 May 2025, respectively, to make relevant proposals in respect of the candidates for Directors of the second session of the Board and the candidates for the non-employee representative Supervisors of the second session of the Supervisory Committee.

Proposed Appointment of Directors of The Second Session of The Board

The Board resolved to nominate Mr. Hu Dalin, Mr. He Feng and Ms. Ma Lei as the candidates for executive Directors of the second session of the Board; to nominate Mr. Jia Qi, Ms. Gong Xiao and Dr. Yao Xiang as the candidates for non-executive Directors of the second session of the Board; and to nominate Ms. Guo Lili, Mr. Wong Ho Kwan and Mr. Ma Weiguo as the candidates for independent non-executive Directors of the second session of the Board.

Ms. Guo Lili, Mr. Wong Ho Kwan and Mr. Ma Weiguo, the independent non-executive Director candidates, have confirmed that (1) they have complied with each of the independence criteria referred to in Rules 3.13(1) to (8) of the Listing Rules; (2) they have no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (3) there are no other factors that may affect their independence at the time of their nomination of independent non-executive Director. The nomination committee under the Board (the "**Nomination Committee**") has assessed and reviewed the respective confirmation of independence of Ms. Guo Lili, Mr. Wong Ho Kwan and Mr. Ma Weiguo in accordance with the independence criteria set out in Rule 3.13 of the Listing Rules and is satisfied that they are independent. The above nominations are made according to the Company's procedures for nomination of directors, which are proposed by the Nomination Committee based on the needs of the Company and submitted to the Board for consideration after the Nomination Committee has considered the relevant

LETTER FROM THE BOARD

qualifications of the director candidates and will be submitted by the Board at the general meeting for final approval. In considering the independent non-executive Directors for the second session of the Board, the Nomination Committee and the Board have taken into consideration the confirmation of independence of Ms. Guo Lili, Mr. Wong Ho Kwan and Mr. Ma Weiguo, as well as their skills, background, knowledge and experience, and in particular, Ms. Guo Lili's extensive experience in accounting and audit, Mr. Wong Ho Kwan's profound experience in accounting and finance, and Mr. Ma Weiguo's abundant experience in engineering technology, industry research and corporate management. Their different education, background, professional experience and practices enable them to provide valuable insights and contribute to the diversity of the Board.

The biographical details of the candidates for Directors of the second session of the Board are set out in Appendix III to this circular.

Pursuant to the Articles of Association, the aforesaid proposed appointment of Directors is subject to the approval by the Shareholders at the general meeting of the Company. The relevant proposals will be put forward to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

Upon the approval by the Shareholders of the aforesaid proposed appointment of Directors of the second session of the Board, the Company will enter into service agreements with each of them. Each of them will be appointed as a Director of the second session of the Board for a term of three years commencing from 16 October 2025, being the next day after the expiry of the term of office of the first session of the Board. In accordance with the Articles of Association, each of the above proposed appointed Directors shall be eligible for re-election upon the expiry of his/her term of office. The remuneration standards for each of them as executive Director, non-executive Director or independent non-executive Director of the second session of the Board will be recommended to the Board by the Remuneration and Appraisal Committee after taking into account the salaries paid by comparable companies, the time commitment and responsibilities of the Directors as well as the performance of the Group, and will be submitted to the general meeting for consideration and approval after the Board has considered and approved the same. In accordance with the Company's policy on Directors' remuneration, they will include Directors' fees, basic salary, performance-based remuneration, pension scheme contributions, allowances, non-monetary benefits, equity incentives and other grants in compliance with laws and regulations.

Dr. Kan Zhigang, a non-executive Director of the first session of the Board, and Mr. Huang Hua, an independent non-executive Director of the first session of the Board, will retire on 15 October 2025, being the date of expiry of the term of office of the first session of the Board. The Board would like to express its sincere gratitude to Dr. Kan Zhigang and Mr. Huang Hua for their contributions to the Company during their tenure of directorship.

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Proposed Appointment of Non-Employee Representative Supervisors of the Second Session of the Supervisory Committee

The Supervisory Committee resolved to nominate Mr. Cao Gang and Mr. Ni Jie as the candidates for non-employee representative Supervisors of the second session of the Supervisory Committee.

The biographical details of the candidates for the non-employee representative Supervisors of the second session of the Supervisory Committee are set out in Appendix IV to this circular.

Pursuant to the Articles of Association, the above proposed appointment of non-employee representative Supervisors is subject to the approval of the Shareholders at the general meeting of the Company. The relevant proposals will be put forward to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

Upon the approval by the Shareholders of the aforesaid proposed appointment of the non-employee representative Supervisors of the second session of the Supervisory Committee, the Company will enter into service contracts with each of them. The term of office of each of them as Supervisors of the second session of the Supervisory Committee will be three years commencing from 16 October 2025, being the next day after the expiry of the term of office of the first session of the Supervisory Committee. In accordance with the Articles of Association, each of the above proposed appointed Supervisors shall be eligible for re-election upon the expiry of his/her term of office. The non-employee representative Supervisors of the second session of the Supervisory Committee of the Company will not receive any Supervisors' fees.

8. GENERAL MANDATE TO ISSUE SHARES

In order to meet the capital requirements for the sustainable development of the Company's business and make flexible and effective use of the financing platform, the Company proposed to grant the Issue General Mandate to the Board to allot, issue or otherwise deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) up to a maximum of 20% of the aggregate number of the issued Shares (excluding treasury shares) of the Company as at the date of approving the resolution at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprised 133,333,400 Shares. Assuming that there is no change in the number of the issued Shares of the Company before the AGM, the Company may issue up to 26,666,680 Shares under the Issue General Mandate. If the number of Shares changes due to the Company's repurchase and cancellation of Shares, the General Mandate shall be adjusted accordingly based on the number of Shares changed.

LETTER FROM THE BOARD

Details of the Issue General Mandate

- (a) Subject to the conditions set out in (b) below and in compliance with the Listing Rules, the applicable securities regulatory requirements of the place where the Shares are listed or other applicable laws and regulations, and other relevant laws, regulations, and normative documents, it is proposed that the Board is authorised at the general meeting to approve, allot, issue, grant and/or otherwise deal with, additional Shares (H Shares and/or Unlisted Shares, hereinafter the same), securities convertible into Shares and options, warrants or other securities with the right to subscribe for or convert into Shares and/or re-sell the treasury shares of the Company (if permitted by the Listing Rules), either separately or concurrently, during the Relevant Period (as defined below).
- (b) The number of additional Shares, securities convertible into Shares or options, warrants or other securities with the right to subscribe for or convert into the Shares (which shall be calculated on the basis of the number of Shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with by the Board and/or the number of the treasury shares of the Company proposed to be re-sold (if permitted by the Listing Rules) shall not exceed 20% of the number of total issued Shares (excluding any treasury shares) of the Company as at the date of the consideration and approval of this resolution at the general meeting. If the number of Shares changes due to the Company's repurchase and cancellation of Shares, the General Mandate shall be adjusted accordingly based on the number of Shares changed.

- (c) For the purpose of this resolution:

“Relevant Period” means the period from the date on which this resolution comes into effect until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (b) the expiration of the 12-month period following the passing of this resolution; or
- (c) the date on which the authorisation referred to in this resolution is revoked or varied by a special resolution at any general meeting of the Company.

Provided the Board or its authorised persons has, during the validity term of the authorisation, executed necessary files or fulfilled necessary procedures while such files or procedures may have to be performed or exercised, or will be completed after the expiry of the authorisation, the term of the authorisation shall be extended correspondingly.

LETTER FROM THE BOARD

- (d) Contingent on the Board's resolving to issue shares pursuant to sub-paragraph (a) of this resolution, to authorise the Board to deal with all matters in relation to the general mandate to issue Shares at its sole discretion, including but not limited to:
 - (I) To authorise the Board to determine the specific share issuance plan, including but not limited to:
 - (i) number of Shares to be issued;
 - (ii) pricing method and/or issue price (including price range);
 - (iii) determining the time of issuance, term of issuance, target subscribers, method of issuance, use of proceeds and other contents to be included in the specific issuance plan as required by relevant laws, regulations and other regulatory documents, relevant regulatory authorities and the stock exchange of the listing place;
 - (iv) deciding on the engagement of intermediaries, signing, executing, amending and completing all agreements and documents relating to the issuance of relevant Shares;
 - (v) disclosing relevant information in accordance with relevant laws and regulations and the listing rules of the stock exchange where the Company's securities are listed; and
 - (vi) dealing with all the reporting, registration, filing and listing matters in relation to the issue of the relevant Shares and changes in registered capital.
 - (II) To authorise the Board to increase the registered capital of the Company to reflect the shares authorised to be issued by the Company pursuant to this resolution, to make such appropriate and necessary amendments to the provisions of the Articles of Association relating to the issue of shares and registered capital, and to take any other action and complete any formality required to effect such increase.

LETTER FROM THE BOARD

(III) In addition to the above-mentioned contents in relation to the general mandate to issue shares proposed to be approved at the AGM, it is proposed to the general meeting to agree to authorise the secretary to the Board and/or the company secretary to deal with all relevant matters in relation to the issue of shares, including but not limited to the preparation, amendment, publication and despatch of relevant announcements and shareholder circulars in accordance with the relevant requirements under domestic and overseas laws and regulations and the Listing Rules, as well as the requirements and recommendations of the relevant domestic and overseas government departments and regulatory authorities.

The above resolutions will be submitted, by way of special resolutions, for the Shareholders' consideration and approval at the AGM.

9. GENERAL MANDATE TO REPURCHASE H SHARES

In order to ensure flexibility and discretion to the Board in the event that it becomes desirable to repurchase any Shares, the Company proposes to consider and approve the granting of the Repurchase General Mandate to the Board by way of a special resolution at the AGM, to repurchase H Shares not exceeding 10% of the aggregate number of issued H Shares (excluding treasury shares (if any)) of the Company in issue as at the date of passing the resolution in relation to such mandate during the Relevant Period (as defined below). As at the Latest Practicable Date, the issued H Shares of the Company comprised 33,333,400 Shares. Assuming the Repurchase General Mandate is approved at the AGM, the exercise in full of the Repurchase General Mandate would result in up to 3,333,340 H Shares (assuming there is no issue or repurchase of additional H Shares from the Latest Practicable Date up to the date of the AGM) being repurchased by the Company during the Relevant Period (as defined below).

Details of the Repurchase General Mandate

In the event that approval is obtained from all relevant regulatory authorities in the PRC for the repurchase of such H Shares (if applicable) and in the event that the Board conducts the repurchase of H Shares pursuant to the Repurchase General Mandate, the Board or its authorised person(s) is/are hereby authorised to approve, execute, do, procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the repurchase, including but not limited to:

- (a) formulate and implement specific repurchase plans, including but not limited to repurchase price, number of Shares to be repurchased, etc., and to determine the timing and period of repurchase;
- (b) prepare the balance sheet and property list, notify the creditors and publish announcements in accordance with the provisions of relevant laws, regulations and regulatory documents and the Articles of Association;

LETTER FROM THE BOARD

- (c) open a foreign stock account and complete the corresponding registration procedure of the change in foreign exchange;
- (d) fulfil the relevant approval, filing and/or disclosure procedures (if necessary) in accordance with the requirements of laws, regulations, the Articles of Association, the securities regulatory authorities in the places where the Shares are listed and any other relevant governmental or regulatory authorities in the PRC;
- (e) complete the procedure for the transfer of the H Shares repurchased into treasury shares or cancellation thereof according to the actual repurchase situation, to amend the Articles of Association in relation to the total share capital and shareholding structure and complete the change of registration and filing procedures, and to execute other documents and matters related to the repurchase of H Shares (if any);
- (f) sign and execute other documents and complete other matters related to the repurchase of H Shares;
- (g) decision of the specific use of repurchased H Shares (including but not limited to resale for cash (subject to the general mandate to issue Shares), implementing equity incentives, reducing registered capital, etc.) and adjust or change the use of the repurchased H Shares as permitted by relevant laws and regulations based on the actual situation of the Company and within the time limit specified by relevant laws and regulations;
- (h) For the purpose of this resolution:

“Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
- (ii) the date on which the authorisation to the Board set out in this resolution is revoked or amended by a special resolution by the Shareholders in the general meeting.

Provided the Board or its authorised persons has, during the validity term of the authorisation, executed necessary files or fulfilled necessary procedures while such files or procedures may have to be performed or exercised, or will be completed after the expiry of the authorisation, the term of the authorisation shall be extended correspondingly.

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Explanatory statement in relation to the Repurchase General Mandate is set out in Appendix II to this circular.

The above resolutions will be submitted, by way of special resolutions, for the Shareholders' consideration and approval at the AGM.

10. PROPOSED ADOPTION OF THE 2025 H SHARE AWARD TRUST SCHEME

As disclosed in the announcement of the Company dated 25 April 2025, the Board has resolved to propose the adoption of the H Share Award Scheme and a special resolution will be proposed at the AGM for the Shareholders to consider and approve the adoption of the H Share Award Scheme. The H Share Award Scheme shall be effective upon the approval by the Shareholders at the AGM. The grant of Awards to the Selected Participants under the H Share Award Scheme shall be subject to the fulfillment of the conditions as determined by the Board to be set out in the Award Letter. Please refer to the sub-section headed "Grant of Awards" below for further details.

Mr. Hu Dalin, Ms. Ma Lei and Mr. He Feng, being executive Directors who are expected to be potential Connected Selected Participants of the H Share Award Scheme, may have material interest in the H Share Award Scheme and have abstained from voting on the relevant Board resolutions in relation to the H Share Award Scheme. Save for Mr. Hu Dalin, Ms. Ma Lei and Mr. He Feng, there is no other Director who is required to abstain from voting on the relevant Board resolutions in relation to the H Share Award Scheme. The potential Selected Participants who are also Shareholders (including the abovementioned executive Directors), and their respective associates shall abstain from voting on the proposed special resolution in respect of (i) the proposed adoption of the 2025 H Share Award Trust Scheme; and (ii) the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the H Share Award Scheme.

The full text of the Rules of the H Share Award Scheme is set out in Appendix III to this circular.

Purposes of the H Share Award Scheme

The purposes of the H Share Award Scheme are:

- (a) to attract, motivate and retain outstanding technical R&D talent, management professionals, and business elites to strive for the future development and expansion of the Group by providing them with the opportunity to be further incentivized by equity interests in the Company, more directly associated with the equity performance of the Company;

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- (b) to further optimize the corporate governance structure and refine the Company's incentive-restraint mechanisms. Through equity-based incentive programs, align the actions of incentive recipients with the Company's strategic objectives, fully mobilize the initiative of technology R&D teams, operational management teams, market expansion teams, and others, effectively integrate shareholder interests, corporate interests, and personal interests of core team members, enhance the alignment of these interests, and promote the Company's sustained, stable, and rapid development;
- (c) to further improve the performance target system and appraisal system, to stimulate the cohesion and creativity of the backbone staff of the Company's technology research and development team, operation and management team and market development team, and to ensure the smooth implementation and realization of the Company's development strategies and business objectives; and
- (d) to (i) recognize the contributions to the Company of the prudent management of the Company including the executive directors; (ii) encourage, motivate and retain the leadership of the Company whose collective contributions are beneficial to the continual operation, development and long-term growth of the Group; and (iii) introduce additional incentive for the management of the Company to align the interests of the management of the Company with that of the Shareholders and the Group as a whole.

The Directors are of the view that the individual performance indicators as conditions for the vesting of the Awards will serve to achieve the purposes stated above.

Duration

Subject to any early termination of the H Share Award Scheme pursuant to the Rules of the H Share Award Scheme, the H Share Award Scheme shall be valid and effective for ten years commencing from the date on which the H Share Award Scheme is approved by the Shareholders at the AGM (after which no further Awards will be granted), and thereafter for so long as there are non-vested Award Shares granted under the H Share Award Scheme immediately prior to the expiration of the H Share Award Scheme, in order to give effect to the vesting of such Award Shares or otherwise as may be required in accordance with the Rules of the H Share Award Scheme, the H Share Award Scheme shall be extended until such Award Shares are vested.

Source of Award Shares and acquisition of H Shares by the Scheme Trustee(s)

The source of the Award Shares under the H Share Award Scheme shall be the H Shares to be acquired by the Scheme Trustee(s) through on-market transactions at the prevailing market price in accordance with the instructions of the Company and the relevant provisions of the Rules of the H Share Award Scheme.

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The Company shall as soon as reasonably practicable, for the purposes of satisfying the grant of Awards, transfer to the Trust the necessary funds and instruct the Scheme Trustee(s) to acquire H Shares through on-market transactions at the prevailing market price. The Scheme Trustee(s) shall as soon as reasonably practicable thereafter proceed to acquire such number of H Shares as instructed by the Company through on-market transactions at the prevailing market price.

The acquisition of H Shares by the Scheme Trustee(s) will be done independently of Shareholders which could be a Director or a member of the senior management, while being subject to dealing restrictions imposed by applicable laws and regulations (including but not limited to the Listing Rules).

Any additional funds provided by the Company shall not automatically form part of the trust funds. If the Scheme Trustee(s) receives the corresponding written instructions within 30 days from the date when the relevant H shares are transferred to the Scheme Trustee(s), such additional funds shall be refunded to the Company.

The Company shall instruct the Scheme Trustee(s) whether or not to apply any Returned Shares to satisfy any Awards granted, and if the Returned Shares, as defined by the Company, are not sufficient to satisfy the Awards granted, the Company shall, as soon as reasonably practicable, for purposes of satisfying the Awards granted, transfer to the Trust the necessary funds and instruct the Scheme Trustee(s) to acquire further H Shares through on-market transactions at the prevailing market price.

The Scheme Trustee(s) in respect of the 2025 H Share Award Scheme

As at the Latest Practicable Date, no Scheme Trustee(s) has been appointed to administer and implement the 2025 H Share Award Trust Scheme. If any Scheme Trustee(s) are appointed by the Company in the future, such Scheme Trustee(s) will be independent of the Company and its connected persons in accordance with the Listing Rules and shall comply with the requirements regarding voting arrangements as set out under Rule 17.05A of the Listing Rules.

As contemplated under the 2025 H Share Award Scheme, there could be more than one Trust if the Board at its sole and absolute discretion considers appropriate to segregate the trust assets for the benefit of different classes/categories of Connected Selected Persons. It is the current intention of the Board to establish either one single Trust, or two separate Trusts (one for the benefits of Participants who are connected persons (including, among others, the Directors and directors of the subsidiaries of the Company and their associates) (“**Connected Person Trust**”) and another one for the benefit of Participants who are not connected persons (including employees of the Group) (“**Non-Connected Person Trust**”)) under the 2025 H Share Award Scheme. The Company may appoint the same Scheme Trustee(s) or different Scheme Trustee(s) to administer the two Trusts, but in any event as set out in the 2025 H Share Award Scheme Rules, each of the Trusts shall at all times be operated, administered and managed independently and separately from each other and the relevant Scheme Trustee(s) will hold the Shares and the income derived therefrom in accordance with the terms of the relevant Trust Deed respectively.

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In the event that the Company establishes more than one Trust and appoints more than one Scheme Trustee(s) to respectively administer the Trusts, for ease of management and administration, the Company is inclined to engage Scheme Trustee(s) which is managed by or otherwise within the same group of professional Scheme Trustee(s) service provider, in which case the ultimate beneficial owner(s) of the Scheme Trustee(s) may be identical or otherwise related to each other. Notwithstanding any possible overlapping of the ultimate beneficial owner(s) of the Scheme Trustee(s), each of the Scheme Trustee(s) will be acting in its capacity as a professional Scheme Trustee to administer the relevant Trusts separately and independently from the other Scheme Trustee(s) and the Trusts will remain as separate and distinct Trusts. The Company will conduct appropriate due diligence, obtain confirmation from the Scheme Trustee(s) before formally engaging such Scheme Trustee(s) and will take appropriate steps to comply with the relevant provisions of the Listing Rules as may be applicable from time to time. The Company will make further announcement if any Scheme Trustee(s) is appointed for the purpose of the 2025 H Share Award Scheme.

Given the beneficiaries and/or objects of the Connected Person Trust involve core connected persons of the Company such as the Directors and directors of the subsidiaries of the Company, the Scheme Trustee(s) under the Connected Person Trust will be regarded as a close associate of the core connected persons of the Company (as defined under Rule 1.01 of the Listing Rules) and hence the Shares held by the Scheme Trustee(s) under the Connected Person Trust will not be regarded as “in public hands” (as defined under Rule 8.24 of the Listing Rules) for the purpose of maintaining the public float under Rule 13.32 of the Listing Rules. On the other hand, given the beneficiaries and/or objects of the Non-Connected Person Trust do not involve any core connected person of the Company, the Shares held by the Scheme Trustee(s) of the Non-Connected Person Trust will be considered to be “in public hands” (as defined under Rule 8.24 of the Listing Rules) and hence will be regarded as the public float.

So far as implications under Chapter 14A of the Listing Rules are concerned, in respect of the Non-Connected Person Trust, the Scheme Trustee(s) is not a connected person as none of the beneficiaries or beneficiary objects under the said Trust is connected person; in respect of the Connected Person Trust, given the beneficiaries and beneficiary objects are all connected persons, the Scheme Trustee(s) thereof would fall into the definition of “connected person” under Chapter 14A of the Listing Rules. Nevertheless, the Company will comply with the requirements under Chapter 14A of the Listing Rules in respect of any potential transactions between the Company and the Scheme Trustee(s) for the Connected Person Trust.

Scheme Limit

Subject to the Rules of the H Share Award Scheme, the Scheme Limit shall be the maximum number of H Shares that will be acquired by the Scheme Trustee(s) through on-market transactions from time to time at prevailing market price with funds in the amount of not more than HK\$43 million, and in any event the maximum number of H Shares to be so acquired by the Scheme Trustee(s) shall be determined by the Board and/or the Delegatee and which shall in any event not render the Company unable to maintain the public float as required under the Listing Rules.

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For illustrative purpose only, and in order to better reflect the recent trading price of the H Shares, based on the average closing price of the H Shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the Latest Practicable Date of HK\$13.20 per H Share, the maximum number of H Shares that can be purchased with funds in the amount of HK\$34.4 million (assuming only the Basic Condition of Grant (as defined below) can be satisfied) for the purpose of the H Share Award Scheme would be 2,605,271 H Shares, while the maximum number of H Shares that can be purchased with funds in the amount of HK\$43 million (assuming both the Basic Condition of Grant and the Additional Condition of Grant (as defined below) can be satisfied) for the purpose of the H Share Award Scheme would be 3,256,588 H Shares. The ultimate number of H Shares to be purchased for the purpose of the H Share Award Scheme will depend on the then price of the H Shares and the fulfillment of the Conditions of Grant (as defined below), and shall be subject to the determination of the Board and/or the Delegatee. As such, it is stated that, the abovementioned numbers may not be equivalent to the ultimate number of H Shares to be purchased for the purpose of the H Share Award Scheme and are for illustrative purpose only.

No further grant shall be made by the Company which would otherwise result in the total number of H Shares (other than Award Shares cancelled under the H Share Award Scheme) involved in all grants made under the H Share Award Scheme exceeding the Scheme Limit without the approval of the Shareholders.

Administration of the H Share Award Scheme

The H Share Award Scheme shall be subject to the administration of the following administrative bodies:

- (a) the general meeting of the Shareholders, as the institution vested with the supreme authority of the Company, is responsible for the consideration and approval of the adoption of the H Share Award Scheme. The general meeting of the Shareholders may authorize the Board and/or the Delegatee to deal with all matters related to the H Share Award Scheme to the extent of its authority;
- (b) the Board is the institution in charge of the administration of the Scheme in accordance with the Scheme Rules and the Trust Deed. A decision of the Board or the Delegatee shall be final and binding on all persons concerned. The Remuneration and Appraisal Committee shall be responsible for reviewing and/or approving the matters relating to the Scheme and submitting the same to the Board for consideration. Upon consideration and approval of the H Share Award Scheme, the Board will submit the H Share Award Scheme to the general meeting of the Shareholders for consideration. The Board and/or the Delegatee may handle all matters related to the H Share Award Scheme within the authorization by the general meeting of the Shareholders; and

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- (c) the Trust will be constituted to service the H Share Award Scheme whereby the Scheme Trustee(s) shall, subject to the relevant provisions of the Trust Deed as well as the Scheme Limit, and upon the instruction of the Company, acquire H Shares through on-market transactions with funds in the amount of not more than HK\$43 million to be transferred by the Company.

Pursuant to the Rules of the H Share Award Scheme, the authority to administer the H Share Award Scheme may be delegated by the Board to the Delegatee in the sole and absolute discretion of the Board (as the case may be). Upon the approval and adoption of the H Share Award Scheme by the Shareholders at the AGM, the Board will delegate to the Delegatee the authority to administer the H Share Award Scheme, including the power to grant an Award under the H Share Award Scheme.

The Company is of the view that the involvement of the Board (being Eligible Employees who may qualify to participate in the H Share Award Scheme) is not contrary to the principles of good corporate governance for the following reasons: (i) the Directors who are existing Shareholders and/or who are expected to be Selected Participants of the H Share Award Scheme will abstain from voting on the relevant Board and Shareholder resolutions; (ii) the Board comprises a sufficient number of independent non-executive Directors as required by the Listing Rules, who do not have material relationships with the Company and can provide independent oversight and constructive challenge to the Board on matters in connection with the administration of the H Share Award Scheme; and (iii) the Directors are aware of and will fulfill their fiduciary duties to the Company and the Shareholders throughout the course of the H Share Award Scheme.

Selected Participants of the H Share Award Scheme

Eligible Employees who may qualify to participate in the H Share Award Scheme include any individual, being an executive Director, senior management member, mid-level manager, basic-level manager, R&D elites, other technicians, market development elites of the Company, who is a full-time PRC or non-PRC employee of any members of the Group.

The Board or the Delegatee may, from time to time, select any Eligible Employee to be a Selected Participant in accordance with the Rules of the H Share Award Scheme. The Selected Participants are determined in accordance with the Company Law of the PRC, the Securities Law of the PRC and other applicable laws, regulations and regulatory documents and the relevant provisions of the Articles of Association, together with the Company's actual circumstances and matters including the present and expected contribution of the relevant Selected Participant to the Group.

No one should be considered as a Selected Participant of the H Share Award Scheme if he:

- (a) has been publicly condemned or deemed as an inappropriate candidate for similar award schemes of share incentive plans of a listed company by any securities regulatory bodies with authority in the most recent 12 months;

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- (b) has been imposed with penalties or is banned from trading securities by securities regulatory bodies due to material non-compliance with laws or regulations in the most recent 12 months;
- (c) has been administratively penalized by the securities regulatory authorities of the PRC government or criminally punished by the judicial authorities of the PRC within the last three years for securities violations and malpractices; or
- (d) is prohibited from acting as a director or member of the senior management of a company due to occurrence of circumstances as stipulated in the Company Law of the PRC.

Grant of Awards

The Board or the Delegatee may grant Awards to Selected Participants during the Award Period conditional upon fulfilment of the terms and conditions of the Awards and performance targets as the Board or the Delegatee determines from time to time.

Subsequent to the obtaining of the Shareholders' approval in connection with the proposed adoption of the H Share Award Scheme, the Company will transfer the necessary funds in the amount of not more than HK\$43 million (being the Scheme Limit) for the Scheme Trustee(s) to acquire H Shares through on-market transactions from time to time at prevailing market price as the source of the Award Shares under the H Share Award Scheme. The grant of Awards to the Selected Participants shall be subject to the fulfillment of the conditions as determined by the Board and/or the Delegatee to be set out in the Award Letter. If the Conditions of Grant (as defined below) cannot be satisfied, the relevant grant of Awards to such Selected Participants which corresponds to the unsatisfied Conditions of Grant will not take effect.

The Company shall issue an award letter to each Selected Participant in such form as the Board or the Delegatee may from time to time determine, specifying the Grant Date, the manner of acceptance of the Award, amount of the Award and/or the number of Award Shares underlying the Award, the vesting criteria and conditions, and the Vesting Date and such other details, terms and conditions as they may consider necessary and in accordance with H Share Award Scheme.

No grant of any Awards to any Selected Participants may be made and no directions or recommendations shall be given to the Scheme Trustee(s) with respect to a grant of an Award under certain circumstances including (among others):

- (a) where such grant of Award would result in a breach of the Scheme Limit;
- (b) after the expiry of the Award Period or after the earlier termination of the H Share Award Scheme;

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- (c) where any Director is in possession of unpublished inside information (as defined under the SFO) in relation to the Company or where any Director reasonably believes there is inside information which must be disclosed pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws, rules or regulations;
- (d) during the period of 60 days preceding the publication date of the annual results of the Group or, if shorter, the period from the end of the relevant financial year up to the publication date of such results; and
- (e) during the period of 30 days preceding the publication date of the quarterly or half-year results of the Group or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of such results.

Conditions of the Grant of Awards

The grant of Awards to the Selected Participants shall be subject to the fulfilment of the conditions as determined by the Board and/or the Delegatee to be set out in the Award Letter. In this regard, the Board would like to inform the Shareholders that, if the H Share Award Scheme is approved by the Shareholders, the Executive Committee of the Company, to whom the Board will delegate its authority to administer the H Share Award Scheme, will set the conditions for the grant of Awards to the Selected Participants to take effect as (i) the revenue realized by the Group for the year 2025 being RMB233 million or above (the “**Basic Condition of Grant**”); and (ii) the revenue realized by the Group for the year 2025 being RMB255 million or above (the “**Additional Condition of Grant**”, and together with the “**Basic Condition of Grant**”, the “**Conditions of Grant**”). If only the Basic Condition of Grant can be satisfied, no more than 80% of the Scheme Limit (i.e. HK\$34.4 million) can be utilized for the grant of Awards to be Selected Participants. If both of the Basic Condition of Grant and the Additional Condition of Grant can be satisfied, the entire Scheme Limit can be utilized for the grant of Awards to the Selected Participants. If the Conditions of Grant cannot be satisfied, the relevant grant of Awards to such Selected Participants which corresponds to the unsatisfied Conditions of Grant will not take effect.

Subject to the fulfillment of the Basic Condition of Grant, the amount of Awards to be granted to Connected Selected Participants shall not exceed 10% of the 80% of the Scheme Limit. Subject to the fulfillment of both the Basic Condition of Grant and the Additional Condition of Grant, the amount of Awards to be granted to Connected Selected Participants shall not exceed 10% of the entire Scheme Limit. The particulars of the grant of Awards to the Connected Selected Participants, including the list of Connected Selected Participants and the specific number of Award Shares underlying such Awards to be granted to the Connected Selected Participants, shall be determined by the Board and/or the Delegatee pursuant to the relevant authorization to be granted by the Shareholders at general meeting, and taking into account the following factors in principal, which include but are not limited to, (i) the total

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number of H Shares acquired by the Scheme Trustee(s) as the source of the Award Shares under the Scheme; (ii) the ranking of the Connected Selected Participants; and (iii) the individual performance appraisal results of the Connected Selected Participants. As of the Latest Practicable Date, the Connected Selected Participants are expected to include Mr. Hu Dalin, Ms. Ma Lei and Mr. He Feng.

Vesting of the Awards

The Board or the Delegatee may determine the vesting criteria and conditions and periods for the Awards to be vested.

Vesting schedule

Unless otherwise specified in the Award Letter approved by the Board or the Delegatee, the Vesting Periods of the Awards granted under the H Share Award Scheme are as follows:

(A) For Awards to be granted to Selected Participants who are Eligible Employees as at the Adoption Date:

Batches	Vesting Periods	Proportion of Vesting
First Vesting Period	Within 6 months from the date of expiration of the first fiscal year ^{note} after the Grant Date	30%
Second Vesting Period	Within 6 months from the date of expiration of the second fiscal year after the Grant Date	30%
Third Vesting Period	Within 6 months from the date of expiration of the third fiscal year after the Grant Date	40%

Note: For the avoidance of doubt, the first fiscal year after the Grant Date refers to the fiscal year commencing immediately after the calendar year in which the Grant Date falls, starting from January 1 of such subsequent year. The same interpretation shall apply mutatis mutandis hereafter.

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(B) For Awards to be granted to Selected Participants who (i) shall become Eligible Employees subsequent to the Adoption Date; and (ii) shall have been given the entitlement to be granted Awards pursuant to the relevant appointment letters to be issued by the Company in connection with their employment within the Group:

Batches	Vesting Periods	Proportion of Vesting
First Vesting Period	Within the year immediately following the first anniversary of the commencement date of the employment of the Selected Participant with the relevant member of the Group	50%
Second Vesting Period	Within the year immediately following the second anniversary of the commencement date of the employment of the Selected Participant with the relevant member of the Group	50%

The Vesting Periods of the Awards granted under any subsequent grant of the H Share Award Scheme or the Awards to be satisfied by the application of any Returned Shares shall be determined by the Board or the Delegatee in its sole discretion, and shall in any event not extend beyond the then remaining term of the Award Period at the time of grant.

Vesting Conditions

The vesting of Awards granted under the H Share Award Scheme shall be subject to the individual performance appraisal of the Selected Participants and any other applicable vesting conditions as set out in the Award Letter.

Specifically, the individual performance indicators of the Selected Participants are as follows:

According to the employee performance management rules adopted by the Company, the Board or the Delegatee shall carry out annual comprehensive appraisal on the Selected Participants and determine the actual vesting amount of the Award Shares granted under the H Share Award Scheme accordingly. The actual vesting amount of the Award granted to a Selected Participant for the respective Vesting Periods shall be equal to the standard coefficient x the planned vesting amount of Shares for the respective Vesting Periods. The coefficient for individual performance appraisal results of grade B (or its equivalent appraisal result such as “qualified”) or above is 100% whereas the coefficient for individual performance appraisal results below grade B is 0.

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The performance appraisal is conducted annually and the process involves: (i) employee self-appraisal; (ii) performance appraisal evaluator conducts objective evaluation based on feedback and recommendations on the employee as well as the performance of the employee; (iii) performance appraisal reviewer conducts review of the performance appraisal results; and (iv) persons-in-charge of the various business and operational units approves the performance appraisal results, and the performance appraisal results of management personnel or technical personnel at the level of deputy general manager of a business division/department and above or deputy general manager of a subsidiary and above or officer and technical personnel at the level of aforementioned position and above shall be approved by a chief executive officer of the Company. The performance appraisal encompasses three aspects, namely job responsibilities, operational performance and core values. The supervisors of the relevant employees will conduct objective evaluation based on the collected appraisal information (including records of work results, work summary and performance appraisal feedback and recommendations) and the individual performance indicators. In terms of core values, the supervisors of the relevant employees will conduct an integrated evaluation based on parameters including key events, upstream and downstream work evaluation and peer evaluation.

If the Selected Participant fails to fulfill the individual performance indicators above, all the Award Shares underlying the relevant Awards which may otherwise be vested during the respective Vesting Periods shall not be vested and shall be held by the Scheme Trustee(s) as Returned Shares for application towards future Awards in accordance with Rules of the H Share Award Scheme for the purpose of the H Share Award Scheme.

Transfer or sale of Award Shares

For the purposes of vesting of the Award, the Board or the Delegatee may either:

- (a) direct and procure the Scheme Trustee(s) to release from the Trust the Award Shares to the Selected Participants by transferring Award Shares to the Selected Participants in such manner as determined by them from time to time; or
- (b) to the extent that, at the determination of the Board or the Delegatee, it is not practicable for the Selected Participant to receive the Award in H Shares due to legal or regulatory restrictions with respect to the Scheme Trustee(s)'s ability to give effect to any such transfer to the Selected Participant, the Board or the Delegatee will direct and procure the Scheme Trustee(s) to sell, on-market at the prevailing market price, the number of Shares so vested in respect of the Selected Participant and pay the Selected Participant the proceeds in cash arising from such sale based on the Actual Selling Price of such Award Shares as set out in the Vesting Notice.

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In accordance with the Rules of the H Share Award Scheme, barring (among others) any unforeseen circumstances, within a reasonable time period as agreed between the Scheme Trustee(s) and the Board prior to Vesting Date, the Board or the Delegatee shall send to the relevant Selected Participant the Vesting Notice. The Board or the Delegatee shall forward a copy of the Vesting Notice to the Scheme Trustee(s) and instruct the Scheme Trustee(s) the extent to which the Award Shares held in the Trust shall be transferred and released from the Trust to the Selected Participant in the manner as determined by the Board or the Delegatee, or be sold as soon as practicable from the Vesting Date.

Subject to the receipt of the Vesting Notice and the instructions from the Board or the Delegatee, the Scheme Trustee(s) shall transfer and release from the Trust the relevant Award Shares held by the Trust to the relevant Selected Participant in the manner as determined by the Board or the Delegatee or sell the relevant Award Shares as soon as practicable from the Vesting Date and pay the Actual Selling Price to the Selected Participant within a reasonable time period in satisfaction of the Award.

Interest in the Award Shares

Any Award granted under the H Share Award Scheme but not yet vested shall be personal to the Selected Participant to whom it is made and shall not be transferable and no Selected Participant shall in any way sell, transfer, pledge, charge or otherwise impose any encumbrance on any Award or create any interest in favour of any other person over any Award, or enter into any agreement to do so.

Neither the Selected Participant nor the Scheme Trustee(s) may exercise any voting rights attached to any H Shares held by the Scheme Trustee(s) under the Trust (including any Award Shares that have not yet vested).

A Selected Participant shall have no right to any dividend underlying the non-vested Award Shares or any of the Returned Shares or any dividend, right to any cash or non-cash income, distribution, sale proceeds of non-cash and non-scrip distributions underlying the Returned Shares, all of which shall be retained by the Scheme Trustee(s) for the benefit of the H Share Award Scheme.

Occurrence of certain events pertaining to the Company

Change in control

In the event of an actual change in control (as defined under the Takeovers Code) of the Company as a result of a merger, privatisation through a scheme or an offer, reorganization of major assets, the Company no longer exists after merger with another company, or division of the Company, the Board or its Delegatee shall determine, at its sole discretion, whether or not to accelerate the Vesting Date of the Awards granted. If the Vesting Date of the Awards is accelerated, the procedures set forth in the section “Letter from the Board – 10. Proposed Adoption of the 2025 H Share Award Trust Scheme – Vesting of the Awards – Transfer or sale of

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Award Shares” shall apply, provided that as soon as the changed Vesting Date is known, the Vesting Notice should be sent to the affected Selected Participants as soon as practicable. The Scheme Trustee(s) shall transfer the Award Shares or pay the Actual Selling Price in cash, as the case may be, in accordance with the Vesting Notice.

Open offer and rights issue

In the event the Company undertakes an open offer of new securities, the Scheme Trustee(s) shall not subscribe for any new H Shares. In the event of a rights issue, the Scheme Trustee(s) shall not take any step to exercise any nil-paid rights and shall sell such nil-paid rights in respect of any H Shares which are held by the Scheme Trustee(s) (if there is an open market for such rights). The aggregate proceeds of such sale may be applied by the Scheme Trustee(s) to purchase H Shares for the purposes of satisfying any further Awards to be from time to time made by the Company under the H Share Award Scheme and to cover the reasonable costs and expenses of the Scheme Trustee(s) in connection with the H Share Award Scheme in the performance of its duties under the Trust Deed.

Consolidation or sub-division of shares

In the event the Company undertakes a consolidation or sub-division of the H Shares, corresponding changes will be made to the number of outstanding Award Shares that have been granted provided that the adjustments shall be made in such manner as the Board determines to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the H Share Award Scheme for the Selected Participants. All fractional shares (if any) arising out of such consolidation or sub-division in respect of the Award Shares of a Selected Participant shall be deemed as Returned Shares and shall not be transferred to the Selected Participant on the relevant Vesting Date.

Amendment or Termination of the H Share Award Scheme

Amendment of the H Share Award Scheme

Subject to the Scheme Limit, the H Share Award Scheme may be altered in any respect by a resolution of the Board or the Delegatee provided that no such alteration shall operate to affect materially and adversely any subsisting rights of any Selected Participant unless otherwise provided for in the Rules of the H Share Award Scheme, except (i) with the consent in writing of Selected Participants amounting to more than half of the nominal value of all Award Shares held by the Scheme Trustee(s) on that date; or (ii) with the sanction of an ordinary resolution that is passed at a meeting of the Selected Participants amounting to more than half of the nominal value of all Award Shares held by the Scheme Trustee(s) on that date.

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Termination of the H Share Award Scheme

The H Share Award Scheme shall terminate on the earlier of (i) the end of the Award Period except in respect of any non-vested Award Shares granted under the H Share Award Scheme prior to the expiration of the H Share Award Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the H Share Award Scheme; and (ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant under the H Share Award Scheme.

Implications of the H Share Award Scheme under the Listing Rules

The H Share Award Scheme constitutes a scheme referred to in Chapter 17 of the Listing Rules involving existing shares of the Company and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, the H Share Award Scheme does not constitute a share scheme involving the issue of new shares or the grant of options for any new securities of the Company as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of the H Share Award Scheme is not subject to approval of the Shareholders pursuant to the Listing Rules. Nonetheless, pursuant to the articles of association of the Company, the H Share Award Scheme and the related matters are subject to, among others, the approval of the Shareholders at the general meeting of the Company.

11. PROPOSED AUTHORIZATION TO THE BOARD AND/OR THE DELEGATEE TO HANDLE MATTERS PERTAINING TO THE 2025 H SHARE AWARD TRUST SCHEME

In order to ensure the successful implementation of the H Share Award Scheme, the Board proposed that, subject to the approval of the H Share Award Scheme by the Shareholders at the AGM, the Shareholders grant an authorization to the Board and the Board further grants an authorization to relevant Delegatee to handle matters pertaining to the H Share Award Scheme with full authority, including but not limited to:

- (a) to determine the terms and conditions of the grant of Awards, approve the form and content of the Award Letter, select Eligible Employees to become Participants of the H Share Award Scheme, and grant Awards to Selected Participants selected by it from time to time, and further grant an authorization to the Board to determine the particulars of the grant of Awards to the Connected Selected Participants in accordance with the Rules of the H Share Award Scheme, including but not limited to the list of Connected Selected Participants and the specific number of Award Shares underlying such Awards to be granted to the Connected Selected Participants in accordance with the Rules of the H Share Award Scheme;
- (b) to determine the maximum number of H Shares to be acquired by the Scheme Trustee(s), in any event such quantity shall not render the Company unable to maintain the public float as required under the Listing Rules;

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- (c) to determine the Grant Date and Vesting Date of Award Shares;
- (d) to administer, amend and adjust the H Share Award Scheme, including but not limited to, the Scheme Limit, the number of outstanding Award Shares or accelerate the Vesting Dates of any Awards, if such amendments require the approval of the Shareholders' meeting and/or relevant regulatory authorities pursuant to the relevant laws, regulations or requirements of the relevant regulatory authorities or the H Share Award Scheme, the Board shall obtain the corresponding authorization for such amendments;
- (e) to decide on the engagement of bank(s), accountant(s), lawyer(s), consultant(s) and other professional institutions for the purpose of the H Share Award Scheme;
- (f) to sign, execute, amend and terminate all agreements and other relevant documents in connection with the H Share Award Scheme, fulfill all relevant procedures in relation to the H Share Award Scheme, and adopt other methods to implement the terms of the H Share Award Scheme;
- (g) to determine and adjust the standards and conditions of the vesting as well as the Vesting Periods, evaluate and manage the performance targets of the H Share Award Scheme, and to determine whether Awards granted to the Selected Participants can be vested, and consent the Board to delegate such authorization to the Executive Committee;
- (h) to determine the execution, amendment or termination of the H Share Award Scheme, including the forfeiture of Award Shares and continued vesting of Shares upon the changes in circumstances pertaining to the Selected Participants;
- (i) to interpret the Rules of the H Share Award Scheme and to resolve any issues and disputes arising from or in connection with the H Share Award Scheme;
- (j) to select, negotiate and determine the Scheme Trustee(s) under the H Share Award Scheme and its entrustment conditions and contents according to the specific needs of the H Share Award Scheme approved and adopted by the general meeting as well as the business conditions such as the qualifications, credit, performance and quotations of the trustee, and to review, revise and approve the contents of the trust deed and related documents, and to decide on the signing of the trust deed and related documents at its sole discretion.
- (k) to exercise any other authorizations in relation to matters necessary to the implementation of the H Share Award Scheme granted by the Shareholders' meeting from time to time;

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- (l) under the name of the Company:
- (i) to enter into the Trust Deed with the Scheme Trustee(s), pursuant to which the Scheme Trustee(s) will provide trust services for the H Share Award Scheme;
 - (ii) to enter into the scheme management agreement with Computershare Hong Kong Investor Services Limited, pursuant to which Computershare Hong Kong Investor Services Limited will provide scheme management services in respect of the H Share Award Scheme;
 - (iii) to set up a cash securities account with Computershare Hong Kong Investor Services Limited so as to facilitate the provision of trading services and trading platform for the Selected Participants of the H Share Award Scheme by Computershare Hong Kong Investor Services Limited;
- (m) to permit the Board to further authorize the Executive Committee of the Company, during the validity period of such authorization in this resolution, to individually handle all matters in relation to the H Share Award Scheme with full authority, including but not limited to:
- (i) the abovementioned matters in relation to the H Share Award Scheme as approved at the general meeting and authorized to be handled by the Board;
 - (ii) on behalf of the Company, execute all documents in relation to the operations of and other matters of the H Share Award Scheme, or providing instructions to the Scheme Trustee(s) in relation to its operations, the execution of relevant documents in relation to the setting up of the accounts, operations of the accounts, and the setting up and operations of the cash securities account with Computershare Hong Kong Investor Services Limited under the name of the Company, the release of Award Shares for the purpose of the vesting of the Awards, or the sale of Award Shares on-market at the prevailing market price and pay the proceeds arising from such sale to Selected Participants, or direct and procure the Scheme Trustee(s) to release the Award Shares from the H Share Award Scheme to the Selected Participants by transferring the Award Shares to the Selected Participants as determined by them from time to time, and confirm, allow and approve all preceding matters arising from or in relation to the Trust Deed and the scheme management agreement;
 - (iii) on behalf of the Company, approve, execute, refine, deliver, negotiate, agree on and agree to all such agreements, deed, documents, regulations, matters and things (as the case may be) as it deems reasonable, necessary, desirable, appropriate or expedient, in order to implement and/or implement all transactions conducted accordingly, and make any reasonable alterations, amendments, changes, modifications and/or supplements as it deems necessary, desirable, appropriate or expedient. If there is a requirement to affix a company seal on any

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such agreement, deed or document, it has the right to sign the agreement, deed or document and affix the company seal in accordance with the Articles of Association in that case;

- (n) in the event that the H Share Award Scheme is terminated, and the Company decides to repurchase H Shares directly from the Scheme Trustee(s) in accordance with the H Share Award Scheme (the “**Direct Repurchase of H Shares from the Scheme Trustee(s)**”), to authorize the Board and further authorize by the Board the Executive Committee of the Company as well as its specific authorized person(s) (collectively, the “**Authorized Persons**”) with full authority to handle matters pertaining to any direct repurchase of H Shares from the Scheme Trustee(s) and cancellation of such H Shares and reduction of the registered capital, including but not limited to:
 - (i) to appoint a securities broker on behalf of the Company to open an account with the Central Clearing and Settlement System (“CCASS”) of Hong Kong Securities Clearing Company Limited for the purpose of the Direct Repurchase of H Shares from the Scheme Trustee(s) and execute any and all of the related documents. The aforementioned securities broker or Authorized Persons shall act as the representative of the account for the purposes of trading, withdrawing funds and securities, and executing all documents in relation to the Direct Repurchase of H Shares from the Scheme Trustee(s);
 - (ii) to withdraw the repurchased H Shares and funds (if any) on behalf of the Company from CCASS through the aforementioned securities broker or Authorized Persons;
 - (iii) to handle the cancellation of H shares and the update of the register of H Shareholders with relevant trustees (such trustees are appointed at the sole discretion of the Board), and confirm that the Authorized Persons shall have full authorization in the matter of the Direct Repurchase of H Shares from the Scheme Trustee(s) and cancellation of such H Shares, including but not limited to executing any and all of the related documents;
 - (iv) to authorize relevant trustees (such trustees are appointed at the sole discretion of the Board) to cancel the share certificates of the repurchased H Shares mentioned above and update the register of H Shareholders accordingly;
 - (v) in the event of changes in the policies of regulatory authorities regarding the Direct Repurchase of H Shares from the Scheme Trustee(s) and cancellation of such H Shares, or changes in market conditions, or changes in the method of handling repurchased H Shares after negotiation with the Scheme Trustee(s), except for matters that require the decision of the Board or Shareholders’ general meeting as stipulated by relevant laws, regulations, normative documents (including but not limited to the Takeovers Code of Hong Kong) and the Articles of Association, the Authorized Persons shall have the right to make

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corresponding adjustments to the specific details of the Direct Repurchase of H Shares from the Scheme Trustee(s) and cancellation of such H Shares (including but not limited to the method, timing, price and quantity of H Shares to be repurchased and cancelled) and any other related matters;

- (vi) to implement, amend, authorize, execute and complete all necessary documents, agreements and contracts in relation to the Direct Repurchase of H Shares from the Scheme Trustee(s) and cancellation of such H Shares and reduction of registered capital;
- (vii) to fulfill all necessary obligations, including information disclosure, reporting to regulatory authorities and filings required by relevant domestic and foreign laws and regulations and the listing rules of the stock exchanges where the Shares are listed for the purpose of the Direct Repurchase of H Shares from the Scheme Trustee(s) and cancellation of such H Shares and reduction of registered capital;
- (viii) subject to the cancellation of the relevant H Shares and reduction of the registered capital after the Direct Repurchase of H Shares from the Scheme Trustee(s), to handle the amendments to the Articles of Association, registration and filing of the change of registered capital and the reporting to relevant departments or authorities; and
- (ix) to handle any other matters that are not listed above but are necessary for the Direct Repurchase of H Shares from the Scheme Trustee(s) and cancellation of such H Shares and reduction of the registered capital.

Except for authorized matters that require approval by the Board's resolution as specified by applicable laws, regulations, normative documents (including but not limited to the Takeovers Code of Hong Kong), the H Share Award Scheme or the Articles of Association, the Executive Committee may directly exercise other matters on behalf of the Board.

The aforementioned authorization to the Board and/or the Authorized Persons set out in paragraphs (a) to (m) above shall be valid for the duration of the H Share Award Scheme. The aforementioned authorization to the Board and/or the Authorized Persons set out in paragraph (n) above shall be valid during the period from the date of approval at the AGM up to the completion of the handling of the aforementioned matters.

A special resolution will be proposed at the AGM for the Shareholders to consider and approve the proposed authorization to the Board and/or the Authorized Persons to handle matters pertaining to the 2025 H Share Award Trust Scheme.

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12. AGM

Special notice: In accordance with the Articles of Association of the Company, all shareholders whose names appear in the register of shareholders on the record date are entitled to attend the general meeting and may appoint proxies in writing to attend and vote at the meeting on their behalf, and that such proxy does not need to be a shareholder of the Company.

The AGM of the Company will be held at 2:00 p.m. on Tuesday, 17 June 2025 at Room 301, Zhongguancun International Innovation Building, No. 67 North Fourth Ring West Road, Haidian District, Beijing, the PRC. A notice convening the AGM is set out at the end of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.saimo.cloud). If you intend to appoint a proxy to attend the AGM, you should complete and return the enclosed form of proxy in accordance with the instructions printed thereon. H Shareholders are required to return the proxy form to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and Unlisted Shareholders are required to return the proxy form to the Company's designated correspondence address at Room 301, Zhongguancun International Innovation Building, No. 67 North Fourth Ring West Road, Haidian District, Beijing, the PRC (Postal code: 100080) by delivery not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

Voting at the AGM will be taken by poll. An announcement on the poll results of the above meeting will be published on the websites of the Stock Exchange and the Company in accordance with Rule 13.95 of the Listing Rules.

Ordinary resolutions of the general meeting shall be adopted by attending Shareholders (including proxies) holding more than half of the voting rights.

Special resolutions of the general meeting shall be adopted by attending Shareholders (including proxies) holding at least two-thirds of the voting rights.

For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval at the AGM.

To the best of the Directors' knowledge, information and belief, saved as disclosed in this circular, none of the Shareholders is required to abstain from voting on the resolutions at the AGM.

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The H Share register of members of the Company will be closed from Thursday, 12 June 2025 to Tuesday, 17 June 2025 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of the Company's Shares whose names appear on the Company's Register of Members at the opening of business on Tuesday, 17 June 2025 (the record date) are entitled to attend and vote at the AGM.

In order to attend and vote at the AGM, holders of H Shares of the Company shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 11 June 2025.

13. RECOMMENDATION

The Board considers that the resolutions set out in the notice of the AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of such resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

Beijing Saimo Technology Co., Ltd.

Hu Dalin

Chairman of the Board and Executive Director

Beijing Saimo Technology Co., Ltd.**2024 REPORT OF THE BOARD OF DIRECTORS****I. COMPOSITION OF THE BOARD OF DIRECTORS**

Please refer to the section headed “Report of the Board of Directors” in the 2024 Annual Report to be despatched by the Company to its shareholders.

II. PERFORMANCE OF DUTIES BY THE BOARD OF DIRECTORS IN 2024**1. Meetings of the Board of Directors Held**

The Board of Directors held a total of five meetings throughout the year and considered and approved 25 resolutions, mainly including considering the appointment and removal of authorised persons and company secretary, amending and approving the draft articles of association applicable after the Company’s listing, the “Rules of Procedure the Board of Directors and the General Meeting”, the management system for external guarantees, the management system for connected transactions, and various special resolutions in relation to matters such as non-competition deed, listing application and global offering. The procedures for convening and holding meetings comply with the relevant laws and regulations. All Directors attended each meeting of the Board of Directors either in person or online.

2. Special Committees under the Board of Directors

Please refer to the section headed “Corporate Governance Report” in the 2024 Annual Report to be despatched by the Company to its shareholders.

3. Performance of Duties by Independent Directors

In 2024, three independent Directors of the Company diligently performed their duties as independent Directors in accordance with relevant laws, regulations and the articles of association, actively attended the meetings of the Board of Directors and the special committees under the Board of Directors to understand the operating conditions of the Company, the construction of internal control and the implementation of various resolutions, participated in the decision-making of major matters of the Company, and actively participated in relevant training and made independent and impartial judgments by leveraging their own professional knowledge and practical experience, effectively promoting the standardised governance of the Company and effectively safeguarding the interests of the Company and all shareholders.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to for, against or abstain from the special resolution to grant to the Board the Repurchase General Mandate.

Listing Rules Relating to the Repurchase of Securities

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by the Articles of Association to repurchase its securities.

Registered Capital

As of the Latest Practicable Date, the registered capital of the Company was RMB133,333,400, including 100,000,000 Unlisted Shares and 33,333,400 H Shares of RMB1.00 each, and the Company did not hold any treasury shares. Subject to the passing of the proposed resolution granting the Repurchase General Mandate and on the basis that no Shares will be allotted, issued or repurchased by the Company on or prior to the date of the AGM, the Company will be allowed to repurchase a maximum of 3,333,340 H Shares under the Repurchase General Mandate, being the maximum of 10% of the number of the issued H Shares (excluding treasury shares) as at the date of passing of the relevant resolution.

Reasons for Repurchase

The Directors consider that the Repurchase General Mandate is in the interests of the Company and the Shareholders as a whole. The repurchase of H Shares will only be exercised by the Company when the Board believes that such repurchase will benefit the Company and its Shareholders. When exercising the Repurchase General Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, decide to cancel the H Shares repurchased following settlement of any such repurchase or hold such H Shares as treasury shares. The cancellation of the H Shares repurchased may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, the H Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes (including but not limited to being used as shares subject to the share incentive plan as approved from time to time at the general meeting of the Company), subject to compliance with the Articles of Association, the Listing Rules, the applicable securities regulatory rules in Hong Kong, and other relevant laws, regulations, and normative documents.

Funding of Repurchase

In repurchasing H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, regulations and rules of the PRC.

Taking into account the current good working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it could have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with its financial position as of 31 December 2024 as disclosed in the latest published audited accounts contained in the 2024 Annual Report). However, the Directors do not propose to repurchase H Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion, the price, time and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company and the Shareholders as a whole.

Status of the Repurchased Shares

According to the Listing Rules, if the Company repurchases any Shares pursuant to the Repurchase General Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of such Shares are made.

Since the laws of the Company's place of incorporation (i.e. the PRC) do not require treasury shares to be held in the Company's name, shareholders' rights attached to the shares will be suspended under the laws once the shares are repurchased by the issuer irrespective of whether they are held in the name of the Company or its nominee. In such case, the Company may continue to hold the repurchased shares as treasury shares in a segregated account in CCASS. To the extent that any repurchased shares are deposited in CCASS, the Company will, upon completion of the share repurchase, give clear written instructions to its share registrar and the relevant broker to update the record to clearly identify those repurchased shares held in CCASS as treasury shares.

Share Prices

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

Month	H Shares (HKD)	
	Highest	Lowest
2025		
January (from the Listing Date)	14.660	12.600
February	16.320	13.000
March	14.340	13.000
April	13.960	11.180
May (to the Latest Practicable Date)	15.080	11.500

General

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase General Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws, regulations and requirements of the PRC.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any H Shares to the Company if the Repurchase General Mandate is approved at the AGM, respectively.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have an intention to sell any Shares held by them to the Company, or have undertaken not to do so, in the event that the Repurchase General Mandate is approved.

Neither the explanatory statement nor the proposed share repurchase has any unusual features.

Disclosure of Interest

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, to the best knowledge and belief of the Directors, Space Technology (Beijing) Co., Ltd.* (空格科技北京有限公司), Beijing Tongda Chengye Technology Center (Limited Partnership)* (北京通達成業科技中心(有限合伙)), Mr. Hu Dalin, Ms. Ma Lei and Mr. He Feng were a group of controlling Shareholders of the Company (“**Controlling Shareholder Group**”) pursuant to the Listing Rules, controlling approximately 34.10% of the total issued share capital of the Company. In the event that the Board exercised in full the power to repurchase H Shares in accordance with the terms of the Repurchase General Mandate, the total interests of the Controlling Shareholder Group in the total issued share capital of the Company would increase to approximately 34.95%. The Board is not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any purchases to be made under the Repurchase General Mandate. In addition, assuming that there is no issue of Shares between the Latest Practicable Date and the date of the repurchase, to the best knowledge and belief of the Directors, an exercise of the Repurchase General Mandate whether in whole or in part will not result in the percentage of the Shares held by the public being less than the relevant prescribed minimum percentage as required by the Stock Exchange. The Directors will not repurchase H Shares on the Stock Exchange if the repurchase would result in a breach of Rule 8.08 of the Listing Rules.

Securities Repurchase Made by the Company

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

The biographical details of each of the candidates for directors of the second session of the Board are set out below:

Candidates for Executive Director

Mr. Hu Dalin, aged 46, was appointed as our Director in October 2018 and subsequently, has been appointed as chairman of the Board of the Company since December 2019. He has been reclassified as our executive Director since December 2022. He is primarily responsible for overseeing the day-to-day operations and overall business strategy and planning of the Group.

Mr. Hu has extensive experience in industrial software development and design. Mr. Hu joined Beijing Yuanxin Xingye Technology Co., Ltd.* (北京遠新興業科技有限公司), a company which engages in the design and development of industrial appliances and software, in November 2010 as a supervisor and was appointed as the executive director and general manager from January 2011 to July 2017. Mr. Hu is a member of the Management Group, together with other members of the Management Group, commenced the R&D of the Group's proprietary core technologies and testing tools, including the predecessor of Sim Pro in mid- 2017 and subsequently commenced the Group's ICV testing-related business. Mr. Hu served as the general manager of the Company from December 2018 to December 2019 where he was responsible for daily operations and management of the Company as well as product planning.

Mr. Hu graduated from Beijing Institute of Technology (北京理工大學) with a bachelor's degree in ammunition engineering and explosive technology in July 2001.

Mr. He Feng, aged 47, was appointed as our Director in October 2018 and our general manager since December 2019. He has been appointed as Board secretary since October 2022 and has been reclassified as our executive Director since December 2022. He is primarily responsible for overseeing the day-to-day operations of the Group.

Mr. He has extensive experience in the R&D of testing, validation and evaluation system. Mr. He joined Beijing Yuanxi Technology Company Limited* (北京遠西科技有限公司), a company engages in the technological development of mechanical and vehicle appliances, in June 2009 as the technical director where he was responsible for product design and development and was appointed as the general manager from April 2017 to September 2019 where he was responsible for strategic planning and the day-to-day operations of the company. Mr. He is a member of the Management Group, together with other members of the Management Group, commenced the Group's ICV testing-related business. Mr. He was appointed as our chief operating officer from December 2018 to December 2019 where he was mainly in charge of the R&D of ICV simulation testing solutions.

Mr. He graduated from Beijing Institute of Technology (北京理工大學) with a bachelor's degree in mechanical and electrical engineering in July 2000.

Ms. Ma Lei, aged 58, was appointed as our Director in October 2018. She has been appointed as deputy general manager since October 2022 and has been reclassified as our executive Director since December 2022. She is primarily responsible for handling public relations and overseeing the day-to-day operations of the Group.

Ms. Ma has extensive experience in the technology-related industry (including experience in public relations). Prior to joining the Group, Ms. Ma served as the manager of planning department at Shanghai Microtek Technology Co., Ltd.* (上海中晶科技有限公司) from February 1995 to May 2001 where the company specialises in, among other things, the manufacturing and sales of computer hardware, software and peripheral equipment. From September 2005 to May 2012, Ms. Ma joined and served as the secretary-general of Beijing Informatization Association (北京信息化協會) where the association specialises in, among other things, industry research and consulting services. From June 2012 to February 2015, Ms. Ma served as the general manager of Beijing Jiuzhou JinXiu Technology Cultural Development Company Limited* (北京九州錦繡科技文化發展有限公司) where the company organises cultural and artistic exchange activities and specialises in technological development. Ms. Ma was the general manager of Beijing Didao Fengwu Technology Co., Ltd.* (北京地道風物科技有限公司) where she served as the deputy general manager from April 2015 to June 2018 and was in charge of public relations and government matter. Ms. Ma is a member of the Management Group, together with other members of the Management Group, commenced the Group's ICV testing-related business. Ms. Ma also served as the Group's vice president of public relations from December 2021 to October 2022.

Ms. Ma graduated from Capital Normal University (首都師範大學) in the PRC in July 1992 and obtained a college graduate certificate majoring in library and information studies.

Candidates for Non-executive Directors

Mr. Jia Qi, aged 47, his career development includes positions at China Mobile Group Beijing Co., Ltd.* (中國移動通信集團北京有限公司), China Mobile Group Device Co., Ltd.* (中國移動通信集團終端有限公司) and Vitu High-Tech (Hainan) Communications Co., Ltd.* (緯圖高科(海南)通信有限公司) since commencing his career in August 2000. He has been serving at China Mobile Capital Holdings Co., Ltd.* (中移資本控股有限責任公司) ("CM Capital") since November 2019, where he currently holds the position of General Manager of the Third Investment Department. During their tenure at CM Capital, he participated in corporate investment projects including China Electronics Limited* (中國電子有限公司), Zhejiang Dahua Technology Co., Ltd.* (浙江大華技術股份有限公司), Hangzhou Huacheng Network Technology Co., Ltd.* (杭州華橙網絡科技有限公司) and Venustech Information Technology Group Co., Ltd.* (啟明星辰信息技術集團股份有限公司).

Mr. Jia has been serving as a director of Beijing Haitian Ruisheng Science Technology Co., Ltd.* (北京海天瑞聲科技股份有限公司) since 12 October 2021 and a director of Venustech Information Technology Group Co., Ltd.* (啟明星辰信息技術集團股份有限公司) since 6 May 2024.

Mr. Jia graduated from Peking University in July 2000 with a double bachelor's degree in Law and Economics.

Ms. Gong Xiao, aged 40, was appointed as our Director in February 2022 and has been subsequently reclassified as our non-executive Director since December 2022. She is primarily responsible for providing guidance and advice on the corporate and business strategies to the Board.

Ms. Gong has over nine years of experience in testing and evaluation engineering. Ms. Gong had worked and held positions in various entities of the China Software Testing Centre (Software and Integrated Circuit Promotion Centre of the Ministry of Industry and Information Technology)* (中國軟件評測中心(工業和信息化部軟件與集成電路促進中心)) (“CSTC”) starting from April 2014, including the Beijing Saidi Industrial Control System Evaluation Engineering Technology Centre Co., Ltd.* (北京賽迪工業控制系統評測工程技術中心有限公司) and the Beijing Saidi Robot Evaluation Engineering Technology Centre Co., Ltd.* (北京賽迪機器人測評工程技術中心有限公司). From March 2017 to November 2021, Ms. Gong worked at Beijing Saidi Robot Evaluation Engineering Technology Centre Co., Ltd.* (北京賽迪機器人測評工程技術中心有限公司) of CSTC where she last served as the general manager and was responsible for robot inspection and certification-related business matters. Since November 2021, she has been the general manager of the ICV Evaluation Engineering Technology Centre* (智能網聯汽車測評工程技術中心) of the CSTC and the Robot and Intelligent Equipment Evaluation Engineering Technology Centre* (機器人與智能裝備測評工程技術中心) of the CSTC, where she is responsible for intelligent automotive, robot inspection and certification business matters.

Ms. Gong graduated from University of Science and Technology Beijing (北京科技大學) with a master postgraduate degree in electronic science and technology in January 2011. Ms. Gong was recognised as an intermediate software tester and a senior IT project management professional by Beijing Municipal Human Resources and Social Security Bureau in April and May 2015 respectively. She was also recognised as a junior information security level assessor by Zhongguancun Information Security Evaluation Alliance* (中關村信息安全測評聯盟) in January 2016.

Dr. Yao Xiang, aged 44, was appointed as our Director in March 2018 and has been subsequently reclassified as our non-executive Director since December 2022. He is primarily responsible for providing guidance and advice on the corporate and business strategies to the Board.

Dr. Yao has over 10 years of experience in the IT industry. From July 2013 to May 2018, Dr. Yao worked at the strategic studies and platform operation management division of CSTC as a senior consultant where he was responsible for strategic planning research in IT-related fields. Subsequently from June 2018 to April 2021, Dr. Yao worked at the CCID as a cadre of the operation and management division, where he was responsible for foreign investment management. Since April 2021, Dr. Yao has been promoted to the position of deputy director of the operation and management division where he is also responsible for foreign investment management.

Dr. Yao graduated from Shanxi Normal University (山西師範大學) with a bachelor's degree in public service administration in July 2006. He obtained a master postgraduate degree at Beijing Normal University (北京師範大學) majoring in educational economics and management in July 2009. Dr. Yao graduated as a doctoral student in management science and engineering from University of Chinese Academy of Sciences (中國科學院大學) in July 2013.

Candidates for Independent Non-Executive Directors

Ms. Guo Lili, aged 62, has been appointed as an independent Director since October 2022 and has been further reclassified as our independent non-executive Director since December 2022. She is primarily responsible for supervising and providing independent advice to the Board.

Ms. Guo has extensive experience in accounting and auditing. Since June 2014, Ms. Guo joined WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) where the company provides accounting, auditing and tax services. Ms. Guo was an independent director of Beijing Sinnet Technology Co., Ltd (北京光環新網科技股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 300383)) between January 2016 and May 2022. She has been an independent director of Baoding Lucky Innovative Materials Co., Ltd (保定樂凱新材股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 300446)) since March 2017, an independent director of TES Touch Embedded Solutions (Xiamen) Co., Ltd. (宸展光電(廈門)股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 003019)) since May 2021, and an independent director of Hebei Huatong Wires & Cables Group Co., Ltd (河北華通線纜集團股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 605196)) since August 2021.

Ms. Guo graduated from Beihang University (北京航空航天大學) with a college degree in industrial management engineering in December 1989. Ms. Guo was qualified as a certified public accountant as awarded by Beijing Institute of Certified Public Accountants (北京註冊會計師協會) in June 1998 and she was admitted as a member of the Institute of Public Accountants, Australia in November 2012.

Mr. Wong Ho Kwan, aged 50, has been appointed as independent Director of the first session of Saimo Technology since October 2022 and has been further reclassified as an independent non-executive Director since December 2022. He is primarily responsible for supervising and providing independent advice to the Board.

Mr. Wong has over 25 years of experience in accounting and finance. In September 1998, Mr. Wong started his career in audit work in PricewaterhouseCoopers until October 2001. He then served as an officer in the group management services of Hutchison International Limited from February 2002 to August 2002 where the company invests in, among other things, port, energy, infrastructure and telecommunication businesses. From November 2002 to September 2005, Mr. Wong worked at KPMG where he last served as an assistant manager. Mr. Wong then served as a qualified accountant and company secretary of AAC Technologies Holdings Inc. from October 2006 to May 2007. Before joining ECO Environmental Investment Limited, a subsidiary of The Hong Kong and China Gas Company Limited from September 2012 to April 2020 where he last served as vice president of treasury, Mr. Wong was a senior manager of market intelligence and operation analysis in GCL-Poly Energy Holdings Limited in October 2010. Prior to joining Karrie International Holdings Limited (a company listed on the Stock Exchange (stock code: 1050)), Mr. Wong was a director and general manager of ECO Zhuoxin (Shanghai) Financial Leasing Company Limited* (易高卓新(上海)融資租賃有限公司) in August 2019. Since September 2020, Mr. Wong has been serving as the chief financial officer of KRP Development Holdings Limited.

Mr. Wong obtained a bachelor of arts (honours) in accountancy from the City University of Hong Kong in November 1998 and a master's degree in business administration from Nanjing University (南京大學) in March 2012. He was accredited as an associate by the Hong Kong Society of Accountants in January 2002 and a certified internal auditor by the Institute of Internal Auditor in May 2004.

Mr. Ma Weiguo, aged 61, holds the professional title of Senior Engineer. He possesses extensive experience in engineering technology, industrial research, and corporate management throughout his career.

Mr. Ma began his career in August 1982 and has successively held positions in the following companies, including assistant engineer at Tangshan Locomotive & Rolling Stock Works of China's Ministry of Railways* (鐵道部唐山機車車輛廠), engineer, branch director, factory assistant, deputy director of Beijing Broadcasting Equipment Factory* (北京廣播器材廠), deputy director and director of Beijing Institute of Electronic Information* (北京電子科技情報研究所), director of Beijing Technological Innovation Service Center * (北京市技術創新服務中心), general manager and chairman of Touch Beijing IT Development Co., Ltd.* (北京首通萬維信息技術發展有限公司), executive director, general manager and chairman of Beijing IC Design Park Co., Ltd.* (北京集成電路設計園有限責任公司), general manager of Beijing Industrial Developing Investment Management Co., Ltd.* (北京工業發展投資管理有限公司), chairman of Beijing Jizhi Future AI Industrial Innovation Base Co., Ltd. (北京集智未來人工智能產業創新基地有限公司) and executive director and chairman of Beijing National Aquatics

Center Co., Ltd. (北京國家游泳中心有限責任公司). He currently acts as the Chairman of the Supervisory Board of Beijing Informatization Association (北京信息化協會).

Mr. Ma graduated from Northern Jiaotong University (北方交通大學) with a bachelor's degree in diesel locomotive engineering of the department of mechanical engineering in August 1982. He obtained a master degree of engineering in general mechanics from the Institute of Engineering Mechanics (工程力學研究所), Northern Jiaotong University (北方交通大學) in June 1989 and obtained a master of business administration from School of Economics and Management, Tsinghua University in July 2006.

As at the date of this circular, each of Mr. Hu Dalin and Mr. He Feng is interested in 45,441,187 unlisted shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, hereinafter referred to as the same). These 45,441,187 unlisted shares are held by Space Technology (Beijing) Co., Ltd.* (空格科技(北京)有限公司) (“**Space Technology**”) and Beijing Tongda Chengye Technology Centre (Limited Partnership)* (北京通達成業科技中心(有限合夥)) (“**Tongda**”). Space Technology and Tongda entered into the concert party agreement, pursuant to which Tongda has acknowledged and confirmed that it has undertaken, among other things, to unilaterally follow the voting instructions of Space Technology to exercise its voting power and vote unanimously at the shareholders meeting of the Company during the period Tongda being the Shareholder of the Company. Space Technology is owned as to approximately 64.1%, 25.6% and 10.3% by Mr. Hu Dalin, Ms. Ma Lei and Mr. He Feng, respectively. Tongda is a limited partnership established in the PRC which serves as the Employee Incentive Platform for implementation of the Employee Incentive Scheme. Tongda is owned as to approximately 50.0% by Mr. Hu Dalin, approximately 44.1% by Mr. He Feng, approximately 2.1% by Ms. Ma Lei and the remaining of approximately 3.8% by other 14 employees of the Group.

Save as disclosed above and as of the Latest Practicable Date, none of the above Director candidates of the second session of the Board is related to any Director, senior management, substantial shareholder or controlling shareholder of the Company, or have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, none of the above Director candidates of the second session of the Board held any other position in the Company or any of its subsidiaries or any directorship in any other listed company in the last three years. Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders, or any information regarding the above Director candidates of the second session of the Board that needs to be disclosed in accordance with the provisions of Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX IV BIOGRAPHIES OF THE CANDIDATES FOR NON-EMPLOYEE SUPERVISORS OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE

The biographical details of each of the candidates for non-employee supervisor of the second session of the Board are set out below:

Candidates for the Non-employee Representative Supervisor

Dr. Cao Gang (曹崗), aged 50, has obtained the practitioner qualification in the fund industry from the Asset Management Association of China, was the Company's former Director from May 2020 to October 2022 and has been appointed as chairman of the Supervisory Committee of the Company since October 2022. He is primarily responsible for presiding over the work of the Supervisory Committee and supervising the Board and senior management and overseeing our operations. Dr. Cao is experienced in scientific research and project management. Dr. Cao worked as the chief officer of Beijing Software Product Quality Inspection and Testing Centre* (北京軟件產品質量檢測檢驗中心) from September 2010 to August 2012 where the centre conducts inspection and is responsible for quality control of software products. He joined Beijing Municipal Science and Technology Commission* (北京市科學技術委員會) from August 2012 to March 2019 where he served as the deputy chief of the department of high-tech industrialization and other positions. From March 2019 to February 2025, Dr. Cao has been the executive vice president of Beijing Academy of Artificial Intelligence (北京智源人工智能研究院) where he is in charge of integrated operations and results transformation work. Dr. Cao has been the general manager of Beijing Innovation Zhiyuan Technology Co., Ltd.* (北京創新智源科技有限公司) from July 2019 to October 2024.

Dr. Cao has been the executive director of Beijing Zhiyuan Venture Capital Fund Management Co., Ltd.* (北京智源創業投資基金管理有限公司) since March 2021, the director of Beijing Zhixing Institute of Science and Technology Innovation for Young Talents* (北京智星青年人才科技創新研究院) since November 2024, and the vice president of Lingxin Qiaoshou (Beijing) Technology Co., Ltd.* (靈心巧手(北京)科技有限公司) since April 2025.

Dr. Cao obtained a doctorate degree in computer application technology from Institute of Computing Technology, Chinese Academy of Sciences (中國科學院計算技術研究所) in July 2004.

**APPENDIX IV BIOGRAPHIES OF THE CANDIDATES FOR NON-EMPLOYEE SUPERVISORS
OF THE SECOND SESSION OF THE SUPERVISORY COMMITTEE**

Mr. Ni Jie (倪捷), aged 56, has been our shareholder representative Supervisor of the Company since August 2015. He is primarily responsible for supervising our Board and senior management and overseeing our operations.

Mr. Ni has extensive experience in finance and economics. Prior to joining the Group, Mr. Ni worked at China Center for Information Industry Development (“**CCID**”) from February 2004 to October 2017 where he last served as the deputy chief economist and was responsible for, among other things, assisting the president of CCID to carry out financial accounting and analysis, capital operation, financing and tax planning. From October 2017 to March 2021, Mr. Ni worked at Saidi Group Institute of Industry and Information Technology (Group) Co., Ltd.* (賽迪工業和信息化研究院(集團)有限公司) (“**Saidi Group**”, being an indirect Shareholder of the Company) as the deputy chief economist and was responsible for assisting the group in financing and major investment and business analysis. Since March 2021, he has been promoted to the position of chief economist and is responsible for assisting Saidi Group to carry out major economic management and investment work.

Mr. Ni graduated from University of Northern Virginia with a Master of Business Administration in January 2004.

Save as disclosed above and as of the Latest Practicable Date, none of the above candidates for non-employee representative supervisor of the second session of the Supervisory Committee is related to any Director, senior management, substantial shareholder or controlling shareholder of the Company, or have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, none of the above candidates for non-employee representative supervisor of the second session of the Supervisory Committee held any other position in the Company or any of its subsidiaries or any directorship in any other listed company in the last three years. Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders, or any information regarding the candidates for non-employee representative supervisor of the above second session of the Supervisory Committee that needs to be disclosed in accordance with the provisions of Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

The following is the full text of the Scheme Rules for the purpose of incorporation in this circular. In case of any discrepancies between the Chinese and English versions of the Scheme Rules, the Chinese version shall prevail.

1. DEFINITIONS AND INTERPRETATION

1.1 In these Scheme Rules, unless the context otherwise requires, each of the following words and expressions shall have the meaning respectively shown opposite to it:

“Actual Selling Price”	the actual price at which the Award Shares are sold (net of brokerage, stamp duty, any taxes, Stock Exchange trading fee, Hong Kong SFC transaction levy and any other applicable costs) on vesting of an Award pursuant to the Scheme or in the case of a vesting when there is an event of change in control or privatisation of the Company pursuant to Rule 14.1 of the Scheme Rules, the consideration receivable under the related scheme or offer
“Adoption Date”	the date on which the Shareholders’ general meeting of the Company approved this Scheme
“Articles”	the articles of association of the Company as amended from time to time
“Award”	an award granted by the Board to a Selected Participant, which may vest in the form of Award Shares or the Actual Selling Price of the Award Shares, as the Board may determine in accordance with the terms of the Scheme Rules
“Award Letter”	shall have the meaning as set out in Rule 7.3 of the Scheme Rules
“Award Period”	the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the 10th anniversary of the Adoption Date
“Award Shares”	the H Shares granted to a Selected Participant in an Award

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

“Board”	the board of directors of the Company (please also refer to Rule 1.2(f) of the Scheme Rules), from time to time
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Code on Share Buy-backs”	the code on share buy-backs published by the Securities and Futures Commission of Hong Kong
“Company”	Beijing Saimo Technology Co., Ltd.
“connected person(s)”	shall have the meaning as set out in the Listing Rules
“Connected Selected Participants”	Selected Participants who are connected persons, as determined by the Board or the Delegatee in accordance with Rule 7 and pursuant to the authorization of the Shareholders’ general meeting. Prior to the actual grant of Awards, subject to possible adjustments, as at the date of disclosure of the Scheme, the Connected Selected Participants are expected to include Hu Dalin, Ma Lei and He Feng
“Delegatee”	the Executive Committee delegated by Board
“Director(s)”	the director(s) of the Company

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

“Eligible Employee”	any individual, being an executive director, senior management, mid-level manager, basic-level manager, backbone member of the R&D, other technicians, backbone member of market development, who is a full-time PRC or non-PRC employee of any members of the Group; however, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or the Delegatee, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Scheme and such individual shall therefore be excluded from the scope of Eligible Employees
“Employee”	an employee who has entered into a formal employment contract (i.e., labor contracts or service contracts) with the relevant member of the Group
“Executive Committee”	the executive committee of the Company to which the Board has delegated its authority to administer the Scheme
“Grant Date”	the date on which the grant of an Award is made to a Selected Participant
“Group”	Beijing Saimo Technology Co., Ltd. and its subsidiaries, and the expression member of the Group shall be construed accordingly
“H Shares”	overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

“Hong Kong SFC”	the Securities and Futures Commission of Hong Kong
“Listing”	the listing of the H Shares on the Main Board of the Stock Exchange on 15 January 2025
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“On-market”	the acquisition of H Shares of the Company through one or more transactions through the facilities of the Stock Exchange in accordance with the Listing Rules and any other applicable laws and regulations
“PRC”	the People’s Republic of China
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board
“Returned Shares”	such Award Shares that are not vested and/or are forfeited in accordance with the terms of the Scheme, or such H Shares being deemed to be Returned Shares under the Scheme Rules
“Scheme”	the H Share Award and Trust Scheme adopted by the Company in accordance with these Scheme Rules on the Adoption Date
“Scheme Limit”	shall have the meaning set out in Rule 15.1 of the Scheme Rules
“Scheme Rules”	the rules set out herein relating to the Scheme as amended from time to time
“Scheme Trustee(s)”	the scheme trustee(s) appointed by the Company for the purpose of the Trust, who shall be selected and determined by the Board based on the authorization given by the general meeting and the relevant commercial negotiations
“Selected Participant”	any Eligible Employee who, in accordance with Rule 6 of the Scheme Rules, is approved for participation in the Scheme and has been granted any Award

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary” or “Subsidiaries”	any subsidiary (as the term is defined in the Listing Rules) of the Company
“Taxes”	shall have the meaning as set out in Rule 9.11 of the Scheme Rules
“Trust”	the trust constituted by the Trust Deed to service the Scheme
“Trust Deed”	the trust deed to be entered into between the Company and the Scheme Trustee(s) (as may be restated, supplemented and amended from time to time)
“Vesting Date”	the date or dates, as determined from time to time by the Board or the Delegatee on which the Award (or part thereof) is to vest in the relevant Selected Participant as set out in the relevant Award Letter pursuant to Rule 7.1 of the Scheme Rules, unless a different Vesting Date is deemed to occur in accordance with Rules 10.5 or 14.1 of the Scheme Rules
“Vesting Notice”	shall have the meaning as set out in Rule 9.7 of the Scheme Rules
“Vesting Period”	shall have the meaning as set out in Rule 9.2 of the Scheme Rules

1.2 In these Scheme Rules, except where the context otherwise requires:

- (a) references to Rules are to rules of the Scheme Rules;
- (b) references to times of the day are to Hong Kong time;
- (c) if a period of time is specified as from a given day, or from the day of an act or event, it shall be calculated exclusive of that day;
- (d) a reference to “dollars” or to “\$” shall be construed as a reference to the lawful currency for the time being of Hong Kong;
- (e) a reference, express or implied, to statutes, statutory provisions or the Listing Rules shall be construed as references to those statutes, provisions or rules as respectively amended or re-enacted or as their application is modified from time to time by other provisions (whether before or after the date hereof) and shall include any statutes, provisions or rules of which are re-enacted (whether with or without modification) and shall include any orders, regulations, instruments, subsidiary legislation, other subordinate legislation or practice notes under the relevant statute, provision or rule;
- (f) unless otherwise indicated, the Board can make determinations in its sole and absolute discretion and if the Board delegates its authority to administer the Scheme to the Delegatee, such Delegatee shall enjoy the same sole and absolute discretion;
- (g) a reference to “include”, “includes” and “including” shall be deemed to be followed by the words “without limitation”;
- (h) words importing the singular include the plural and vice versa, and words importing a gender include every gender;
- (i) headings are included in the Scheme Rules for convenience only and do not affect its interpretation; and
- (j) references to any statutory body shall include the successor thereof and any body established to replace or assume the functions of the same.

2. GENERAL INTRODUCTION AND PURPOSE OF THE SCHEME

- 2.1 The Scheme is a share award of H Shares and trust scheme established by the Company to award Eligible Employees, who could be an executive director, senior management, mid-level manager, basic-level manager, backbone member of the R&D, or other technicians.
- 2.2 A Trust Deed will be entered into between the Company and the Scheme Trustee(s), who will initially be determined by the Board, at its sole discretion, based on the authorization given by the shareholders' general meeting and commercial negotiations with appropriately qualified institutions. Pursuant to the Trust Deed, the Trust will be constituted to service the Scheme whereby the Scheme Trustee(s) shall assist with the administration of the Scheme and shall, subject to the relevant provisions of the Trust Deed and upon the instruction of the Company, acquire such underlying H Shares through On-market transactions with funds in the amount of not more than HK\$43 million to be transferred by the Company to the Trust in accordance with Rule 8 and subject to the Scheme Limit as set out in Rule 15.1. Award Shares underlying the Awards granted to the Selected Participants which are acquired by the Scheme Trustee(s) shall be held by the Scheme Trustee(s) on trust for the benefit of the Selected Participants, and the Scheme Trustee(s) shall, for the purposes of vesting of the Award and upon the instruction of the Board or the Delegatee, release from the Trust the Award Shares to the Selected Participants or sell the Award Shares so vested On-market transactions at the prevailing market price and pay the Selected Participants the proceeds arising from such sale in accordance with Rule 9 and relevant provisions under the Trust Deed.
- 2.3 The purposes of the Scheme are:
- (a) to attract, motivate and retain excellent technical R&D talents, business management talents and business elites to strive for the future development and expansion of the Group by providing them with the opportunity to be further incentivized by equity interests in the Company, more directly associated with the equity performance of the Company;
 - (b) to further optimize the corporate governance structure and refine the Company's incentive-restraint mechanisms. Through equity-based incentive programs, align the actions of incentive recipients with the Company's strategic objectives, fully mobilize the initiative of technology R&D teams, operational management teams, market expansion teams, and others, effectively integrate shareholder interests, corporate interests, and personal interests of core team members, enhance the alignment of these interests, and promote the Company's sustained, stable, and rapid development;

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

- (c) to further improve the performance target system and appraisal system, to stimulate the cohesion and creativity of the backbone staff of the Company's technology research and development team, operation and management team and market development team, and to ensure the smooth implementation and realization of the Company's development strategies and business objectives; and
- (d) to (i) recognize the contributions to the Company of the prudent management of the Company including the executive directors; (ii) encourage, motivate and retain the leadership of the Company whose collective contributions are beneficial to the continual operation, development and long-term growth of the Group; and (iii) introduce additional incentive for the management of the Company by aligning the interests of the management of the Company to that of the Shareholders and the Group as a whole.

3. CONDITIONS

- 3.1 The Scheme is conditional upon the passing of a resolution in the shareholders' general meeting to approve the adoption of the Scheme and to authorise the Board to grant Awards under the Scheme and to procure the transfer of and otherwise deal with the Award Shares in connection with the Scheme.

4. DURATION

- 4.1 Subject to Rules 9.5 and 20, the Scheme shall be valid and effective for the Award Period (after which no further Awards will be granted), and thereafter for so long as there are any non-vested Award Shares granted hereunder prior to the expiration of the Scheme, the Scheme shall continue to be extended until the vesting of such awarded shares takes effect.

5. ADMINISTRATION

- 5.1 The Scheme shall be subject to the administration of the following administrative bodies:
- (a) the general meeting of the Shareholders, as the institution vested with the supreme authority of the Company, is responsible for the consideration and approval of the adoption of the Scheme. The general meeting of the Shareholders may authorize the Board and/or the Delegatee to deal with all matters related to the Scheme to the extent of its authority;

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

- (b) the Board is the institution in charge of the administration of the Scheme in accordance with the Scheme Rules and the Trust Deed. A decision of the Board or the Delegatee shall be final and binding on all persons affected. The Remuneration and Appraisal Committee shall be responsible for reviewing and/or approving matters relating to the Scheme and submitting the same to the Board for consideration. Upon consideration and approval of the Scheme, the Board will submit the Scheme to the general meeting of the Shareholders for consideration. The Board and/or the Delegatee may handle all matters related to the Scheme within the authorization by the general meeting of the Shareholders; and
 - (c) the Trust will be constituted to service the Scheme whereby the Scheme Trustee(s) shall, subject to the relevant provisions of the Trust Deed as well as the Scheme Limit as set out in Rule 15.1, and upon the instruction of the Company, acquire H Shares through On-market transactions with funds in the amount of not more than HK\$43 million to be transferred by the Company to the Trust.
- 5.2 The authority to administer the Scheme may be delegated by the Board to the Delegatee as deemed appropriate in its sole and absolute discretion, provided that nothing in this Rule 5.2 shall prejudice the Board's power to revoke such delegation or derogate from the discretion rested with the Board as contemplated in Rule 5.1(b).
- 5.3 Subject to any restrictions in the Scheme Rules, it is noted that at any time on or after the Adoption Date the Board has delegated to the Executive Committee the authority to administer the Scheme, including the power to grant an Award under the Scheme.
- 5.4 Without prejudice to the Board's general power of administration, the Board or the Delegatee may from time to time appoint one or more administrators, who may be independent third-party contractors, to assist in the administration of the Scheme, to whom they, in their sole and absolute discretion, may delegate such functions relating to the administration of the Scheme as they may think fit. The duration of office, terms of reference and remuneration (if any) of such administrator(s) shall be determined by the Board or the Delegatee in its sole and absolute discretion.
- 5.5 Without prejudice to the Board's general power of administration, to the extent not prohibited by applicable laws and regulations, the Board or the Delegatee may also from time to time appoint one or more Scheme Trustee(s) in respect of granting, administration or vesting of any Award Shares.
- 5.6 Subject to the Scheme Rules, the Listing Rules and any applicable laws and regulations, the Board or the Delegatee shall have the power from time to time to:
 - (a) construe and interpret the Scheme Rules and the terms of the Awards granted under the Scheme;

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

- (b) pursuant to Rule 15.1, determine the maximum number of H Shares to be acquired by the Scheme Trustee(s);
- (c) make or vary such arrangements, guidelines, procedures and/or regulations for the administration, interpretation, implementation and operation of the Scheme, provided that they are not inconsistent with the Scheme Rules;
- (d) decide how the vesting of the Awards Shares will be settled pursuant to Rule 9;
- (e) determine the basis of eligibility of any Eligible Employee for the grant of Awards from time to time on the basis of their contribution to the development and growth of the Group or such other factors deemed appropriate;
- (f) grant Awards to those Eligible Employees whom it shall select from time to time;
- (g) determine the terms and conditions of the Awards;
- (h) establish, assess and administer performance targets in respect of the Scheme;
- (i) approve the form and content of an Award Letter;
- (j) adjust the number of outstanding Award Shares or accelerate the Vesting Dates of any Awards pursuant to Rules 10.5 or 14;
- (k) exercise any authority as may be granted by the Shareholders from time to time;
- (l) engage bank(s), accountant(s), lawyer(s), consultant(s) and other professional parties for the purpose of the Scheme; and
- (m) sign, execute, amend and terminate all documents relating to the Scheme, undertake all procedures relevant to the Scheme and take such other steps or actions to give effect to the terms of the Scheme.

5.7 None of the Directors or any Delegatee shall be personally liable by reason of any contract or other instrument executed by him/her, or on his/her behalf or for any mistake of judgment made in good faith, for the purposes of the Scheme, and the Company shall indemnify and hold harmless each member of the Board and any Delegatee in relation to the administration or interpretation of the Scheme, against any cost or expense (including legal fees) or liability (including any sum paid in settlement of a claim with the approval of the Board) arising out of any act or omission to act in connection with the Scheme unless arising out of such person's own wilful default, fraud or bad faith.

- 5.8 In respect of the administration of the Scheme, the Company shall comply with all applicable relevant regulations including those imposed by the Listing Rules and all applicable PRC laws, regulations and rules.

6. SELECTION OF SELECTED PARTICIPANT

- 6.1 The Board or the Delegatee may, from time to time, select any Eligible Employee to be a Selected Participant and, subject to Rule 6.3, grant an Award to such Selected Participant during the Award Period conditional upon fulfilment of the terms and conditions of the Awards and performance targets as the Board or the Delegatee determines from time to time.
- 6.2 The Selected Participants are determined in accordance with the Company Law of the PRC, the Securities Law of the PRC and other applicable laws, regulations and regulatory documents and the relevant provisions of the Articles, together with the Company's actual circumstances and matters including the present and expected contribution of the relevant Selected Participant to the Group. No one should be considered as a Selected Participant of the Scheme if he:
- (a) has been publicly reprimanded or deemed as an inappropriate candidate for similar award schemes of share incentive plans of a listed company by any securities regulatory bodies with authority in the most recent 12 months;
 - (b) has been imposed with penalties or is banned from trading securities by securities regulatory bodies due to material non-compliance with laws or regulations in the most recent 12 months;
 - (c) has been administratively penalized by the securities regulatory authorities of the PRC government or criminally punished by the judicial authorities of the PRC within the last three years for securities violations and malpractices; or
 - (d) is prohibited from acting as a director or member of the senior management of a company due to occurrence of circumstances as stipulated in the Company Law of the PRC.
- 6.3 Notwithstanding the provision in Rule 6.1 and Rule 6.2, no grant of any Award Shares to any Selected Participant may be made and no directions or recommendations shall be given to the Scheme Trustee(s) with respect to a grant of an Award under the circumstances below, and any such grant so made or any such direction or recommendation so given shall be null and void to the extent (and only to the extent) that it falls within the circumstances below:
- (a) in any circumstances where the requisite approval from any applicable regulatory authorities has not been granted;

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- (b) in any circumstances that any member of the Group will be required under applicable securities laws, rules or regulations to issue a prospectus or other offer documents in respect of such Award or the Scheme, unless the Board determines otherwise;
- (c) where such Award would result in a breach by any member of the Group or its directors of any applicable securities laws, rules or regulations in any jurisdiction;
- (d) where such grant of Award would result in a breach of the Scheme Limit;
- (e) after the expiry of the Award Period or after the earlier termination of this Scheme in accordance with Rule 20;
- (f) where any Director is in possession of unpublished inside information (as defined under the SFO) in relation to the Company or where any Director reasonably believes there is inside information which must be disclosed pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws, rules or regulations;
- (g) during the period of 60 days immediately preceding the publication date of the annual results of the Group or, if shorter, the period from the end of the relevant financial year up to the publication date of such results; and
- (h) during the period of 30 days immediately preceding the publication date of the quarterly or half-year results of the Group or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of such results.

7. AWARD LETTER AND NOTIFICATION OF GRANT OF AWARDS

- 7.1 Subsequent to the obtaining of the Shareholders' approval in connection with the proposed adoption of the Scheme, the Company will transfer the necessary funds (being the Scheme Limit) for the Scheme Trustee(s) to acquire H Shares through on-market transactions from time to time at prevailing market price as the source of the Award Shares under the Scheme. The grant of Awards to the Selected Participants shall be subject to the fulfilment of the conditions as determined by the Board and/or the Delegatee to be set out in the Award Letter. In this regard, if the Scheme is approved by the Shareholders, the Executive Committee of the Company, to whom the Board will delegate its authority to administer the Scheme, will set the conditions for the grant of Awards to the Selected Participants to take effect as (i) the revenue realized by the Group for the year 2025 being RMB233 million (i.e. the 5% increase compared to the Group's operating revenue in 2024) or above (the **"Basic Condition**

of Grant”), and (ii) the revenue realized by the Group for the year 2025 being RMB255 million (i.e. the 15% increase compared to the Group’s operating revenue in 2024) or above (the “**Additional Condition of Grant**”, and together with the “Basic Condition of Grant”, the “**Conditions of Grant**”). If only the Basic Condition of Grant can be satisfied, no more than 80% of the Scheme Limit (i.e. HK\$34.4 million) can be utilized for the grant of Awards to the Selected Participants. If both the Basic Condition of Grant and the Additional Condition of Grant can be satisfied, the entire Scheme Limit can be utilized for the grant of Awards to the Selected Participants. If the Condition(s) of Grant cannot be satisfied, the relevant grant of Awards to such selected Participants which corresponds to the unsatisfied Condition(s) of Grant will not take effect.

- 7.2 Subject to the fulfillment of the Basic Condition of Grant only, the amount of Awards to be granted to Connected Selected Participants shall not exceed 10% of the 80% of the Scheme Limit. Subject to the fulfillment of both the Basic Condition of Grant and the Additional Condition of Grant, the amount of Awards to be granted to Connected Selected Participants shall not exceed 10% of the entire Scheme Limit. The particulars of the grant of Awards to the Connected Selected Participants, including the list of Connected Selected Participants and the specific number of Award Shares underlying such Awards to be granted to the Connected Selected Participants, shall be determined by the Board or the Delegatee pursuant to the relevant authorization to be granted by the Shareholders at general meeting, and taking into account the following factors in principal, which include but are not limited to, (i) the total number of H Shares acquired by the Scheme Trustee(s) as the source of the Award Shares under the Scheme; (ii) the ranking of the Connected Selected Participants; and (iii) the individual performance appraisal results of the Connected Selected Participants.
- 7.3 The Company shall issue a letter to each Selected Participant in such form as the Board or the Delegatee may from time to time determine, specifying the Grant Date, the manner of acceptance of the Award, amount of the Award and/or the number of Award Shares underlying the Award, the vesting criteria and conditions, and the Vesting Date and such other details, terms and conditions as they may consider necessary and in accordance with this Scheme (an “**Award Letter**”).
- 7.4 The Award Letter shall specify the deadline for signing the acknowledgement, within which each Selected Participant shall complete the signing and return the Award Letter issued by the Company.
- 7.5 As soon as practicable after the grant of any Award to a Selected Participant, the Company shall provide a fully executed copy of the Award Letter to the Scheme Trustee(s).

8. ACQUISITION OF H SHARES BY THE SCHEME TRUSTEE(S)

- 8.1 Subject to Rule 8.4 and Rule 15.1, the Company shall as soon as reasonably practicable, for the purposes of satisfying the grant of Awards, transfer to the Trust the necessary funds and instruct the Scheme Trustee(s) to acquire H Shares through on-market transactions at the prevailing market price. Subject to Rule 14, the Company shall instruct the Scheme Trustee(s) whether or not to apply any Returned Shares to satisfy any grant of Awards made, and if the Returned Shares, as specified by the Company, are not sufficient to satisfy the Awards granted, the Company shall, subject to Rule 8.3 as soon as reasonably practicable, for purposes of satisfying the Awards granted, transfer to the Trust the necessary funds and instruct the Scheme Trustee(s) to acquire further H Shares through on-market transactions at the prevailing market price. Any additional funds provided by the Company shall not automatically form part of the funds of the Trust. If the Scheme Trustee(s) receives the corresponding written instructions within 30 days from the date on which the relevant H Shares are transferred to the Scheme Trustee(s), such additional funds shall be returned to the Company.
- 8.2 The Board and/or the Delegatee may specify any conditions or terms in the instructions given to the Scheme Trustee(s) with respect to the acquisition of H Shares, including without limitation, the specified price or range of prices for the acquisition, the maximum amount of funds to be used for the acquisition, and/or the maximum number of H Shares to be acquired.
- 8.3 Where the Scheme Trustee(s) has received instructions from the Company to acquire H Shares through on-market transactions, the Scheme Trustee(s) shall acquire such number of H Shares as instructed by the Company on-market at the prevailing market price as soon as reasonably practicable after receiving the necessary funds from the Company.
- 8.4 The Scheme Trustee(s) shall only be obliged to transfer Award Shares to Selected Participants on vesting to the extent that Award Shares are comprised in the Trust.
- 8.5 The Company shall not instruct the Scheme Trustee(s) to acquire H Shares through on-market transactions at the prevailing market price, where (i) such action (as applicable) is prohibited under the Listing Rules, the SFO or other applicable PRC laws, regulations and rules; or (ii) during such periods as stated in Rules 6.3(g) and (h). Where such a prohibition causes the prescribed timing imposed by the Scheme Rules or the Trust Deed to be missed, such prescribed timing shall be treated as extended until as soon as reasonably practicable after the first Business Day on which the prohibition no longer prevents the relevant action.

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9. VESTING OF AWARD

9.1 The Board or the Delegatee may from time to time while the Scheme is in force and subject to all applicable laws, rules and regulations, determine such vesting criteria and conditions and periods for the Award to be vested hereunder.

9.2 Unless otherwise specified in the Award Letter approved by the Board or the Delegatee, the vesting periods (each a “**Vesting Period**”) of the Awards granted under the Scheme are as follows.

- (a) For Awards to be granted to Selected Participants who are Eligible Employees as at the Adoption Date:

Batches	Vesting Periods	Proportion of Vesting
First Vesting Period	Within 6 months from the date of expiration of the first fiscal year ¹ after the Grant Date	30%
Second Vesting Period	Within 6 months from the date of expiration of the second fiscal year after the Grant Date	30%
Third Vesting Period	Within 6 months from the date of expiration of the third fiscal year after the Grant Date	40%

¹ For the avoidance of doubt, the first fiscal year after the Grant Date refers to the fiscal year commencing immediately after the calendar year in which the Grant Date falls, starting from January 1 of such subsequent year. The same interpretation shall apply mutatis mutandis hereafter.

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- (b) For Awards to be granted to Selected Participants who (i) shall become Eligible Employees subsequent to the Adoption Date; and (ii) shall have been given the entitlement to be granted Awards pursuant to the relevant appointment letters to be issued by the Company in connection with their employment within the Group:

Batches	Vesting Periods	Proportion of Vesting
First Vesting Period	Within the year immediately following the first anniversary of the commencement date of the employment of the Selected Participant with the relevant member of the Group	50%
Second Vesting Period	Within the year immediately following the second anniversary of the commencement date of the employment of the Selected Participant with the relevant member of the Group	50%

- 9.3 Vesting of the Award granted under the Scheme is subject to conditions of the individual performance indicators of the Selected Participants as set out in Rule 9.3 of the Scheme Rule, and any other applicable vesting conditions as set out in the Award Letter.

The individual performance indicators of the Selected Participants are as follows:

According to the employee performance management rules adopted by the Company, the Board or the Delegatee shall carry out annual comprehensive appraisal on the Selected Participants and determine the actual vesting amount of the Awards granted under the Scheme accordingly. The actual vesting amount of the Award granted to a Selected Participant for the respective Vesting Periods shall be equal to the standard coefficient x the planned vesting amount for the respective Vesting Periods. The coefficient for individual performance appraisal results of grade B (or its equivalent appraisal result such as “qualified”) or above is 100% whereas the coefficient for individual performance appraisal results below grade B- is 0.

If the Selected Participant fails to fulfill the individual performance indicators above, all the Award Shares underlying the relevant Awards which may otherwise be vested during the respective Vesting Periods shall not be vested and shall be held by the Scheme Trustee(s) as Returned Shares for application towards future Awards in accordance with the Scheme rules for the purpose of the Scheme.

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- 9.4 If the Vesting Date is not a Business Day, the Vesting Date shall, subject to any trading halt or suspension in the H Shares, be the Business Day immediately thereafter.
- 9.5 For the avoidance of doubt, the Vesting Periods of the Awards granted under any subsequent grant of the scheme or the Awards to be satisfied by the application of any Returned Shares shall be determined by the Board or the Delegatee in its sole and absolute discretion, and shall in any event not extend beyond the then remaining term of the Award Period at the time of grant.
- 9.6 For the purposes of vesting of the Award, the Board or the Delegatee may either:
- (a) direct and procure the Scheme Trustee(s) to release from the Trust the Award Shares to the Selected Participants by transferring the number of Award Shares to the Selected Participants in such manner as determined by them from time to time; or
 - (b) to the extent that, at the determination of the Board or the Delegatee, it is not practicable for the Selected Participant to receive the Award in H Shares solely due to legal or regulatory restrictions with respect to the Selected Participant's ability to receive the Award in H Shares or the Scheme Trustee(s)'s ability to give effect to any such transfer to the Selected Participant, the Board or the Delegatee will direct and procure the Scheme Trustee(s) to sell, on-market at the prevailing market price, the number of Award Shares so vested in respect of the Selected Participant and pay the Selected Participant the proceeds in cash arising from such sale based on the Actual Selling Price of such Award Shares as set out in the Vesting Notice.
- 9.7 Except in the circumstances as set out in Rule 9.11, barring any unforeseen circumstances, within a reasonable time period as agreed between the Scheme Trustee(s) and the Board from time to time prior to any Vesting Date, the Board or the Delegatee shall send to the Selected Participant a vesting notice (the “**Vesting Notice**”). The Board or the Delegatee shall forward a copy of the Vesting Notice to the Scheme Trustee(s) and instruct the Scheme Trustee(s) the extent to which the Award Shares held in the Trust shall be transferred and released from the Trust to the Selected Participant in the manner as determined by the Board or the Delegatee, or be sold as soon as practicable from the Vesting Date.

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- 9.8 Except in the circumstances as set out in Rule 9.11, subject to the receipt of the Vesting Notice and the instructions from the Board or the Delegatee, the Scheme Trustee(s) shall transfer the relevant Award Shares to the relevant Selected Participant in the manner as determined by the Board or the Delegatee or sell the relevant Award Shares within any time stipulated in Rule 9.7 above and pay the Actual Selling Price to the Selected Participant within a reasonable time period in satisfaction of the Award.
- 9.9 Any stamp duty or other direct costs and expenses arising on vesting and transfer of the Award Shares to the Selected Participants shall be borne by the Company. Any duty or other direct costs and expenses arising on the sale of the Award Shares due to the vesting shall be borne by the Selected Participant.
- 9.10 All costs and expenses in relation to all dealings with the Award Shares after vesting and transfer of the Award Shares to the Selected Participant (as the case may be) shall be borne by the Selected Participant and neither the Company nor the Scheme Trustee(s) shall be liable for any such costs and expenses thereafter.
- 9.11 Other than the stamp duty to be borne by the Company in accordance with Rule 9.9, all other taxes (including personal income taxes, professional taxes, salary taxes and similar taxes, as applicable), duties, social security contributions, impositions, charges and other levies arising out of or in connection with the Selected Participant's participation in the Scheme or in relation to the Award Shares or cash amount of equivalent value of the Award Shares (the "Taxes") shall be borne by the Selected Participant and neither the Company nor the Scheme Trustee(s) shall be liable for any Taxes. The Selected Participant will indemnify the Scheme Trustee(s) and all members of the Group against any liability each of them may have to pay or account for such Taxes, including any withholding liability in connection with any Taxes. To give effect to this, the Scheme Trustee(s) or any member of the Group may, notwithstanding anything else in these Scheme Rules (but subject to applicable law):
- (a) reduce or withhold the number of the Selected Participant's Award Shares underlying the Award (the number of Award Shares underlying the Award that may be reduced or withheld shall be limited to the number of Award Shares that have a fair market value on the date of withholding that, in the reasonable opinion of the Company is sufficient to cover any such liability);
 - (b) sell, on the Selected Participant's behalf, such number of H Shares to which the Selected Participant becomes entitled under the Scheme and retain the proceeds and/or pay them to the relevant authorities or government agency;

- (c) deduct or withhold, without notice to the Selected Participant, the amount of any such liability from any payment to the Selected Participant made under the Scheme or from any payments due from a member of the Group to the Selected Participant, including from the salary payable to the Selected Participant by any member of the Group; and/or
- (d) require the Selected Participant to remit to any member of the Group, in the form of cash or a certified or bank cashier's check, an amount sufficient to satisfy any Taxes or other amounts required by any governmental authority to be withheld and paid over to such authority by any member of the Group on account of the Selected Participant or to otherwise make alternative arrangements satisfactory to the Company for the payment of such amounts.

The Scheme Trustee(s) shall not be obliged to transfer any Award Shares (or pay the Actual Selling Price of such Award Shares in cash) to a Selected Participant unless and until the Selected Participant satisfies the Scheme Trustee(s) and the Company that such Selected Participant's obligations under this Scheme Rule have been met.

10. CHANGES OF CIRCUMSTANCES PERTAINING TO THE SELECTED PARTICIPANTS

10.1 If a Selected Participant changes his/her job position in the Group, but remains with the Group, or retires and is rehired to remain with the Group, the outstanding Award Shares not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion. However, if a Selected Participant has a change in job position due to any of the following reasons:

- (a) violation of laws by engaging in corrupt practices, acceptance of commercial bribes, misappropriation of Company property, misappropriation of funds, violation of professional ethics, or leakage of confidential information of the Company;
- (b) dereliction of duty or malfeasance in office, breach of the prohibitions in the confidentiality agreement and/or the non-competition prohibition agreement and/or the intellectual property vesting agreement, breach of any of the undertakings set out in Rule 13 of the Scheme Rules, operating for oneself or another person, or serious violation of the Group's systems;
- (c) causing damages to the interest or reputation of the Group due to professional misconduct; or
- (d) the Group terminates his/her employment contract for any of the above reasons.

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any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.

- 10.2 If a Selected Participant ceases to be an Eligible Employee by reason of disqualification from participating in the Scheme due to any of the reasons set forth in Rule 6.2 under which no one should be considered as a Selected Participant, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.3 If a Selected Participant ceases to be an Eligible Employee by reason of leaving the Group due to resignation or redundancy, retirement or expiration or termination of labor contract by the Group, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.4 If a Selected Participant ceases to be an Eligible Employee by reason of termination of contractual engagement with the Group due to incapacity resulting from work injury, any outstanding Award Shares not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.5 Subject to Rules 10.10 and 12.1(f), if a Selected Participant passes away due to work injury, on the date of the occurrence of such event, any outstanding Award Shares not yet vested shall vest immediately and the vesting conditions as stipulated in the relevant award letter shall be disregarded.
- 10.6 If a Selected Participant is declared bankrupt or becomes insolvent or makes any arrangements or composition with his or her creditors generally, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.7 If a Selected Participant fails, during the course of his employment, to devote whole of his time and attention to the business of the Group or to use his best endeavours to develop the business and interests of the Group (as determined by the Board or the Delegatee in its sole and absolute discretion), any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.
- 10.8 If a Selected Participant is in breach of his contract of employment of the Group or any other obligation to the Group, failing to exercise due diligence to the Group or the Company (including but not limited to any undertakings as set out in Rule 13), any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board or the Delegatee determines otherwise in its sole and absolute discretion.

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- 10.9 If a Selected Participant ceases to be an Eligible Employee for reasons other than those set out in Rules 10.1 to 10.8, any outstanding Award Shares not yet vested shall be immediately forfeited, unless the Board or the Delegatee determines otherwise in its sole absolute discretion.
- 10.10 In the event that an Award or any part thereof to a Selected Participant vests by reason of the death of such Selected Participant, the Scheme Trustee(s) shall hold such number of Awards Shares as are equal to the vested Award Shares or the Actual Selling Price (the “**Benefits**”) on trust and to transfer the same to the legal heirs of the Selected Participant or (as expressly directed in a valid will) a testamentary heir to a Selected Participant or an heir appointed pursuant to an effective court judgment within two years of the death of the Selected Participant (or such longer period as the Scheme Trustee(s) and the Company shall agree from time to time) or, if the Benefits would otherwise become bona vacantia, the Benefits shall be forfeited and cease to be transferable and such Benefits shall be held by the Scheme Trustee(s) as Returned Shares or funds of the Trust for the purposes of the Scheme. Notwithstanding the foregoing, the Benefits held upon the trusts hereof shall until transfer is made in accordance herewith be retained and may be invested and otherwise dealt with by the Scheme Trustee(s) in every way as if they had remained part of the Trust. Any costs incurred by the Group as a result of identifying the heir (including but not limited to: attorney fees, notary fees, litigation costs, appraisal fees, etc.) shall be borne by the heir.
- 10.11 The Company shall, from time to time, inform the Scheme Trustee(s) in writing, the date in which such Selected Participant ceased to be an Eligible Employee and any amendments to the terms and conditions of the Award in respect to such Selected Participant (including the number of Award Shares entitled).
- 10.12 If the employment relationship of a Selected Participant (other than a director or senior management of the Company as a Selected Participant) with the Group is terminated by any reason, (i) all Award Shares so vested shall be sold, on-market at the prevailing market price, within three months of such termination of employment relationship with the Group; and (ii) after the expiry of the three month period as set out in Rule 10.12(i), the Company reserves the right to direct and procure the Scheme Trustee(s) to sell, on-market and at the prevailing market price, all Award Shares so vested but not sold by the Selected Participant pursuant to Rules 9 and 10.12(i).
- 10.13 If the Selected Participant is a director or senior management of the Company, upon termination of his/her employment relationship with the Group for any reason, (i) all Award Shares so vested shall be sold, on-market at the prevailing market price, within three months of such termination of employment relationship with the Group and after the expiry of the lock-up period as stipulated in the Company Law of the PRC and the relevant regulations and regulatory documents; and (ii) after the expiry of the three month period as set out in Rule 10.13(i), the Company reserves the right to direct and

procure the Scheme Trustee(s) to sell, on-market and at the prevailing market price, all Award Shares so vested but not sold by the Selected Participant pursuant to Rules 9 and 10.13(i).

11. TRANSFERABILITY AND OTHER RIGHTS TO AWARD SHARES

11.1 Any Award granted hereunder but not yet vested shall be personal to the Selected Participant to whom it is made and shall not be assignable or transferable and no Selected Participant shall in any way sell, transfer, pledge, charge or otherwise impose any encumbrance on any Award or create any interest in favour of any other person over any Award, or enter into any agreement to do so.

11.2 Any actual or purported breach of Rule 11.1 shall entitle the Company to cancel any outstanding Award or part thereof granted to such Selected Participant without any compensation or replacement award as stated in Rule 19.1. For this purpose, a determination from the executive committee of the Company or such other person(s) delegated this function by the Board, to the effect that the Selected Participant has or has not breached any of the foregoing shall be final and conclusive as to such Selected Participant.

12. INTEREST IN THE ASSETS OF THE TRUST

12.1 For the avoidance of doubt:

- (a) a Selected Participant shall have only a contingent interest in the Award subject to the vesting of such Award in accordance with Rules 9 and 14;
- (b) no instructions may be given by a Selected Participant to the Scheme Trustee(s) in respect of the Award or any other property of the Trust and the Scheme Trustee(s) shall not follow instructions given by a Selected Participant to the Scheme Trustee(s) in respect of the Award or any other property of the Scheme Trust;
- (c) neither the Selected Participant nor the Scheme Trustee(s) may exercise any voting rights attached to any H Shares held by the Scheme Trustee(s) under the Trust (including any Award Shares that have not yet vested);
- (d) a Selected Participant shall have no right to any dividend underlying the non-vested Award Shares or any of the Returned Shares or any dividend, right to any cash or non-cash income, distribution, sale proceeds of non-cash and non-scrip distributions underlying the Returned Shares, all of which shall be retained by the Scheme Trustee(s) for the benefit of the Scheme, including but not limited to the payment of costs in connection with the operations of the Scheme such as the fees of professional parties engaged by the Company for the purpose of this Scheme from time to time;

- (e) a Selected Participant shall have no rights in the balance of the fractional shares arising out of consolidation of H Shares (if any) and such H Shares shall be deemed as Returned Shares for the purposes of the Scheme;
- (f) in the case of the death of a Selected Participant, the Benefits shall be forfeited if no transfer of the Benefits to the heirs of the Selected Participant is made within the period prescribed in Rule 10.10 and the heirs of the Selected Participant shall have no claims against the Company or the Scheme Trustee(s); and
- (g) in the event a Selected Participant ceases to be an Eligible Employee on or prior to the relevant Vesting Date and the Award in respect of the relevant Vesting Date shall lapse or be forfeited pursuant to the Scheme, such Award shall not vest on the relevant Vesting Date and the Selected Participant shall have no claims against the Company or the Scheme Trustee(s), unless being vested immediately pursuant to Rule 10.5 of the Scheme or the Board or the Delegatee determines otherwise in its sole and absolute discretion.

13. RESTRICTIVE COVENANTS

- 13.1 By accepting any Award granted pursuant to the Scheme, a Selected Participant shall be deemed to have made the restrictive covenants set forth in this Rule 13 to and for the benefit of the Group.
- 13.2 The Selected Participant hereby undertakes to the Group that he will not at any time whilst an employee, director, shareholder or otherwise interested in the Group (save in so far as is reasonably necessary to fulfil his duties to the Group) or at any time thereafter, directly or indirectly use or disclose or communicate to any person any information concerning the affairs, business methods, processes, systems, inventions, plans or research and development of the Group or those of its customers, clients or suppliers and which may be reasonably regarded as being confidential to the Group or to such persons (other than information which he is required to be disclosed by law or which is for the relevant time being in the public domain other than by reason of wrongful disclosure of the same by him) and will use his best endeavours to prevent the publication or disclosure of any such information by any third party.
- 13.3 The Selected Participant undertakes to the Group that he will not, except with the prior written approval of the Company, be directly or indirectly concerned with or engaged or interested in any other business which is in any respect in competition with or similar to the business of the Group during his employment with the Group, save that this restriction shall not apply to any holding of H Shares or other securities in the Company.

13.4 The Selected Participant undertakes to the Group that:

- (a) for so long as he is employed by the Company or any other member within the Group he will devote his full time and attention to the business of the Group and will use his best endeavours to develop the business and interests of the Group and will not be concerned with any other (competitive or other) business; and
- (b) upon his ceasing (for any reason) to be employed by the Group he will not for a period of two (2) years from the date he ceases to be so employed, whether on his own account or on behalf of any other person, firm or company:
 - (i) solicit (in connection with any business of a type then carried on by the Group) interfere with or endeavour to entice away from any member within the Group any person, firm or company who at any time during the period of one year immediately preceding such cessation, was to his knowledge a material customer, client, supplier, agent, distributor, or an employee or consultant (by whatever title called) of a member within the Group;
 - (ii) seek to interfere with the continuance of the supply of goods or services to any member within the Group or the terms of any such supply; or
 - (iii) carry on, engage in or be concerned or interested either as principal or agent or as a shareholder, partner or employee of any other person in any business or activity which involves the offer, sale or supply of products or services to customers in the PRC or any other territory in which the Group offers such sale or supply for the relevant time being, competes with the business in which any member within the Group is or was engaged in the twelve months prior to the date he ceases to be employed by the Group; or
 - (iv) use or allow the use by any third party of any name, logo or other intellectual property rights used by any member within the Group or any name or logo likely to be confused therewith otherwise than in the conduct of the business of the Group; and
 - (v) deal in the H Shares which would violate (i) any applicable laws, regulations and rules in any relevant jurisdictions including, without limitation, the SFO, other Hong Kong securities laws, the Company Law of the PRC, the Securities Law of the PRC and the U.S. Securities Act of 1933, as amended from time to time, and (ii) any internal policy of the Company in connection with dealing in the H Shares.

13.5 The Selected Participant undertakes to the Group that he shall not, during either the course of his employment by the Group or for a period of two (2) years from the date he ceases to be employed by the Group, make, publish, or otherwise transmit any disparaging or defamatory statements, whether written or oral, regarding the Group or its employees, products, operations, procedures, policies, business or services.

14. TAKEOVER, RIGHTS ISSUE, OPEN OFFER, SCRIP DIVIDEND SCHEME, ETC.

Change in control

14.1 If there is an event of change in control of the Company by way of a merger, a privatisation of the Company by way of a scheme or by way of an offer, change of actual control of the Company involving reorganization of major assets, the Company no longer exists after merger with another company, or division of the Company, the Board or the Delegatee shall in its sole and absolute discretion determine whether the Vesting Dates of any Awards will be accelerated. If the Vesting Dates of any Awards are accelerated, the procedures as set out in Rule 9.7 shall apply except that the Vesting Notice will be sent to such Selected Participant affected by this Rule 14.1 based on the proposed Vesting Date as soon as practicable once the proposed Vesting Date is known. The Scheme Trustee(s) shall transfer the Award Shares or pay the Actual Selling Price in cash, as the case may be, to the Selected Participant in accordance with the Vesting Notice.

For the purpose of Rule 14.1, “control” shall have the meaning as specified in the Codes on Takeovers and Mergers and Share Buy-backs issued by the Hong Kong SFC from time to time.

Open offer and rights issue

14.2 In the event the Company undertakes an open offer of new securities, the Scheme Trustee(s) shall not subscribe for any new H Shares. In the event of a rights issue, the Scheme Trustee(s) shall not take any step to exercise any nil-paid rights and shall sell such nil-paid rights in respect of any H Shares which are held by the Scheme Trustee(s) (if there is an open market for such rights). The aggregate proceeds of such sale may be applied by the Scheme Trustee(s) to purchase H Shares for the purposes of satisfying any further Awards to be from time to time made by the Company under the Scheme and to cover the reasonable costs and expenses of the Scheme Trustee(s) in the performance of its duties under the Trust Deed.

Bonus warrants

14.3 In the event the Company issues bonus warrants in respect of any H Shares which are held by the Scheme Trustee(s), the Scheme Trustee(s) shall not, unless otherwise instructed by the Company, subscribe for any new H Shares by exercising any of the subscription rights attached to the bonus warrants, and shall sell the bonus warrants created and granted to it, and the net proceeds of sale of such bonus warrants shall be held as funds of the Trust.

Scrip Dividend

14.4 In the event the Company undertakes a scrip dividend scheme, the Scheme Trustee(s) shall elect to receive the scrip Shares and such H Shares will be held as Returned Shares.

Capitalization Issue, Consolidation, Sub-division, Bonus Issue and Other Distribution

14.5 In the event the Company undertakes a capitalization issue, sub-division, consolidation or reduction of the H Shares, corresponding changes will be made to the number of outstanding Award Shares that have been granted provided that the adjustments shall be made in such manner as the Board determines to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Scheme for the Selected Participants. All fractional shares (if any) arising out of such consolidation or sub-division in respect of the Award Shares of a Selected Participant shall be deemed as Returned Shares and shall not be transferred to the relevant Selected Participant on the relevant Vesting Date.

14.6 In the event of an issue of H Shares by the Company credited as fully paid to the holders of the H Shares by way of capitalisation of profits or reserves (including share premium account), the H Shares attributable to any Award Shares held by the Scheme Trustee(s) shall be deemed to be an accretion to such Award Shares and shall be held by the Scheme Trustee(s) as if they were Award Shares purchased by the Scheme Trustee(s) hereunder and all the provisions hereof in relation to the original Award Shares shall apply to such additional Shares.

14.7 In the event of any non-cash distribution or other events not referred to above by reason of which the Board considers an adjustment to an outstanding Award to be fair and reasonable, an adjustment shall be made to the number of outstanding Award Shares of each Selected Participant as the Board shall consider to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Scheme for the Selected Participants. The Company shall provide such funds, or such directions on application of the

Returned Shares or other funds in the Trust, as may be required to enable the Scheme Trustee(s) to purchase H Shares on-market at the prevailing market price to satisfy the additional Award.

- 14.8 In the event of other non-cash and non-scrip distributions made by the Company not otherwise referred to in the Scheme Rules in respect of the H Shares held upon Trust, the Scheme Trustee(s) shall sell such distribution and the net sale proceeds thereof shall be deemed as cash income of an H Share held upon the Trust.

Voluntary winding-up

- 14.9 If an effective resolution is passed during the Award Period for the voluntary winding-up of the Company (other than for the purposes of a reconstruction, amalgamation or scheme of arrangement), the Board or the Delegatee shall in its sole and absolute discretion determine whether the Vesting Dates of any Awards will be accelerated and whether the Selected Participant will be entitled to receive out of the assets available in liquidation on an equal basis with the Shareholders such sum as they would have received in respect of the Awards.

Compromise or arrangement

- 14.10 If a compromise or arrangement between the Company and its Shareholders or creditors is proposed in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies and a notice is given by the Company to its Shareholders to convene a general meeting to consider and if thought fit approve such compromise or arrangement and such shareholders' approval is obtained, the Board or the Delegatee shall in its sole and absolute discretion determine whether the Vesting Dates of any Awards will be accelerated.

15. SCHEME LIMIT

- 15.1 The maximum size of the Scheme shall be the maximum number of H Shares that will be acquired by the Scheme Trustee(s) through on-market transactions from time to time at the prevailing market price pursuant to Rule 8.1 with funds in the amount of not more than HK\$43 million, provided that the maximum number of H Shares to be so acquired by the Scheme Trustee(s) shall be determined by the Board and/or the Delegatee and which shall in any event not render the Company unable to maintain the public float as required under the Listing Rules (the “**Scheme Limit**”). The Company shall not make any further grant of Award which will result in the aggregate number of H Shares underlying all grants made pursuant to the Scheme (excluding Award Shares that have been forfeited in accordance with the Scheme) to exceed the Scheme Limit without Shareholders' approval.

16. RETURNED SHARES

16.1 The Scheme Trustee(s) shall hold Returned Shares to be applied towards future Awards in accordance with the provisions hereof for the purpose of the Scheme. When H Shares have been deemed to be Returned Shares under the Scheme Rules, the Scheme Trustee(s) shall notify the Company accordingly.

17. INTERPRETATION

17.1 Any decision to be made under the Scheme, including matters of interpretation with respect to the Scheme Rules, shall be made by the Board or the Delegatee. The decision by the Board shall be final and binding.

18. ALTERATION OF THE SCHEME

18.1 Subject to the Scheme Limit, the Scheme may be altered in any respect by a resolution of the Board or the Delegatee, and the Scheme Trustee(s) shall be notified of any such modification provided that no such alteration shall operate to affect materially and adversely any subsisting rights of any Selected Participant unless otherwise provided for in these Scheme Rules, except:

- (a) with the consent in writing of Selected Participants amounting to more than half of the nominal value of all Award Shares held by the Scheme Trustee(s) on that date; or
- (b) with the sanction of an ordinary resolution that is passed at a meeting of the Selected Participants amounting to more than half of the nominal value of all Award Shares held by the Scheme Trustee(s) on that date.

18.2 For the avoidance of doubt, the change in the subsisting rights of a Selected Participant in Rule 18.1 refers solely to any change in the rights in respect of the Award Shares already granted to a Selected Participant and the determination of whether any alteration is material and adverse by the Board or the Delegatee shall be conclusive.

18.3 For any such meeting of Selected Participants referred to in Rule 18.1, all the provisions of the Articles as to general meetings of the Company shall apply mutatis mutandis as though the H Shares then held by the Scheme Trustee(s) on behalf of Selected Participants were a separate class of shares forming part of the share capital of the Company except that:

- (a) not less than 7 days' notice of such meeting shall be given;
- (b) a quorum at any such meeting shall be two Selected Participants present in person or by proxy;

- (c) every Selected Participant present in person or by proxy at any such meeting shall be entitled on a show of hands to one vote, and on a poll, to one vote for each Award Share awarded to him or her and held by the Scheme Trustee(s) (but, for the avoidance of doubt, excluding for this purpose any Returned Shares);
- (d) any Selected Participant present in person or by proxy may demand a poll; and
- (e) if any such meeting is adjourned for want of a quorum, such adjournment shall be to such date and time, being not less than 7 nor more than 14 days thereafter, and to such place as may be appointed by the chairman of the meeting (as appointed by the Board). At any adjourned meeting those Selected Participants who are then present in person or by proxy shall form a quorum provided that Rule 18.3(b) shall be complied with in the event of any such adjournment. At least 7 days' notice of any adjourned meeting shall be given in the same manner as for an original meeting and such notice shall state that those Selected Participants who are then present in person or by proxy shall form a quorum provided that Rule 18.3(b) shall be complied with.

19. CANCELLATION OF AWARDS

19.1 Except for the circumstances described in the Scheme/award letter that result in the lapsing of Award Shares, the Board or the Delegatee may also in its sole and absolute discretion cancel any Award that has not vested or been lapsed. The Scheme Trustee(s) shall be notified of such cancellation.

20. TERMINATION

20.1 Unless otherwise required in Rule 4, the Scheme shall terminate on the earlier of:

- (a) the end of the Award Period except in respect of any granted but unvested Award Shares granted hereunder prior to the expiration of the Scheme, for the purpose of giving effect to the vesting of such Award Shares, the Scheme shall continue to be extended until the vesting of such Award Shares becomes effective, or otherwise as may be required in accordance with the provisions of the Scheme; and
- (b) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant hereunder; provided further that for the avoidance of doubt, the change in the subsisting rights of a Selected Participant in this Rule 20.1(b) refers solely to any change in the rights in respect of the Award Shares already granted to a Selected Participant.

20.2 Following the settlement, lapse, forfeiture or cancellation (as the case may be) of the last granted but unvested Award made under the Scheme and the termination of the Scheme and/or the Trust, the Scheme Trustee(s) shall, upon written instructions of the Company, (i) sell all the H Shares remaining in the Trust by on-market transactions at the prevailing market price within a reasonable time period as agreed between the Scheme Trustee(s) and the Company; or (ii) promptly sell all the H Shares remaining in the Trust to the Company pursuant to the instructions of the Company and the relevant provisions of the Scheme Rules, in accordance with applicable laws and regulations (including but not limited to the governing law of the Trust, the Listing Rules and the Code on Share Buy-backs), and, after completion of such sale, remit all cash and net proceeds of such sale referred to in sub-paragraphs (i) and (ii) of this Rule 20.2 and other funds remaining in the Trust (including any interest accrued on the net proceeds of such sale prior to the remittance (if any) and after making appropriate deductions in respect of all disposal costs, expenses and other existing and future liabilities in accordance with the Trust Deed) to the Company; or (iii) the Scheme Trustee(s) shall hold and make use of the acquired H Shares in accordance with the relevant instructions of the Company, which could potentially involve the use of the acquired H Shares for the purpose of serving as the underlying shares of the awards to be granted under the future H Share award and trust schemes of the Company (if any). PROVIDED THAT where only the Basic Condition of Grant can be satisfied and the Scheme continues to operate by utilizing no more than 80% of the Scheme Limit for the grant of Awards to the Selected Participants, the Scheme Trustee(s) shall, upon written instructions of the Company and regardless of whether the Scheme being terminated, (i) promptly sell all the H Shares in the Trust which the Scheme Trustee(s) acquired for the purpose of the Additional Condition of Grant that can no longer be used for the grant of Awards to the Selected Participants as a result of the non-satisfaction of the Additional Condition of Grant to the Company pursuant to the instructions of the Company and the relevant provisions of the Scheme Rules, in accordance with applicable laws and regulations (including but not limited to the governing law of the Trust, the Listing Rules and the Code on Share Buy-backs), and remit all cash and net proceeds of such sale and after making appropriate deductions in respect of all disposal costs, expenses in accordance with the Trust Deed to the Company; or (ii) the Scheme Trustee(s) shall hold and make use of such H Shares in the Trust which the Scheme Trustee(s) acquired for the purpose of the Additional Condition of Grant that can no longer be used for the grant of Awards to the Selected Participants as a result of the non-satisfaction of the Additional Condition of Grant in accordance with the relevant instructions of the Company, which could potentially involve the use of such H Shares for the purpose of serving as the underlying shares of the awards to be granted under the future H Share award and trust schemes of the Company (if any), while the Company should ensure that (i) the H Shares in the Trust which the Scheme Trustee(s) acquired for the purpose of the Basic Condition of Grant is sufficient to cover all grants of Awards made or to be made thereunder; (ii) no more than 80% of the Scheme Limit (i.e. HK\$34.4 million) can be utilized for any

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

subsequent grant of Awards to the Selected Participants; and (iii) a confirmation that the Additional Condition of Grant cannot be satisfied is provided to the Scheme Trustee(s).

20.3 Subsequent to the termination of the Scheme, the Company reserves the right to direct and procure the Scheme Trustee(s) to sell, on-market and at the prevailing market price, (i) all Award Shares which have vested prior to the termination of the Scheme and not been sold by the Selected Participants as at the date of the termination of the Scheme; and (ii) Award Shares granted hereunder but not vested as at the date of the termination of the Scheme but which have subsequently been vested to the Selected Participants pursuant to Rules 9 and 20.1(a) and not been sold by the Selected Participants within three months after such vesting.

21. MISCELLANEOUS

21.1 The Scheme shall not form part of any contract of employment between the Company or any Subsidiary and any Eligible Employee, and the rights and obligations of any Eligible Employee under the terms of his/her office or employment shall not be affected by his/her participation in the Scheme or any right which he/she may have to participate in it and the Scheme shall afford such Eligible Employee no additional rights to compensation or damages in consequence of the termination of such office or employment for any reason.

21.2 The Company shall bear the costs of establishing and administering the Scheme, including, for the avoidance of doubt, costs arising from communication as referred to in Rule 21.3, expenses incurred in the purchase of H Shares by the Scheme Trustee(s) and stamp duty and normal registration fee (i.e. not being fee chargeable by the share registrar of any express service of registration) in respect of the transfer of H Shares to Selected Participants on the relevant Vesting Date. For the avoidance of doubt, the Company shall not be liable for any Tax or expenses of such other nature payable on the part of any Eligible Employee in respect of any sale, purchase, vesting or transfer of H Shares (or cash amount of equivalent value being paid), other than for any withholding tax liability of the Company or any member of the Group under applicable laws.

21.3 Any notice or other communication between the Company and any Eligible Employee may be given by sending the same by prepaid post or by personal delivery to, in the case of the Company, its registered office in Hong Kong or the PRC or such other address as notified to the Eligible Employee from time to time and in the case of an Eligible Employee, his/her address as notified to the Company from time to time or by hand delivery. In addition, any notice (including the Vesting Notice) or other communication from the Company to any Eligible Employee or Selected Participant may be given by any electronic means through the Scheme Trustee(s), as the Board considers appropriate.

APPENDIX V RULES OF THE 2025 H SHARE AWARD TRUST SCHEME

- 21.4 Any notice or other communication served by post shall be deemed to have been served 24 hours after the same was put in the post. Any notice or other communication served by electronic means shall be deemed to have been received on the day following that on which it was sent.
- 21.5 The Company shall not be responsible for any failure by any Eligible Employee to obtain any consent or approval required for such Eligible Employee to participate in the Scheme as a Selected Participant or for any Tax, expenses, fees or any other liability to which an Eligible Employee may become subject as a result of participation in the Scheme.
- 21.6 Each and every provision hereof shall be treated as a separate provision and shall be severally enforceable as such in the event of any provision or provisions being or becoming unenforceable in whole or in part. To the extent that any provision or provisions are unenforceable they shall be deemed to be deleted from these Scheme Rules, and any such deletion shall not affect the enforceability of other Scheme Rules.
- 21.7 The Scheme constitutes a share award scheme involving existing Shares of the Company as defined and regulated under Chapter 17 of the Listing Rules.
- 21.8 Save as specifically provided herein, the Scheme shall not confer on any person any legal or equitable rights (other than those constituting and attaching to the Award Shares themselves) against the Group directly or indirectly or give rise to any cause of action at law or in equity against the Group. No person shall, under any circumstances, hold the Board or the Delegatee and/or the Company liable for any costs, losses, expenses and/or damages whatsoever arising from or in connection with the Scheme or the administration thereof.

22. DISPUTE

- 22.1 The Board shall determine any question of interpretation and settle any dispute arising under or in connection with this Scheme. In such matters, the Board's decision shall be final.

23. GOVERNING LAW

- 23.1 The Scheme shall be governed by and construed in accordance with the laws of Hong Kong Special Administrative Region of the PRC.

24. TEXT

- 24.1 This text is a Chinese translation of the "Beijing Saimo Technology Co., Ltd. (北京賽目科技股份有限公司) 2025 H SHARE AWARD AND TRUST SCHEME" and is provided for reference only. In the event of any inconsistency, the English text shall prevail.

NOTICE OF ANNUAL GENERAL MEETING



Beijing Saimo Technology Co., Ltd.

北京賽目科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2571)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Beijing Saimo Technology Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, 17 June 2025 at Room 301, Zhongguancun International Innovation Building, No. 67 North Fourth Ring West Road, Haidian District, Beijing, the PRC to consider and approve the following resolutions. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 27 May 2025:

ORDINARY RESOLUTIONS

1. To consider and approve the 2024 report of the Board of Directors of the Company.
2. To consider and approve the 2024 report of the Supervisory Committee of the Company.
3. To consider and approve the 2024 annual financial report of the Company.
4. To consider and approve the 2024 annual profit distribution plan of the Company.
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the external auditor of the Company for 2025 and to authorise the Board of Directors to determine its remuneration.
6. To consider and approve the appointment of Mr. Hu Dalin as the executive Director of the second session of the Board of the Company.
7. To consider and approve the appointment of Mr. He Feng as the executive Director of the second session of the Board of the Company.

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve the appointment of Ms. Ma Lei as the executive Director of the second session of the Board of the Company.
9. To consider and approve the appointment of Mr. Jia Qi as the non-executive Director of the second session of the Board of the Company.
10. To consider and approve the appointment of Ms. Gong Xiao as the non-executive Director of the second session of the Board of the Company.
11. To consider and approve the appointment of Dr. Yao Xiang as the non-executive Director of the second session of the Board of the Company.
12. To consider and approve the appointment of Ms. Guo Lili as the independent non-executive Director of the second session of the Board of the Company.
13. To consider and approve the appointment of Mr. Wong Ho Kwan as the independent non-executive Director of the second session of the Board of the Company.
14. To consider and approve the appointment of Mr. Ma Weiguo as the independent non-executive Director of the second session of the Board of the Company.
15. To consider and approve the appointment of Mr. Cao Gang as the non-employee representative supervisor of the second session of the Supervisory Committee of the Company.
16. To consider and approve the appointment of Mr. Ni Jie as the non-employee representative supervisor of the second session of the Supervisory Committee of the Company.

SPECIAL RESOLUTIONS

17. To consider and approve the resolution on the general mandate to issue Shares.
18. To consider and approve the resolution on the general mandate to repurchase H Shares.
19. To consider and approve the adoption of the 2025 H Share Award Trust Scheme.

NOTICE OF ANNUAL GENERAL MEETING

20. To consider and approve authorisation of the board of directors and/or delegatee to handle matters related to the 2025 H Share Award Trust Scheme in its sole and absolute discretion.

By order of the Board
Beijing Saimo Technology Co., Ltd.
Hu Dalin
Chairman of the Board and Executive Director

Beijing, the PRC, 27 May 2025

Notes:

(1) CLOSURE OF REGISTER OF MEMBERS AND ELIGIBILITY FOR ATTENDING AND VOTING AT THE ANNUAL GENERAL MEETING OF THE COMPANY

The Share register of members of the Company will be closed from Thursday, 12 June 2025 to Tuesday, 17 June 2025 (both days inclusive), during which period no transfer of Shares will be registered. Holders of the Company's H Shares and Unlisted Shares whose names appear on the Company's Register of Members at the opening of business on Tuesday, 17 June 2025 are entitled to attend and vote at the AGM.

In order to attend and vote at the AGM, holders of H Shares of the Company shall lodge all transfer documents together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the Company's H share registrar, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 11 June 2025.

(2) REGISTRATION PROCEDURES FOR ATTENDING THE ANNUAL GENERAL MEETING

The Shareholder or its proxies shall produce his identification proof. If a corporation Shareholder's legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the AGM, such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or its governing body (if any) to prove the identity and authorisation of that legal representative or other person.

(3) PROXIES

- (a) Any Shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her behalf at the AGM. A proxy needs not be a Shareholder of the Company. Any Shareholder who wishes to appoint a proxy should first review the form of proxy for use in the AGM.
- (b) Any Shareholder shall appoint its proxy in writing. The instrument appointing a proxy must be in writing signed under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a body corporate, the instrument shall be affixed with the seal of the body corporate or shall be signed by the directors of the body corporate or by attorneys duly authorised. If the proxy form is signed by an attorney of the appointer, the power of attorney authorising the attorney to sign or other documents of authorisation must be notarially certified. In order to be valid, the proxy form together with the notarised power of attorney or other authorisation document (if any) must be delivered to the correspondence address designated by the Company (as shown below) for holders of unlisted shares not less than 24 hours before the time appointed for the AGM. To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other documents of authorisation (if any) must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (if any) should they so wish.

NOTICE OF ANNUAL GENERAL MEETING

- (4) **THE AGM IS EXPECTED TO LAST FOR HALF A DAY. SHAREHOLDERS ATTENDING THE MEETING ARE RESPONSIBLE FOR THEIR OWN TRANSPORTATION AND ACCOMMODATION EXPENSES.**

Designated address of the Company:
Room 301, Zhongguancun International Innovation Building,
No. 67 North Fourth Ring West Road,
Haidian District, Beijing, the PRC
(Postal code: 100080)
Telephone No: +86 10 5617 7903
Attention: He Feng

As at the date of this notice, the executive Directors are Mr. Hu Dalin, Mr. He Feng and Ms. Ma Lei, the non-executive Directors are Dr. Kan Zhigang, Dr. Yao Xiang and Ms. Gong Xiao, and the independent non-executive Directors are Ms. Guo Lili, Mr. Huang Hua and Mr. Wong Ho Kwan.