
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Fibocom Wireless Inc.** (the "Company"), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

**(1) PROPOSED ADOPTION OF THE 2026 EMPLOYEE STOCK
OWNERSHIP PLAN;**

**(2) PROPOSED ADOPTION OF THE ADMINISTRATION MEASURES
FOR THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN;**

**(3) PROPOSED AUTHORIZATION TO THE BOARD TO HANDLE
MATTERS RELATED TO THE 2026 EMPLOYEE STOCK
OWNERSHIP PLAN; AND**

(4) NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Capitalized terms used on this cover page shall have the same meaning as those defined in this circular. A notice convening the EGM of the Company to be held at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC, at 2:30 p.m., Beijing time, on Thursday, March 5, 2026 is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form for H Shareholders for the EGM is published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at (www.fibocom.com).

Any Shareholder(s) entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by hand, by post or by facsimile to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 2:30 p.m., Beijing time, on Wednesday, March 4, 2026). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment hereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

CONTENTS

	Pages
DEFINITIONS	1
LETTER FROM THE BOARD	4
(1) PROPOSED ADOPTION OF THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN	5
(2) PROPOSED ADOPTION OF THE ADMINISTRATION MEASURES FOR THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN	18
(3) PROPOSED AUTHORIZATION TO THE BOARD TO HANDLE MATTERS RELATED TO THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN	18
Appendix I 2026 EMPLOYEE STOCK OWNERSHIP PLAN (DRAFT)	I-1
Appendix II ADMINISTRATION MEASURES FOR THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN	II-1
NOTICE OF THE EXTRAORDINARY GENERAL MEETING	EGM-1

DEFINITIONS

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

“2026 Employee Stock Ownership Plan”	the “2026 Employee Stock Ownership Plan (Draft)” approved by the Board and subject to approval by the EGM
“A Share(s)”	domestic ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are traded in Renminbi and listed on the Shenzhen Stock Exchange
“Articles of Association”	the articles of association of Fibocom Wireless Inc., being the Company’s articles of association, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Fibocom Wireless Inc. (深圳市廣和通無線股份有限公司), a joint stock company incorporated in the PRC with limited liability on November 11, 1999, the A Shares and H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 300638) and the Main Board of the Hong Kong Stock Exchange (stock code: 0638), respectively
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 2:30 p.m. Beijing time on Thursday, March 5, 2026, 2026 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC
“Guidance Opinions”	the Guidance Opinions on the Pilot Implementation of Employee Stock Ownership Plan by Listed Companies issued by the CSRC

DEFINITIONS

“Guidelines for Self-discipline Regulation No. 2”	the Guidelines for Self-discipline Regulation of Listed Companies of Shenzhen Stock Exchange No. 2 – Normative Operation of Listed Companies on ChiNext issued by the Shenzhen Stock Exchange
“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are listed and traded on the main board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holders of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Director(s)”	independent non-executive Director(s) of the Company
“PRC”	the People’s Republic of China
“Remuneration and Assessment Committee”	the Remuneration and Assessment Committee of the Board of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Subsidiary(ies)” has the meaning ascribed thereto under the Listing Rules

“%” percent

Notes:

1. Words importing the singular number shall, where applicable, include the plural number and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa, and references to person(s) shall include references to corporation(s).
2. Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules or any modification thereof, as the case may be. The Chinese text of this circular shall prevail over the English text in case of any inconsistency.
3. Shares held under the 2026 Employee Stock Ownership Plan shall all be A Shares.



Fibocom Wireless Inc.

深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

Executive Directors:

Mr. Zhang Tianyu (*Chairman of the Board*)
Mr. Ying Lingpeng
Mr. Xu Ning
Ms. Chen Qihua

Registered Office:

Room 1101, Tower A, Building 6
Shenzhen International Innovation Valley,
Dashi 1st Road
Xili Community, Xili Subdistrict,
Nanshan District
Shenzhen, Guangdong Province, the PRC

Independent Non-executive Directors:

Mr. Wang Ning
Ms. Zhao Jing
Mr. Wu Chenggang

Principal Place of Business in Hong Kong:
40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED ADOPTION OF THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN;**
- (2) PROPOSED ADOPTION OF THE ADMINISTRATION MEASURES FOR THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN;**
- (3) PROPOSED AUTHORIZATION TO THE BOARD TO HANDLE MATTERS RELATED TO THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN; AND**
- (4) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you, as holders of H Shares, with the notice of the EGM and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM. For the details of the proposed resolutions at the EGM, please refer to the Notice of the EGM enclosed with this circular.

LETTER FROM THE BOARD

At the EGM, ordinary resolutions will be proposed for the approval of: (1) the proposal regarding the *2026 Employee Stock Ownership Plan (Draft)* and its summary; (2) the proposal regarding the *Administration Measures for the 2026 Employee Stock Ownership Plan*; and (3) the proposal regarding authorizing the Board to handle matters related to the 2026 Employee Stock Ownership Plan.

(1) Proposed Adoption of the 2026 Employee Stock Ownership Plan

The Board is pleased to announce that on February 9, 2026, the Board considered and approved the 2026 Employee Stock Ownership Plan. The 2026 Employee Stock Ownership Plan shall only become effective upon deliberation and approval by the Company's EGM.

The main terms of the 2026 Employee Stock Ownership Plan are provided as follows:

I. Objectives

Objectives of the ESOP are set out below:

1. To improve the mechanism for sharing benefits between employees and owners, achieve consistency in the interests of the Company, shareholders, and employees, promote the shared focus of all parties on the Company's long-term development, and create value for shareholders;
2. To further improve the Company's corporate governance structure, enhance a long-term and effective incentive and restraint mechanism, and ensure the Company's long-term, stable, and healthy development;
3. To deepen the incentive system for the management of the Company's headquarters, its branches and subsidiaries, fully mobilize employee enthusiasm and creativity, attract and retain outstanding management talent, core R&D personnel, and key business personnel, and enhance employee cohesion and the Company's competitiveness.

II. Management Model

The General Meeting is the highest authority of the Company, responsible for reviewing and approving the ESOP. The Company's Board of Directors and its Remuneration and Appraisal Committee are responsible for drafting and amending the Plan, and the Board of Directors shall handle matters related to the Plan within the scope of authorization granted by the General Meeting. Any changes, termination, extension of the term, or early termination of the ESOP must be approved by a resolution of the holders' meeting and then submitted to the Board of Directors for review and approval.

LETTER FROM THE BOARD

The holders' meeting is the internal highest management authority of this ESOP, and it is composed of all holders of this ESOP. The holders' meeting shall elect a Management Committee and authorize it to act as the managing party responsible for the daily administration of this ESOP. After the establishment of the ESOP, this ESOP shall be self-managed by the Company.

III. Holders and Basis for Determining Holders

1. Legal Basis for Determining Holders

The holders of this ESOP are determined in accordance with the Company Law, the Securities Law, the Guidance Opinions, the Guidelines for Self-discipline Regulation No. 2, and other relevant laws, regulations, and normative documents, and the Articles of Association. Participants shall participate in this ESOP according to the principles of voluntary participation, legality and compliance, and self-assumption of risks. All holders are employed by the Listed Company (including its branches and subsidiaries) and have signed employment contracts with the Listed Company (including its branches and subsidiaries) (including but not limited to labor contracts, service contracts, or other contracts forming an employment relationship).

2. Basis for Determining Holders by Position

Holders of this ESOP shall meet one of the following criteria:

- (1) The Company's directors (excluding independent directors) and senior management members;
- (2) The Company's middle management members and key technical and business employees.

3. Individuals with any of the following circumstances cannot be holders of this ESOP:

- (1) Have been publicly censured or declared an unsuitable candidate by a stock exchange within the last three years;
- (2) Have received administrative penalties from the China Securities Regulatory Commission (CSRC) due to major violations of laws and regulations within the last three years;
- (3) Have, within the last three years, caused serious damage to the Company's interests, reputation, and image due to acts (such as disclosing state or company secrets, corruption, theft, misappropriation, bribery, offering bribes, dereliction of duty, or malfeasance) violating national laws and regulations, or acts violating public order and good customs, professional ethics, and conduct;

LETTER FROM THE BOARD

- (4) Other circumstances determined by the Board of Directors that prevent one from becoming a holder of this Employee Stock Ownership Plan;
- (5) Other circumstances stipulated by relevant laws, regulations, or normative documents that prevent one from becoming a holder of this ESOP.

4. *Scope of Holders, shareholding scale and Share Allocation*

This ESOP involves a maximum of 2,627,960 shares, with a total funding cap of RMB39,682,200, divided into “units” for subscription and each unit is equal to RMB1. The maximum number of units of shares for this ESOP is 39,682,200. The scope of holders of this ESOP includes the Company’s directors (excluding independent directors), senior management members, middle management members, and key technical and business employees. The total number of employees participating in this ESOP shall not exceed 269. Among them, a total of 4 directors and senior management members will participate, namely, Xu Ning, Chen Shijiang, Wang Hongyan and Chen Qihua, with a total number of subscribed units of shares not exceeding 7,100,000, accounting for 17.89% of the total units of shares specified in the ESOP; the number of middle management members and key technical and business employees will not exceed 265, with a total number of subscribed units of shares not exceeding 32,582,200, accounting for 82.11% of the total units of shares specified in the ESOP. The final number of employees, their names, and subscribed shares participating in the ESOP will be determined based on the employees’ actual payment status.

Upon the implementation of this ESOP, the total number of shares held under all effective ESOPs shall not cumulatively exceed 10% of the Company’s total share capital. The cumulative number of underlying shares corresponding to the shares held by any single holder in the ESOP shall not exceed 1% of the Company’s total share capital. The total number of shares held under the ESOP shall not include: (i) shares acquired by holders prior to the Company’s initial public offering and listing; (ii) shares obtained through subscription in the Company’s private placement, rights issue, public offering, or convertible bond issuance; (iii) shares purchased on the secondary market by holders themselves; (iv) shares acquired through equity incentive plans; and (v) stock dividends and bonus shares issued from capital reserves in respect of such shares.

IV. *Sources of Funds, Sources of Shares and Pricing Basis*

1. *Sources of Funds*

The sources of funds for this ESOP include employees’ legitimate salaries, self-raised funds, and other methods permitted by laws and regulations.

LETTER FROM THE BOARD

2. *Sources of Shares*

The source of shares for this ESOP consists of the Company's ordinary RMB shares (A shares) repurchased through the Company's dedicated securities account for share repurchases (i.e. the company's A-shares previously repurchased through centralized bidding in the secondary market). This ESOP will acquire the Company's shares held in the Company's dedicated securities account for share repurchases through non-trade transfer within six months after approval by the General Meeting.

3. *Pricing Basis*

The purchase price for the Company's repurchased shares under this ESOP is RMB15.10 per share. The purchase price shall not be lower than the par value of the Company's shares, and shall not be lower than the higher of the following prices:

- (1) 50% of the average trading price of the Company's shares on the trading day immediately preceding the announcement date of this draft ESOP (total trading value on the preceding trading day/total trading volume on the preceding trading day), which is RMB14.74 per share;
- (2) 50% of the average trading price of the Company's shares for the 60 trading days prior to the announcement of this draft ESOP (calculated as the total share trading value for the preceding 60 trading days divided by the total share trading volume for the preceding 60 trading days), which is RMB15.09 per share.

From the date of this ESOP's announcement until the completion of the transfer of repurchased shares under the plan, if the Company conducts any ex-rights or ex-dividend events, including the capitalization of capital reserves into share capital, distribution of stock dividends, share splits or consolidations, rights issues, or cash dividends, the share purchase price shall be adjusted accordingly.

V. Term, Lock-up Period, Vesting, and Performance Assessment Mechanism

1. *Term*

The term of this ESOP shall be 60 months, commencing from the date on which the Company announces the transfer of the final tranche of underlying shares to the ESOP. If the term expires and is not extended, this ESOP shall automatically terminate. One month prior to the expiration of the term of this ESOP or the Company shares held under this ESOP cannot be fully liquidated before the expiration of its term due to special circumstances such as a suspension of the Company's shares or a short window period, its term may be extended with the consent of holders representing more than 50% (excluding 50%) of the units of shares held by participants attending the ESOP holders' meeting, and upon submission to and approval by the Company's Board of Directors.

LETTER FROM THE BOARD

2. *Lock-up Period*

The lock-up period for this ESOP shall be 12 months, calculated from the date on which the Company announces the transfer of the last tranche of underlying shares to the ESOP. During the lock-up period, shares derived from situations such as stock dividends, capitalization of capital reserves, rights issues, or conversion of convertible bonds occurring in the Company shall also comply with the aforementioned share lock-up arrangements. No transactions shall be conducted under this ESOP during the lock-up period. After the lock-up period expires, the Management Committee will choose an opportune time to sell the underlying shares held, based on market conditions, or, in accordance with the vesting and performance assessment arrangements of this ESOP, transfer the underlying shares corresponding to the currently exercisable ESOP units of shares to the holders through non-trading transfer.

This ESOP shall strictly abide by market trading rules and comply with the regulations of the CSRC and the SZSE regarding the prohibition of trading shares during sensitive information periods. The Company's shares shall not be bought or sold during the following periods:

- (1) Within 15 days before the announcement of the Company's annual report or semi-annual report; if the announcement date of the annual report or semi-annual report is postponed due to special reasons, the period shall commence 15 days prior to the original scheduled announcement date and end one day before the announcement date;
- (2) Within five days before the announcement of the Company's quarterly report, performance forecast, or express performance report;
- (3) From the date of occurrence of a major event that may have a significant impact on the trading price of the Company's shares and their derivative products, or from the date when such event enters the decision-making process, until the date of its lawful disclosure;
- (4) Other periods stipulated by the CSRC and the SZSE.

If relevant laws, administrative regulations, departmental rules, or regulatory documents regarding the aforementioned prohibition period for trading Company shares change in the future, the latest provisions shall apply.

3. *Vesting Arrangements*

After the lock-up period of this ESOP expires, the Management Committee shall vest the underlying share rights corresponding to the ESOP to the holders in three tranches: 30%, 30%, and 40%. The first vesting period shall be 12 months after the non-trading transfer of repurchased shares to the ESOP; the second vesting period shall be 24 months after the non-trading transfer of repurchased shares to the ESOP; and the third vesting period shall be 36 months after the non-trading transfer of repurchased shares to the ESOP.

LETTER FROM THE BOARD

4. Performance Assessment Mechanism

(1) Company-level Performance Assessment Indicators

The assessment years corresponding to this ESOP are the three fiscal years from 2026 to 2028. Each fiscal year will be assessed once, and the Company-level performance assessment targets for each year are as shown in the table below:

Vesting Period	Corresponding Assessment Year	Company's Operating Revenue Growth Rate for the Assessment Year (A)	
		Target Value (Am)	Trigger Value (An)
First Vesting Period	2026	Based on the operating revenue of 2025, the operating revenue growth rate for 2026 shall not be less than 20%	Based on the operating revenue of 2025, the operating revenue growth rate for 2026 shall not be less than 16%
Second Vesting Period	2027	Based on the operating revenue of 2025, the operating revenue growth rate for 2027 shall not be less than 40%	Based on the operating revenue of 2025, the operating revenue growth rate for 2027 shall not be less than 32%
Third Vesting Period	2028	Based on the operating revenue of 2025, the operating revenue growth rate for 2028 shall not be less than 60%	Based on the operating revenue of 2025, the operating revenue growth rate for 2028 shall not be less than 48%

Assessment Indicators	Performance Achievement	Company-level Vesting Ratio (X)
The Company's Operating Revenue Growth Rate for Each Assessment Year (A)	$A \geq Am$	$X = 100\%$
	$An \leq A < Am$	$X = A/Am * 100\%$
	$A < An$	$X = 0$

Note:

1. The aforementioned “operating revenue” shall be based on the data stated in the Company’s audit report for the respective fiscal year.
2. The above-mentioned performance assessment targets do not constitute a performance forecast or a substantive commitment by the Company to investors.

LETTER FROM THE BOARD

If the Company-level performance fails to meet the assessment conditions, all or part of the underlying shares corresponding to all holders in the respective vesting period shall not vest. The unvested equity in these underlying shares shall be reclaimed by the Management Committee of this ESOP or deferred to the next assessment and vesting period.

If the Management Committee decides to reclaim the shares, it will choose an opportune time to sell these underlying shares after the lock-up period expires, and return the proceeds to the holders based on the lower of the actual sale price of the underlying shares corresponding to that unit and the original capital contribution corresponding to that unit. If there is still a profit after returning the proceeds to the holders, such profit shall belong to the Company.

If the Management Committee decides to defer the assessment, the underlying shares corresponding to the unvested units of shares from that period shall be deferred and combined with the next period's assessment. If the performance still cannot fully vest by the next assessment period, the corresponding rights shall not vest and shall be reclaimed by the Management Committee. The Management Committee will then choose an opportune time to sell these underlying shares after the lock-up period expires, and return the proceeds to the holders based on the lower of the actual sale price of the underlying shares corresponding to that unit and the original capital contribution corresponding to that unit. If there is still a profit after returning the proceeds to the holders, such profit shall belong to the Company.

(2) Individual Performance Assessment Metrics

This ESOP assesses individual performance metrics, and the individual performance assessment results for holders are divided into five grades: S, A, B, C, and D. The assessment of individual holders shall be implemented in accordance with the Company's internal assessment policies. The holders' individual performance assessment vesting coefficient shall be determined according to the performance assessment vesting coefficient corresponding to the assessment results in the table below:

Performance Assessment Metrics	Individual Performance Assessment Result				
Corresponding Grade	S	A	B	C	D
Individual Performance Assessment Vesting Coefficient (P)	100%				0

If the Company-level performance assessment is met, the actual vested equity units of shares for the holder in that year = Number of underlying stock equity units of shares of the ESOP for the current period held by the holder \times Company-level vesting ratio (X) \times Individual performance assessment vesting coefficient (P).

LETTER FROM THE BOARD

For the portion of planned vested units of shares for the holder in the corresponding assessment year that cannot vest due to individual performance assessment reasons, the Management Committee may transfer the reclaimed ESOP units of shares to designated transferees qualified to participate in this ESOP; if there are no transferees qualified to participate in this ESOP, the Management Committee shall sell the shares at an opportune time. After the sale, the lower of the initial contribution plus interest calculated at the bank's benchmark lending rate (LPR) for the same period and the sale proceeds shall be returned to the holders. Any remaining funds (if any) shall be jointly enjoyed by the holders participating in this ESOP or shall belong to the Company; alternatively, the Management Committee shall decide on the disposal of the corresponding underlying shares through other methods permitted by laws and regulations.

VI. Asset Composition and Rights and Interests Disposal Methods of the ESOP

1. Asset Composition of This ESOP

(1) Rights and Interests Corresponding to the Company's Shares

Holders under this ESOP shall indirectly hold rights corresponding to the Company's shares by contributing funds to subscribe to the ESOP through legal compensation, self-raised funds, and other methods permitted by laws and regulations.

(2) Cash Deposits and Accrued Interest

The assets of this ESOP shall be independent of the Listed Company's inherent assets, and the Listed Company shall not entrust the assets of the ESOP to be included in its inherent assets. Assets and income obtained from the management, utilization, or other circumstances of the ESOP shall be included in the assets of the ESOP.

(3) Company Cash Dividends, Bond Interest Payments, Bonus Shares, and Capitalization of Capital Reserves

During the lock-up period, rights obtained under this ESOP through the Company's cash dividends, bond interest payments, bonus shares, capitalization of capital reserves, etc., shall be locked up together with the Plan and shall not be sold in the secondary market or transferred by other means. The lock-up period for such rights shall be the same as that of the ESOP.

2. Disposal of Holders' Rights and Interests

(1) During the term of the Plan, unless otherwise stipulated by laws, administrative regulations, or departmental rules, the ESOP units of shares or rights and interests held by participants shall not be mortgaged, pledged, used as collateral, used to repay debts, or subject to other similar dispositions.

LETTER FROM THE BOARD

- (2) During the term of the Plan, the ESOP units of shares or rights and interests held by participants shall not be transferred without the consent of the Management Committee. Any unauthorized transfer without consent shall be invalid.
- (3) Unless otherwise stipulated in this ESOP or explicitly required by relevant laws, after the last batch of underlying shares of the Company is transferred to the name of this ESOP, the corresponding rights and interests of this ESOP shall be handled under the following circumstances:
 - (a) If circumstances arise where relevant rights and interests stipulated in this ESOP need to be reclaimed by the Management Committee, the Management Committee shall have the right to reallocate such shares to other eligible employees.
 - (b) If a participant fails to pay the subscription funds on time and in full, they shall automatically forfeit the corresponding subscription rights, and the Management Committee may adjust the list of participants and their subscription shares based on the employees' actual payment status.

4. During the term of the Plan, if any of the following circumstances occur, the disposal methods for the ESOP units of shares held by participants are as follows:

- (a) The participant's position changes, but they remain employed by the Company or its branches or controlled subsidiaries. Shares for which the lock-up period has expired and personal performance assessment conditions have been met shall remain unchanged. The Management Committee has the right to adjust the awarded but unvested ESOP units of shares held by the participant based on the actual situation, and has the right to require the participant to be assessed according to the assessment requirements corresponding to their changed position.

If an incentive object cannot hold a position in the Company's ESOP due to serving as an independent director or other organizational transfers, the Management Committee shall revoke the participant's eligibility to participate in this ESOP and reclaim the unvested rights and interests held by the participant at that time. The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed plus interest calculated at the prevailing LPR or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company.

LETTER FROM THE BOARD

(b) If a participant experiences any of the following circumstances, starting from the date such circumstance occurs, the Management Committee shall revoke the participant's eligibility to participate in the ESOP and reclaim the unvested rights and interests held by the participant at that time. The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed plus interest calculated at the prevailing LPR or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company. Shares for which the lock-up period has expired and vesting conditions have been met shall remain unchanged and must be held until the current shares are sold and converted into cash, after which a liquidation and exit will occur, and the participant will exit according to the amount allocated in proportion to their holding.

- ① The participant reaches the statutory retirement age and does not continue to work for the Company after retirement;
- ② The participant loses working capacity (due to work-related or non-work-related reasons) and terminates the labor/employment relationship with the Company;
- ③ The participant voluntarily resigns or terminates the labor/employment relationship with the Company by mutual agreement;
- ④ The participant dies or is declared dead (due to work-related or non-work-related reasons);
- ⑤ The participant's employment relationship is terminated due to Company layoffs or other reasons;
- ⑥ The Company terminates or rescinds an employment contract (including but not limited to labor contracts, service contracts, or other employment-relationship-forming contracts) signed with the participant;
- ⑦ Other circumstances determined by the Company not to have a negative impact on the Company.

LETTER FROM THE BOARD

(c) If any of the following circumstances occur, starting from the date such circumstance occurs, the Management Committee shall revoke the participant's eligibility to participate in the ESOP and reclaim all shares held by the participant (except for "shares that have been vested and for which the corresponding sale proceeds have been actually paid to the individual participant"). The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company. If the Company incurs losses, the holder shall prioritize compensating the Company for such losses, and the Company shall have the right to demand the holder return all benefits obtained from this ESOP, depending on the severity of the circumstances.

- ① The holder violates relevant national laws, administrative regulations, or the Articles of Association, causing economic losses to the Company;
- ② The holder causes damage to the Company due to illegal, disciplinary, or irregular conduct such as bribery, demanding bribes, embezzlement, theft, or disclosure of business and technical secrets;
- ③ The holder maliciously resigns;
- ④ The holder harms the Company's interests by working/part-time working for a competitor, engaging in business competition with the Company, or violating non-compete commitments;
- ⑤ Unauthorized or disguised transfer of contributions without the consent of the Shareholding Platform Management Committee;
- ⑥ The holder's employment relationship with the Company is terminated due to violation of company rules and regulations, professional ethics, labor discipline, dereliction of duty or malfeasance, disclosure of company secrets, or other similar acts;
- ⑦ The holder is legally prosecuted for criminal responsibility due to a criminal act;
- ⑧ Other circumstances determined by the Company as having a negative impact on the Company.

LETTER FROM THE BOARD

- (d) If a holder is rehired by the Company after retirement, the units of shares granted to them shall be processed entirely in accordance with the procedures stipulated in this plan prior to their retirement and re-employment.
- (5) During the lock-up period, holders shall not demand the distribution of rights and interests of the ESOP.
- (6) If the Company declares dividends during the lock-up period, cash dividends obtained by the ESOP due to its holdings of the Company's shares shall be recorded as monetary assets of the ESOP and shall not be distributed temporarily. After the lock-up period of the ESOP ends and during its term, the Management Committee shall decide whether to distribute them based on the authorization of the holders' meeting.
- (7) After the lock-up period of this ESOP expires and during its term, the holders' meeting shall decide whether to sell the corresponding units of shares of this ESOP and distribute the proceeds. If distribution is decided, the holders' meeting shall authorize the Management Committee to distribute the proceeds according to the units of shares held by the holders, after legally deducting relevant taxes and fees.
- (8) After the lock-up period of this ESOP expires, the Management Committee shall gradually monetize the assets of the ESOP and distribute them to the holders in proportion to their respective units of shares; or the Management Committee shall apply to the registration and settlement company to transfer the underlying shares to the holders' personal accounts in proportion to their respective units of shares, in accordance with the requirements of relevant laws and regulations, for the holders to dispose of independently.
- (9) In the event of other unagreed matters, the disposal method for the ESOP units of shares held by the holders shall be determined by the Management Committee.

VII. Modification and Termination of the ESOP

1. Modification of This ESOP

Modifications to this ESOP include, but are not limited to, matters such as the holder's contribution method, the method by which holders acquire shares, and the criteria for holder determination. Any modification after the establishment of the ESOP shall require the consent of holders representing more than 50% (excluding 50%) of the shares held by those attending the holders' meeting, and shall be submitted to and approved by the Board of Directors.

LETTER FROM THE BOARD

2. *Termination of This ESOP*

1. This ESOP shall automatically terminate if it is not extended after its term expires.
2. During its term, if all Company shares held under this ESOP are sold, this ESOP may be terminated early.
3. Except for the aforementioned circumstances, if this ESOP needs to be terminated early, it shall require the consent of holders representing more than 50% (excluding 50%) of the shares held by those attending the holders' meeting, and can only be implemented after being submitted to and approved by the Company's Board of Directors and then by the General Meeting.

Details of this ESOP are set out in Appendix I to this circular. This ESOP is prepared in Chinese. In the event of any discrepancy between the English translation and the Chinese version of this ESOP, the Chinese version shall prevail.

PURPOSE, REASONS AND BENEFITS OF ADOPTING THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN

Please refer to the “Chapter I General Provisions – **Purpose of this ESOP**” section in Appendix I to this circular.

IMPLICATIONS UNDER THE LISTING RULES

The 2026 Employee Stock Ownership Plan does not involve the grant of new shares, awards involving new shares, or the issuance of shares by the Company (or any of its subsidiaries). As the 2026 Employee Stock Ownership Plan involves existing A Shares, it constitutes a share scheme under Chapter 17 of the Listing Rules and is governed by the applicable disclosure requirements under Article 17.12 of the Listing Rules. In accordance with the Listing Rules, the adoption of the 2026 Employee Stock Ownership Plan does not require shareholders' approval. Nevertheless, in accordance with relevant PRC laws and regulations, the 2026 Employee Stock Ownership Plan and related matters are subject to shareholders' approval at the EGM and must be passed by way of an ordinary resolution. As a participant in this ESOP, Directors Xu Ning and Chen Qihua abstained from voting on the Board resolution approving the said ESOP. Save as disclosed above, no other director has or is deemed to have a material interest in the aforesaid plan. Furthermore, no directors abstained from voting on other resolutions considered by the Board.

Further details of this ESOP are set out in Appendix I to this circular. The English translation of this ESOP (Draft) is for reference only. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

The above resolution has been considered and approved by the Board, and is hereby proposed at the EGM for consideration and approval by the shareholders as an ordinary resolution.

LETTER FROM THE BOARD

(2) Proposed adoption of the Administration Measures for the 2026 Employee Stock Ownership Plan

To regulate the implementation of the 2026 Employee Stock Ownership Plan, the Company has formulated the *Administration Measures for the 2026 Employee Stock Ownership Plan* in accordance with the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Guidance Opinions on the Pilot Implementation of Employee Stock Ownership Plan by Listed Companies*, the *Guidelines for Self-discipline Regulation of Listed Companies of Shenzhen Stock Exchange No. 2 – Normative Operation of Listed Companies on ChiNext*, and other relevant laws, regulations, regulatory documents, and the *Articles of Association*. The detailed content of the *Administration Measures for the 2026 Employee Stock Ownership Plan* is set out in Appendix II to this circular. The English translation of the *Administration Measures for the 2026 Employee Stock Ownership Plan* is for reference only. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

The above resolution has been considered and approved by the Board, and is hereby proposed at the EGM for consideration and approval by the shareholders as an ordinary resolution.

(3) Proposed authorization to the Board by the Shareholders' General Meeting to handle matters related to the 2026 Employee Stock Ownership Plan

To ensure the smooth implementation of the Company's 2026 Employee Stock Ownership Plan, the Board proposes that the Shareholders' General Meeting authorize the Board to fully handle specific matters related to this ESOP within the scope prescribed by relevant laws, regulations, and regulatory documents, including but not limited to the following:

1. To authorize the Board to be responsible for amending this ESOP;
2. To authorize the Board to implement this ESOP, including but not limited to the design of the scheme and the specific implementation of the allocation plan;
3. To authorize the Board to handle the changes and termination of this ESOP, including but not limited to revoking the qualifications of holders and early termination of this ESOP in accordance with the terms of this ESOP;
4. To authorize the Board to decide on the extension of the duration of this ESOP;
5. To authorize the Board to handle all matters relating to the transfer, lock-up, unlocking and vesting of the shares purchased under this ESOP;
6. To authorize the Board to interpret the draft ESOP;
7. To authorize the Board to change the participants and determination criteria of this ESOP;

LETTER FROM THE BOARD

8. To authorize the Board to sign contracts and agreements related to this ESOP;
9. After this ESOP is approved by the Shareholders' General Meeting, if relevant laws, regulations or policies change during the implementation period, to authorize the Board of the Company to make corresponding adjustments to this ESOP in accordance with the new policies;
10. To handle other matters related to this ESOP within the scope permitted by laws, regulations, relevant regulatory documents and the *Articles of Association*, save for rights that are explicitly required to be exercised by the Shareholders' General Meeting in relevant documents.

The above authorization shall be valid from the date of approval by the Company's Shareholders' General Meeting until the completion of the implementation of this ESOP.

The above resolution has been considered and approved by the Board, and is hereby proposed at the EGM for consideration and approval by the shareholders as an ordinary resolution.

THE EGM

The EGM will be held at 2:30 p.m., Beijing time, on Thursday, March 5, 2026 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. No Shareholder is required to abstain from voting on the matters to be resolved at the EGM.

The proxy form for H Shareholders for the EGM is published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.fibocom.com. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 2:30 p.m., Beijing time, on Wednesday, March 4, 2026). Completion and return of the proxy form will not preclude you from attending and voting at the EGM should you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

In order to determine the H Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Monday, March 2, 2026 to Thursday, March 5, 2026 (both days inclusive), during which period no transfer of Shares will be registered. For holders of H Shares who has lodged the duly completed transfer documents accompanied by the relevant share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on Friday, 27 February 2026, the transferee but not the transferor shall be regarded as the holder of the relevant H Shares and will be entitled to attend and vote at EGM. H Shareholders whose names are recorded in the register of members of the Company on Thursday, March 5, 2026 will be entitled to attend the EGM.

GENERAL

The English translation of the appendices to this circular is for Shareholders' reference only. In case there is any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

VOTING BY POLL

Pursuant to the Hong Kong Listing Rules, all the votes at general meetings must be taken by poll (except where the chairman of the meeting permits a resolution which relates solely to a procedural or administrative matter to be voted on by show of hands). The chairman of EGM shall request each of the resolutions set out in the notice of EGM to be voted on by poll. Results of the poll voting will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.fibocom.com after the EGM.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that the resolutions set out in the notice of EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions.

Yours faithfully,
By order of the Board
Fibocom Wireless Inc.
Zhang Tianyu
Chairman

February 9, 2026

Stock Abbreviation: Fibocom

Stock Code: 300638

2026 EMPLOYEE STOCK OWNERSHIP PLAN
OF FIBOCOM WIRELESS INC. (DRAFT)

FIBOCOM WIRELESS INC.
February 2026

STATEMENT

The Company and all members of its Board of Directors guarantee that this Employee Stock Ownership Plan (ESOP) contains no false records, misleading statements, or material omissions, and assume individual and joint liability for the truthfulness, accuracy, and completeness of its content.

RISK WARNING

1. The Company's ESOP can only be implemented after being approved by the Company's General Meeting. It is uncertain whether this ESOP will receive approval from the Company's General Meeting.
2. After its establishment, this ESOP will be self-managed by the Company, but it is uncertain whether it can achieve its anticipated scale and objectives.
3. The specific capital sources, contribution ratios, and implementation plan for this ESOP are preliminary, and it is uncertain whether it can be fully implemented.
4. The Company will subsequently disclose relevant progress in accordance with regulations. Investors are kindly requested to make prudent decisions and be aware of investment risks.

SPECIAL NOTICE

1. The 2026 Employee Stock Ownership Plan of Fibocom Wireless Inc. (Draft) is formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Guidance Opinions on the Pilot Implementation of Employee Stock Ownership Plan by Listed Companies (《關於上市公司實施員工持股計劃試點的指導意見》), Guidelines for Self-discipline Regulation of Listed Companies of Shenzhen Stock Exchange No. 2 – Normative Operation of Listed Companies on ChiNext (《深圳證券交易所上市公司自律監管指引第 2 號——創業板上市公司規範運作》), other relevant laws, regulations, and normative documents, and the Articles of Association of Fibocom Wireless Inc.
2. This ESOP adheres to the principles of legality and compliance, voluntary participation, and self-assumption of risks. There are no circumstances such as forced apportionment or mandatory allocation that compel employees to participate in this ESOP.
3. The participants in this ESOP include the Company's directors (excluding independent directors), senior management members, middle management members, and key technical and business personnel. The number of people at initial establishment shall not exceed 269, and the final participants will be determined based on actual contributions.
4. The capital sources for this ESOP are employees' legitimate salaries, self-raised funds, and other methods permitted by laws and regulations. The proposed maximum total amount of funds to be raised for this ESOP is RMB39.6822 million, with "units" as the subscription unit, and each unit has a par value of RMB1.00.
5. The source of shares for this ESOP is the Company's common shares (A-shares) repurchased through the Company's dedicated buyback securities account. Within six months after the approval by the General Meeting, this ESOP will acquire the Company's repurchased shares through non-transactional transfer.

The purchase price for the Company's repurchased shares under this ESOP is RMB15.10 per share. The purchase price shall not be lower than the par value of the Company's shares, and shall not be lower than the higher of the following prices:

- (1) 50% of the average trading price of the Company's shares on the trading day immediately preceding the announcement date of this draft ESOP (total trading value on the preceding trading day/total trading volume on the preceding trading day), which is RMB14.74 per share;
- (2) 50% of the average trading price of the Company's shares for the 60 trading days prior to the announcement of this draft ESOP (calculated as the total share trading value for the preceding 60 trading days divided by the total share trading volume for the preceding 60 trading days), which is RMB15.09 per share.

Based on the maximum fund amount and the aforementioned acquisition price, the total number of shares acquired under this ESOP shall not exceed 2,627,960 shares, accounting for 0.29% of the Company's current total share capital.

6. Upon the implementation of this ESOP, the total number of shares held under all effective ESOPs of the Company shall not exceed 10% of the Company's total share capital, and the total number of shares corresponding to the ESOP units of shares (including all phases) held by any single employee shall not exceed 1% of the Company's total share capital.

The total number of shares held under this ESOP does not include shares obtained by holders prior to the Company's initial public offering and listing, shares acquired independently through the secondary market, or shares obtained through equity incentives.

7. The term of this ESOP is 60 months, commencing from the date on which the Listed Company announces the transfer of the final tranche of underlying shares to the name of the ESOP. The lock-up period for this ESOP is 12 months, commencing from the date on which the Listed Company announces the transfer of the final tranche of underlying shares to the name of the ESOP.
8. Upon expiration of the lock-up period for this ESOP, the Management Committee will vest the underlying share interests corresponding to the ESOP to the holders in three tranches: 30%, 30%, and 40%. The first vesting period will be 12 months after the non-trade transfer of repurchased shares to the ESOP, the second vesting period will be 24 months after the non-trade transfer of repurchased shares to the ESOP, and the third vesting period will be 36 months after the non-trade transfer of repurchased shares to the ESOP.
9. The holders of this ESOP include a total of 4 directors and senior management members. These holders have a related-party relationship with this ESOP and shall abstain from voting when the Company's Board of Directors and General Meeting deliberate on relevant proposals concerning this ESOP. Excluding the aforementioned individuals, there is no related-party relationship between this ESOP and other directors or senior management members of the Company. The Company's controlling shareholders, actual controllers, directors, and senior management members do not constitute persons acting in concert with this ESOP.
10. Financial and accounting treatment and taxation issues related to the Company's implementation of this ESOP shall be handled in accordance with relevant financial regulations, accounting standards, and tax laws. Any related taxes and fees payable by employees due to their participation in this ESOP shall be borne by the individual employees.

11. The Company's Board of Directors and its Remuneration and Appraisal Committee are responsible for drafting this ESOP and submitting it to the Board of Directors for deliberation after fully soliciting employee opinions through the Employee Representative Meeting. The Board's Remuneration and Appraisal Committee may propose recommendations to the Board of Directors regarding the formulation or amendment of the ESOP. After the Board of Directors deliberates and approves this ESOP draft, it shall be submitted to the General Meeting for deliberation, and upon approval by the General Meeting, the Board of Directors shall be authorized to implement it. Resolutions made by the Board of Directors regarding matters of this ESOP shall be approved by more than half of all non-affiliated directors. If the number of non-affiliated directors attending the Board meeting is less than three, the Board of Directors shall directly submit the matter to the Company's General Meeting for deliberation.
12. The General Meeting of the Listed Company deliberating on this ESOP will adopt a combination of on-site voting and online voting. The Listed Company will provide a network-based voting platform to its shareholders through the Shenzhen Stock Exchange trading system and internet voting system, allowing shareholders to exercise their voting rights through the aforementioned systems during the online voting period.
13. Upon the implementation of this ESOP, it will not cause the Listed Company's shareholding structure to fail to meet the listing requirements.

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings:

Administration Measures	the Administration Measures for the 2026 Employee Stock Ownership Plan of Fibocom Wireless Inc.
Articles of Association	the Articles of Association of Fibocom Wireless Inc.
Company Law	the Company Law of the People's Republic of China
Company Shares, Target Shares	Fibocom common shares, i.e., Fibocom A-shares
CSDC	China Securities Depository and Clearing Corporation Limited Shenzhen Branch
Employee Stock Ownership Plan, the Plan, this ESOP	the 2026 Employee Stock Ownership Plan of Shenzhen Fibocom Wireless Inc. (Draft)
Fibocom, Listed Company, Company, the Company	Fibocom Wireless Inc.
Guidance Opinions	the Guidance Opinions on the Pilot Implementation of Employee Stock Ownership Plan by Listed Companies
Guidelines for Self-discipline Regulation No. 2	the Guidelines for Self-discipline Regulation of Listed Companies of Shenzhen Stock Exchange No. 2 – Normative Operation of Listed Companies on ChiNext
Holder(s)	employees of the Company participating in this ESOP
Listing Rules	the Rules Governing the Listing of Shares on the ChiNext of Shenzhen Stock Exchange
Lock-up Period	12 months from the date on which the Listed Company announces the transfer of the final tranche of underlying shares to the name of the ESOP. If regulatory policies change in the future, the provisions of the regulatory policies shall prevail.

Management Committee	the Management Committee of this ESOP
Meeting of Holders	the meeting of holders of this ESOP
RMB, RMB10,000	RMB, RMB10,000
Securities Law	the Securities Law of the People's Republic of China
SZSE	Shenzhen Stock Exchange
Term	60 months from the date on which the Listed Company announces the transfer of the final tranche of underlying shares to the name of the ESOP. The Term of the ESOP may be extended upon approval by the Company's Board of Directors.

CONTENTS

STATEMENT	I-2
RISK WARNING	I-3
SPECIAL NOTICE	I-4
DEFINITIONS	I-7
CONTENTS	I-9
CHAPTER I GENERAL PROVISIONS	I-10
CHAPTER II HOLDERS OF THE ESOP	I-11
CHAPTER III SOURCES OF FUNDS AND SHARES FOR THE ESOP	I-14
CHAPTER IV TERM, LOCK-UP PERIOD, VESTING, AND PERFORMANCE ASSESSMENT MECHANISM OF THE ESOP	I-16
CHAPTER V MANAGEMENT MODEL OF THE ESOP	I-20
CHAPTER VI ASSET COMPOSITION AND RIGHTS AND INTERESTS DISPOSAL METHODS OF THE ESOP	I-29
CHAPTER VII MODIFICATION AND TERMINATION OF THE ESOP	I-33
CHAPTER VIII PARTICIPATION OF THE ESOP IN COMPANY FINANCING ..	I-34
CHAPTER IX ACCOUNTING TREATMENT OF THE ESOP	I-34
CHAPTER X PROCEDURES FOR IMPLEMENTING THE ESOP	I-35
CHAPTER XI OTHER IMPORTANT MATTERS	I-36

CHAPTER I GENERAL PROVISIONS

This ESOP is formulated in accordance with the Company Law, the Securities Law, Guidance Opinions, the Guidelines for Self-discipline Regulation No. 2, as well as other laws, regulations, and normative documents, and the Articles of Association. It adheres to the principles of fairness, impartiality, and openness, aiming to improve the Company's corporate governance structure, establish and refine a mechanism for sharing benefits between employees and owners, enhance employee cohesion and corporate competitiveness, and ensure the realization of the Company's future development strategies and business objectives.

I. Fundamental Principles of This ESOP

1. *Principle of Legality and Compliance*

The Company implements the ESOP in strict accordance with legal and administrative regulations, which require the Company to disclose true, accurate, and complete information in a timely manner. Insider trading, manipulation of the securities market, and other fraudulent actions through the ESOP are strictly prohibited.

2. *Principle of Voluntary Participation*

The ESOP implemented by the Company adheres to the principle of voluntary participation by employees, with no instances of forced participation through apportionment, mandatory allocation, or other means.

3. *Principle of Self-Assumption of Risks*

Holders of this ESOP are responsible for their own profits and losses, assume their own risks, and have equal rights with other investors.

II. Objectives of This ESOP

1. To improve the mechanism for sharing benefits between employees and owners, achieve consistency in the interests of the Company, shareholders, and employees, promote the shared focus of all parties on the Company's long-term development, and create value for shareholders;
2. To further improve the Company's corporate governance structure, enhance a long-term and effective incentive and restraint mechanism, and ensure the Company's long-term, stable, and healthy development;

3. To deepen the incentive system for the management of the Company's headquarters, its branches and subsidiaries, fully mobilize employee enthusiasm and creativity, attract and retain outstanding management talent, core R&D personnel, and key business personnel, and enhance employee cohesion and the Company's competitiveness.

CHAPTER II HOLDERS OF THE ESOP

I. Basis for Determining Holders of this ESOP

1. *Legal Basis for Determining Holders*

The holders of this ESOP are determined in accordance with the Company Law, the Securities Law, the Guidance Opinions, the Guidelines for Self-discipline Regulation No. 2, and other relevant laws, regulations, and normative documents, and the Articles of Association. Participants shall participate in this ESOP according to the principles of voluntary participation, legality and compliance, and self-assumption of risks. All holders are employed by the Listed Company (including its branches and subsidiaries) and have signed employment contracts with the Listed Company (including its branches and subsidiaries) (including but not limited to labor contracts, service contracts, or other contracts forming an employment relationship).

2. *Basis for Determining Holders by Position*

Holders of this ESOP shall meet one of the following criteria:

- (1) The Company's directors (excluding independent directors) and senior management members;
- (2) The Company's middle management members and key technical and business employees.

3. *Individuals with any of the following circumstances cannot be holders of this ESOP:*

- (1) Have been publicly censured or declared an unsuitable candidate by a stock exchange within the last three years;
- (2) Have received administrative penalties from the China Securities Regulatory Commission (CSRC) due to major violations of laws and regulations within the last three years;
- (3) Have, within the last three years, caused serious damage to the Company's interests, reputation, and image due to acts (such as disclosing state or company secrets, corruption, theft, misappropriation, bribery, offering bribes, dereliction of duty, or malfeasance) violating national laws and regulations, or acts violating public order and good customs, professional ethics, and conduct;

- (4) Other circumstances determined by the Board of Directors that prevent one from becoming a holder of this Employee Stock Ownership Plan;
- (5) Other circumstances stipulated by relevant laws, regulations, or normative documents that prevent one from becoming a holder of this ESOP.

II. Scope of Holders of this ESOP

The scope of holders of this ESOP includes the Company's directors (excluding independent directors), senior management members, middle management members, and key technical and business employees. The number of people at initial establishment shall not exceed 269, and the final participants will be determined based on their actual payment status.

III. List of Holders and Allocation of Shares under this ESOP

The maximum total capital for this ESOP is RMB39,682,200, divided into "units" for subscription and each unit is equal to RMB1. The maximum number of units of shares for this ESOP is 39,682,200. The number of people at initial establishment of this ESOP shall not exceed 269. Among them, a total of 4 directors and senior management members will participate, namely, Xu Ning, Chen Shijiang, Wang Hongyan and Chen Qihua, with a total number of subscribed units of shares not exceeding 7,100,000, accounting for 17.89% of the total units of shares specified in the ESOP; the number of middle management members and key technical and business employees will not exceed 265, with a total number of subscribed units of shares not exceeding 32,582,200, accounting for 82.11% of the total units of shares specified in the ESOP.

The list of holders and share allocation under this ESOP are as follows:

No.	Name	Position	Maximum Proposed Subscription (10,000 Units)	Percentage of Total Units under the ESOP (%)
1	Xu Ning	Director, Deputy General Manager	710.00	17.89%
2	Chen Shijiang	Deputy General Manager and Secretary of the Board of Directors		
3	Wang Hongyan	Deputy General Manager and Chief Financial Officer		
4	Chen Qihua	Employee Representative Director		
Middle management members and key technical and business employees (not exceeding 265)			3,258.22	82.11%
Total (not exceeding 269)			3,968.22	100.00%

Note:

1. The final number of employees, their names, and subscribed shares participating in the ESOP will be determined based on the employees' actual payment status.
2. The tail difference of the above calculation results is caused by rounding.

Upon the implementation of this ESOP, the total number of shares held under all effective ESOPs shall not cumulatively exceed 10% of the Company's total share capital. The cumulative number of underlying shares corresponding to the shares held by any single holder in the ESOP shall not exceed 1% of the Company's total share capital. The total number of shares held under the ESOP shall not include: (i) shares acquired by holders prior to the Company's initial public offering and listing; (ii) shares obtained through subscription in the Company's private placement, rights issue, public offering, or convertible bond issuance; (iii) shares purchased on the secondary market by holders themselves; (iv) shares acquired through equity incentive plans; and (v) stock dividends and bonus shares issued from capital reserves in respect of such shares.

IV. Verification of Holders of this ESOP

The Company's Remuneration and Appraisal Committee shall verify the list of holders of the ESOP. The lawyer engaged by the Listed Company shall issue clear opinions on whether the participants, sources of funds and shares, term and scale, and management model of the ESOP are legal and compliant, and whether the necessary review procedures have been performed.

V. Related-Party Relationships and Concerted-Action Relationships of the ESOP

The Company's directors and senior managers Xu Ning, Chen Shijiang, Wang Hongyan, and Chen Qihua plan to participate in the employee stock ownership plan. The aforementioned holders have related-party relationships with this ESOP and shall abstain from voting when the Company's Board of Directors and General Meeting deliberate on proposals related to this ESOP.

The Company's controlling shareholders, actual controllers, directors, and senior management members have no concerted action arrangements with this ESOP. The Holders' Meeting is the highest authority of this ESOP. The Holders' Meeting elects a Management Committee to oversee the daily management of the ESOP. The Company's directors and senior management members, as holders, shall abstain from voting when the Holders' Meeting and Management Committee deliberate on matters related to them. No single holder can significantly influence the decisions of the Holders' Meeting and the Management Committee. This ESOP maintains independence from the controlling shareholders, actual controllers, directors, and senior management members in matters such as related operations. Therefore, the Company's controlling shareholders, actual controllers, directors, and senior management members do not constitute a concerted-action relationship with this ESOP.

CHAPTER III SOURCES OF FUNDS AND SHARES FOR THE ESOP

I. Sources of Funds for this ESOP

The sources of funds for this ESOP include employees' legitimate salaries, self-raised funds, and other methods permitted by laws and regulations. The proposed maximum total amount of funds to be raised for this ESOP is RMB39.6822 million, with "units" as the subscription unit, and each unit has a par value of RMB1.00.

The cumulative number of the Company's shares corresponding to the units of shares held by any single holder of this ESOP shall not exceed 1% of the Company's total share capital. The specific number of units of shares held by participants in this ESOP will be determined based on the actual capital contributions made by employees.

II. Sources of Shares for this ESOP

The source of shares for this ESOP consists of the Company's ordinary RMB shares (A shares) repurchased through the Company's dedicated securities account for share repurchases.

On August 24, 2023, the Company convened the 37th meeting of the Third Board of Directors and the 35th meeting of the Third Board of Supervisors, deliberating and approving the Proposal on the Share Repurchase Plan. The Company agreed to use its own funds, not less than RMB50 million (inclusive) and not exceeding RMB100 million (inclusive), to repurchase the Company's issued RMB ordinary shares (A shares) through centralized bidding transactions, with a repurchase price not exceeding RMB31.89 per share (inclusive), for use in ESOPs, equity incentives, or conversion of convertible corporate bonds.

As at November 30, 2023, the Company's share repurchase was completed. The Company actually repurchased 2,627,960 shares through its dedicated securities account for share repurchases via centralized bidding transactions, representing 0.34% of the Company's total share capital at that time. The highest transaction price was RMB20.84 per share, the lowest transaction price was RMB18.51 per share, and the total transaction amount was RMB50,992,711.6 (excluding transaction fees).

This ESOP will acquire the Company's shares held in the Company's dedicated securities account for share repurchases through non-trade transfer within six months after approval by the General Meeting.

III. Pricing Basis and Rationality Explanation for this ESOP

1. Purchase Price

The purchase price for the Company's repurchased shares under this ESOP is RMB15.10 per share. The purchase price shall not be lower than the par value of the Company's shares, and shall not be lower than the higher of the following prices:

- (1) 50% of the average trading price of the Company's shares on the trading day immediately preceding the announcement date of this draft ESOP (total trading value on the preceding trading day/total trading volume on the preceding trading day), which is RMB14.74 per share;
- (2) 50% of the average trading price of the Company's shares for the 60 trading days prior to the announcement of this draft ESOP (calculated as the total share trading value for the preceding 60 trading days divided by the total share trading volume for the preceding 60 trading days), which is RMB15.09 per share.

From the date of this ESOP's announcement until the completion of the transfer of repurchased shares under the plan, if the Company conducts any ex-rights or ex-dividend events, including the capitalization of capital reserves into share capital, distribution of stock dividends, share splits or consolidations, rights issues, or cash dividends, the share purchase price shall be adjusted accordingly.

2. Method for Determining the Purchase Price and Its Rationality

The scope of participants in this ESOP includes the Company's directors (excluding independent directors), senior management members, middle management members, and key technical and business employees. The implementation of this ESOP is conducive to enhancing the cohesion and loyalty among employees and within the Company, retaining outstanding management talent and key technical personnel for the Company, maximizing the Company's organizational talent advantages, and promoting the Company's business development.

This ESOP has established company performance assessments and individual performance assessments. Based on legal compliance, taking into account the Company's operating conditions and industry development, and with a view to achieving effective incentives for participants at a reasonable cost, the Company has determined that the purchase price for the Company's repurchased shares under this ESOP is RMB15.10 per share, which is 50% of the average trading price of the Company's shares for 60 trading days prior to the announcement of this ESOP draft. This pricing is fundamentally aimed at the Company's long-term development, retaining outstanding management talent and key technical personnel, and safeguarding shareholders' interests. It is based on confidence in the Company's future development prospects and recognition of its intrinsic value to ensure the realization of the Company's future development strategies and operational goals, while also aiming to provide reasonable incentives to participants at a reasonable cost.

In summary, this pricing is rational and scientific, and does not harm the interests of the Company and all shareholders.

IV. Scale and Share Allocation of this ESOP

Calculated based on the maximum total capital of this ESOP and the determined subscription price, the shareholding scale of this ESOP shall not exceed 2,627,960 shares, accounting for 0.29% of the Company's total share capital. The final number of shares held will be subject to actual implementation.

After the implementation of this ESOP, the total number of shares held under all effective ESOPs of the Company shall not cumulatively exceed 10% of the Company's total share capital, and the total number of shares corresponding to the shareholding rights obtained by any single employee shall not cumulatively exceed 1% of the Company's total share capital.

The total number of shares held under this ESOP shall not include shares acquired by employees prior to the Company's initial public offering and listing, shares purchased by employees on the secondary market, or shares acquired through equity incentive plans. The final purchase of the underlying shares is currently uncertain, and the final number of shares held will be subject to actual implementation.

CHAPTER IV TERM, LOCK-UP PERIOD, VESTING, AND PERFORMANCE ASSESSMENT MECHANISM OF THE ESOP

I. Term of this ESOP

1. The term of this ESOP shall be 60 months, commencing from the date on which the Company announces the transfer of the final tranche of underlying shares to the ESOP. If the term expires and is not extended, this ESOP shall automatically terminate.
2. One month prior to the expiration of the term of this ESOP, its term may be extended with the consent of holders representing more than 50% (excluding 50%) of the units of shares held by participants attending the ESOP holders' meeting, and upon submission to and approval by the Company's Board of Directors.
3. If, due to special circumstances such as a suspension of the Company's shares or a short window period, the Company shares held under this ESOP cannot be fully liquidated before the expiration of its term, the term of the ESOP may be extended with the consent of holders representing more than 50% (excluding 50%) of the units of shares held by participants attending the ESOP holders' meeting, and upon submission to and approval by the Company's Board of Directors.
4. The Listed Company shall disclose a cautionary announcement six months before the expiration of the ESOP's term, stating the number of shares held by the soon-to-expire ESOP and their proportion of the Company's total share capital.

5. The Listed Company shall, no later than the expiration of this ESOP's term, disclose the number of Company shares held by the expiring ESOP, their proportion of the Company's total share capital, and the disposal arrangements after expiration. If an extension is planned, the differences compared with the Plan prior to the extension shall be explained in detail, item by item, in accordance with the disclosure requirements set out in Article 6.6.7 of the Guidelines for Self-discipline Regulation No. 1. The corresponding review procedures and disclosure obligations shall be carried out in accordance with the provisions of the ESOP.

II. Lock-up Period of this ESOP

1. The lock-up period for this ESOP shall be 12 months, calculated from the date on which the Company announces the transfer of the last tranche of underlying shares to the ESOP. During the lock-up period, shares derived from situations such as stock dividends, capitalization of capital reserves, rights issues, or conversion of convertible bonds occurring in the Company shall also comply with the aforementioned share lock-up arrangements.
2. No transactions shall be conducted under this ESOP during the lock-up period.
3. After the lock-up period expires, the Management Committee will choose an opportune time to sell the underlying shares held, based on market conditions, or, in accordance with the vesting and performance assessment arrangements of this ESOP, transfer the underlying shares corresponding to the currently exercisable ESOP units of shares to the holders through non-trading transfer.
4. This ESOP shall strictly abide by market trading rules and comply with the regulations of the CSRC and the SZSE regarding the prohibition of trading shares during sensitive information periods. The Company's shares shall not be bought or sold during the following periods:
 - (1) Within 15 days before the announcement of the Company's annual report or semi-annual report; if the announcement date of the annual report or semi-annual report is postponed due to special reasons, the period shall commence 15 days prior to the original scheduled announcement date and end one day before the announcement date;
 - (2) Within five days before the announcement of the Company's quarterly report, performance forecast, or express performance report;
 - (3) From the date of occurrence of a major event that may have a significant impact on the trading price of the Company's shares and their derivative products, or from the date when such event enters the decision-making process, until the date of its lawful disclosure;

(4) Other periods stipulated by the CSRC and the SZSE.

If relevant laws, administrative regulations, departmental rules, or regulatory documents regarding the aforementioned prohibition period for trading Company shares change in the future, the latest provisions shall apply.

III. Vesting Arrangements for this ESOP

After the lock-up period of this ESOP expires, the Management Committee shall vest the underlying share rights corresponding to the ESOP to the holders in three tranches: 30%, 30%, and 40%. The first vesting period shall be 12 months after the non-trading transfer of repurchased shares to the ESOP; the second vesting period shall be 24 months after the non-trading transfer of repurchased shares to the ESOP; and the third vesting period shall be 36 months after the non-trading transfer of repurchased shares to the ESOP.

IV. Performance Assessment Mechanism for this ESOP

1. *Company-level Performance Assessment Indicators*

The assessment years corresponding to this ESOP are the three fiscal years from 2026 to 2028. Each fiscal year will be assessed once, and the Company-level performance assessment targets for each year are as shown in the table below:

Vesting Period	Corresponding Assessment Year	Company's Operating Revenue Growth Rate for the Assessment Year (A)	
		Target Value (Am)	Trigger Value (An)
First Vesting Period	2026	Based on the operating revenue of 2025, the operating revenue growth rate for 2026 shall not be less than 20%	Based on the operating revenue of 2025, the operating revenue growth rate for 2026 shall not be less than 16%
Second Vesting Period	2027	Based on the operating revenue of 2025, the operating revenue growth rate for 2027 shall not be less than 40%	Based on the operating revenue of 2025, the operating revenue growth rate for 2027 shall not be less than 32%
Third Vesting Period	2028	Based on the operating revenue of 2025, the operating revenue growth rate for 2028 shall not be less than 60%	Based on the operating revenue of 2025, the operating revenue growth rate for 2028 shall not be less than 48%

Assessment Indicators	Performance Achievement	Company-level Vesting Ratio (X)
The Company's Operating Revenue Growth Rate for Each Assessment Year (A)	$A \geq A_m$	$X = 100\%$
	$A_m \leq A < A_m$	$X = A/A_m * 100\%$
	$A < A_m$	$X = 0$

Note:

1. The aforementioned “operating revenue” shall be based on the data stated in the Company’s audit report for the respective fiscal year.
2. The above-mentioned performance assessment targets do not constitute a performance forecast or a substantive commitment by the Company to investors.

If the Company-level performance fails to meet the assessment conditions, all or part of the underlying shares corresponding to all holders in the respective vesting period shall not vest. The unvested equity in these underlying shares shall be reclaimed by the Management Committee of this ESOP or deferred to the next assessment and vesting period.

If the Management Committee decides to reclaim the shares, it will choose an opportune time to sell these underlying shares after the lock-up period expires, and return the proceeds to the holders based on the lower of the actual sale price of the underlying shares corresponding to that unit and the original capital contribution corresponding to that unit. If there is still a profit after returning the proceeds to the holders, such profit shall belong to the Company.

If the Management Committee decides to defer the assessment, the underlying shares corresponding to the unvested units of shares from that period shall be deferred and combined with the next period’s assessment. If the performance still cannot fully vest by the next assessment period, the corresponding rights shall not vest and shall be reclaimed by the Management Committee. The Management Committee will then choose an opportune time to sell these underlying shares after the lock-up period expires, and return the proceeds to the holders based on the lower of the actual sale price of the underlying shares corresponding to that unit and the original capital contribution corresponding to that unit. If there is still a profit after returning the proceeds to the holders, such profit shall belong to the Company.

2. *Individual Performance Assessment Metrics*

This ESOP assesses individual performance metrics, and the individual performance assessment results for holders are divided into five grades: S, A, B, C, and D. The assessment of individual holders shall be implemented in accordance with the Company’s internal assessment policies. The holders’ individual performance assessment vesting coefficient shall be determined according to the performance assessment vesting coefficient corresponding to the assessment results in the table below:

Performance Assessment Metrics		Individual Performance Assessment Result				
Corresponding Grade		S	A	B	C	D
Individual Performance Assessment	100%			0		
Vesting Coefficient (P)						

If the Company-level performance assessment is met, the actual vested equity units of shares for the holder in that year = Number of underlying stock equity units of shares of the ESOP for the current period held by the holder × Company-level vesting ratio (X) × Individual performance assessment vesting coefficient (P).

For the portion of planned vested units of shares for the holder in the corresponding assessment year that cannot vest due to individual performance assessment reasons, the Management Committee may transfer the reclaimed ESOP units of shares to designated transferees qualified to participate in this ESOP; if there are no transferees qualified to participate in this ESOP, the Management Committee shall sell the shares at an opportune time. After the sale, the lower of the initial contribution plus interest calculated at the bank's benchmark lending rate (LPR) for the same period and the sale proceeds shall be returned to the holders. Any remaining funds (if any) shall be jointly enjoyed by the holders participating in this ESOP or shall belong to the Company; alternatively, the Management Committee shall decide on the disposal of the corresponding underlying shares through other methods permitted by laws and regulations.

CHAPTER V MANAGEMENT MODEL OF THE ESOP

The General Meeting is the highest authority of the Company, responsible for reviewing and approving the ESOP. The Company's Board of Directors and its Remuneration and Appraisal Committee are responsible for drafting and amending the Plan, and the Board of Directors shall handle matters related to the Plan within the scope of authorization granted by the General Meeting. Any changes, termination, extension of the term, or early termination of the ESOP must be approved by a resolution of the holders' meeting and then submitted to the Board of Directors for review and approval.

The holders' meeting is the internal highest management authority of this ESOP, and it is composed of all holders of this ESOP. The holders' meeting shall elect a Management Committee and authorize it to act as the managing party responsible for the daily administration of this ESOP. After the establishment of the ESOP, this ESOP shall be self-managed by the Company.

I. Holders' Meeting

The holders' meeting is the internal highest management authority of the ESOP. All holders have the right to attend the holders' meeting. Holders may attend the holders' meeting in person and vote, or they may entrust a proxy to attend and vote on their behalf. Travel expenses, accommodation fees, and other costs incurred by holders and their proxies for attending the holders' meeting shall be borne by the holders themselves.

1. The following matters require a holders' meeting for deliberation:
 - (1) Election and removal of Management Committee members;
 - (2) Changes, termination, or extension of the term of the ESOP;
 - (3) During the existence of the ESOP, when the Company raises funds through rights issues, additional offerings, convertible bonds, or other means, the Management Committee shall submit to the holders' meeting for deliberation whether to participate and the financing solutions;
 - (4) Deliberation and revision of the Administration Measures;
 - (5) Authorizing the Management Committee to supervise the daily administration of the ESOP;
 - (6) Authorizing the Management Committee to propose extending the term of the ESOP;
 - (7) Authorizing the Management Committee to exercise shareholder rights other than voting rights;
 - (8) Authorizing the Management Committee to be responsible for the liquidation and asset distribution of the ESOP;
 - (9) Other matters that the Management Committee deems necessary for deliberation by the holders' meeting.
2. The first holders' meeting shall be convened and chaired by the Company's Secretary of the Board of Directors or a designated person. Subsequent holders' meetings shall be convened by the Management Committee and chaired by the Director of the Management Committee. If the Director of the Management Committee is unable to perform their duties, they shall designate a Management Committee member to chair the meeting.
3. When convening a holders' meeting, the Management Committee shall deliver written notice of the meeting to all holders at least three days in advance, via direct delivery, mail, fax, email, or other means. The written meeting notice shall include at least the following contents:
 - (1) Time and place of the meeting;
 - (2) Method of convening the meeting;

- (3) Matters to be deliberated (meeting proposals);
- (4) Conveners and chairs of the meeting, proposers of extraordinary meetings, and their written proposals;
- (5) Meeting materials necessary for voting at the meeting;
- (6) Requirements for holders to attend in person or entrust other holders to attend on their behalf;
- (7) Contact person and contact information;
- (8) Date of dispatch of the notice.

In case of emergency, a holders' meeting may be convened by oral notice. An oral notice shall include at least the contents of items (1) and (2) mentioned above, as well as an explanation of the urgent need to convene a holders' meeting as soon as possible due to the emergency.

4. Voting Procedures for Holders' Meetings

- (1) After each proposal has been fully discussed, the chairperson shall duly call upon the attending holders to vote. The chairperson may also decide to put all proposals to a vote by the attending holders collectively after all discussions are concluded. The voting method shall be by written ballot.
- (2) Holders of this ESOP shall have voting rights commensurate with their respective shares held.
- (3) The voting intentions of the holders shall be classified as for, against or abstention. Attending holders shall choose one of the aforementioned intentions. Failure to make a choice, or choosing more than one intention simultaneously, shall be considered an abstention; leaving the meeting midway without returning and without making a choice shall also be considered an abstention. Ballots that are left blank, incorrectly filled, illegible, or not cast shall all be considered abstentions. If a holder votes after the chairperson announces the voting results or after the stipulated voting deadline, their vote shall not be counted.
- (4) The chairperson shall announce the on-site voting results immediately. Each proposal shall be considered passed and constitute a valid resolution of the holders' meeting if it receives the approval of holders representing more than 50% (excluding 50%) of the shares held by those attending the meeting.

- (5) If a resolution of the holders' meeting requires review by the Company's Board of Directors and the General Meeting, it shall be submitted for review by the Company's Board of Directors and the General Meeting in accordance with the provisions of the Articles of Association.
- (6) The chairperson shall be responsible for arranging personnel to keep records of the holders' meeting.

5. Holders who individually or collectively hold more than 30% of the ESOP units of shares may propose convening a holders' meeting. A holders' meeting shall not be held unless attended by holders representing more than 1/2 of the total shares of the ESOP.

II. Management Committee

- 1. The ESOP shall establish a Management Committee to conduct daily management of the ESOP and exercise shareholder rights on behalf of the holders. Members of the Management Committee shall be elected by the general holders' meeting. When there is a change in the members of the Management Committee, a new election shall be held by the general holders' meeting, approved by more than 1/2 of the effective voting rights held by the holders (or their proxies) attending the holders' meeting.
- 2. The Management Committee shall consist of three members, with one director. The Director of the Management Committee shall be elected by a majority vote of all members of the Management Committee. The term of office for Management Committee members shall be the term of the ESOP.
- 3. Members of the Management Committee shall abide by laws, administrative regulations, and the provisions of the Administrative Measures, and owe the following fiduciary duties to the ESOP:
 - (1) Not to take advantage of their positions to accept bribes or other illegal income, nor to embezzle the assets of the ESOP;
 - (2) Not to misappropriate funds of the ESOP;
 - (3) Not to open accounts in their own names or other individuals' names to deposit assets or funds of the ESOP without the consent of the Management Committee;
 - (4) Not to lend funds of the ESOP to others or provide guarantees for others using the assets of the ESOP without the consent of the holders' meeting;
 - (5) Not to use their positions to harm the interests of the ESOP; and

(6) Other obligations stipulated by laws, administrative regulations, departmental rules, and the Administrative Measures.

If a member of the Management Committee breaches their duty of loyalty and causes losses to the ESOP, they shall be liable for compensation.

4. The Management Committee shall perform the following duties:

- (1) Convening holders' meetings and executing resolutions passed at holders' meetings;
- (2) Representing all holders in the daily administration of the ESOP (including but not limited to managing the ESOP's securities and capital accounts, deciding on the transfer and sale of shares, and collecting stock dividends, etc.);
- (3) Exercising shareholder rights other than voting rights on behalf of all holders;
- (4) Managing the distribution of proceeds from the ESOP;
- (5) Deliberating and determining distribution/redistribution plans for forfeited subscription shares, shares recovered due to failure to meet performance targets, personnel changes, or other reasons, in accordance with the ESOP;
- (6) Deciding on matters related to the disqualification of holders and the disposition of shares held by disqualified holders, including adding holders, changing holder shareholdings, etc., in accordance with the ESOP;
- (7) Handling the bookkeeping, changes, and inheritance registration of the ESOP units of shares;
- (8) Formulating and executing plans for the ESOP to participate in the Company's additional offerings, rights issues, or issuance of convertible bonds and other refinancing matters during its term;
- (9) Making decisions on special matters not listed above during the term of the ESOP;
- (10) Signing relevant documents on behalf of all holders;
- (11) Other duties authorized by the holders' meetings; and
- (12) Other duties to be performed by the Management Committee as stipulated in the draft ESOP and relevant laws and regulations.

5. The Director of the Management Committee shall exercise the following powers:
 - (1) Presiding over holders' meetings and convening and presiding over Management Committee meetings;
 - (2) Supervising and inspecting the implementation of resolutions passed at holders' meetings and Management Committee meetings; and
 - (3) Other powers granted by the Management Committee.
6. The Management Committee shall hold irregular meetings, convened by the Director of the Management Committee, with all Management Committee members to be notified three days prior to the meeting. If all Management Committee members unanimously agree on the matters to be voted upon, meetings can be convened and votes can be cast via means of communication.

With the consent of all members, the aforementioned notification period may be waived. In urgent situations where an emergency meeting of the Management Committee needs to be convened promptly, notice of the meeting may be issued at any time by telephone or other verbal means, but the convener shall provide an explanation at the meeting.
7. Any member of the Management Committee may propose to convene an extraordinary meeting of the Management Committee. The Director of the Management Committee shall convene and preside over a Management Committee meeting within five days of receiving such a proposal.
8. A Management Committee meeting shall require the attendance of more than half of its members to be held. Resolutions of the Management Committee must be approved by more than half of all Management Committee members. Voting on Management Committee resolutions shall be conducted on a one-person, one-vote basis.
9. Resolutions of the Management Committee shall be voted on by recorded ballot. Management Committee meetings may be conducted and resolutions adopted via fax, provided that Management Committee members are afforded full opportunity to express their views, and such resolutions shall be signed by the participating Management Committee members.

10. Management Committee meetings shall be attended by the Management Committee members in person. If a Management Committee member is unable to attend for any reason, they may authorize another Management Committee member in writing to attend on their behalf. The power of attorney shall specify the name of the proxy, the matters to be represented, the scope of authorization, and the validity period, and shall be signed or sealed by the principal. The Management Committee member attending by proxy shall exercise the rights of a Management Committee member within the scope of the authorization. If a Management Committee member fails to attend a Management Committee meeting and does not appoint a representative to attend, they shall be deemed to have waived their voting rights at that meeting.

11. The Management Committee shall keep minutes of the decisions made on matters discussed at the meeting, and the members of the Management Committee attending the meeting shall sign the minutes.

III. Rights and Obligations of the Company

1. *Rights of the Company*

- (1) If a holder severely harms the Company's interests or reputation through actions such as violating laws, breaching professional ethics, divulging Company secrets, negligence, or dereliction of duty, the Company may disqualify the holder from this ESOP, and their corresponding shares shall be transferred in accordance with the relevant provisions of this ESOP;

- (2) Withholding and remitting relevant taxes and fees payable by this ESOP in accordance with national tax regulations; and

- (3) Other rights stipulated by laws, administrative regulations, and this ESOP.

2. *Obligations of the Company*

- (1) Fulfilling information disclosure obligations regarding this ESOP truthfully, accurately, completely, and timely;

- (2) Opening and closing relevant accounts for this ESOP in accordance with relevant regulations; and

- (3) Other obligations stipulated by laws, administrative regulations, and this ESOP.

IV. Rights and Obligations of Holders**1. *The rights of holders are as follows:***

- (1) Enjoying the rights and interests of the assets of this ESOP in proportion to the shares held;
- (2) Attending or appointing a proxy to attend holders' meetings and exercising corresponding voting rights;
- (3) Supervising the management of this ESOP, and offering suggestions or inquiries; and
- (4) Other rights stipulated by laws, administrative regulations, departmental rules, and this ESOP.

2. *The obligations of holders are as follows:*

- (1) Complying with relevant provisions of laws, administrative regulations, departmental rules, and this ESOP;
- (2) Paying subscription funds according to the subscribed shares and methods of this ESOP;
- (3) Bearing the investment risks of this ESOP in proportion to the shares held;
- (4) Complying with the management rules of the ESOP and effective resolutions of holders' meetings;
- (5) During the term of this ESOP, unless otherwise provided by the Plan, the shares held by holders shall not be used as collateral, to repay debts, or for other similar dispositions;
- (6) Not requesting distribution of the assets of this ESOP during its term;
- (7) Waiving voting rights for Company shares indirectly held due to participation in this ESOP;
- (8) Keeping all secrets during the implementation of this ESOP, except for information disclosed by the Company in accordance with the law; and
- (9) Other obligations stipulated by laws, administrative regulations, and this ESOP.

V. Matters Authorized by the General Meeting to the Board of Directors

The General Meeting authorizes the Board of Directors to fully handle specific matters related to this ESOP within the scope of relevant laws, regulations, and normative documents, including but not limited to the following:

1. Authorizing the Board of Directors to be responsible for amending this ESOP;
2. Authorizing the Board of Directors to implement this ESOP, including but not limited to plan design and specific implementation of the allocation scheme;
3. Authorizing the Board of Directors to handle the modification and termination of this ESOP, including but not limited to disqualifying holders in accordance with the provisions of this ESOP, and early termination of this ESOP;
4. Authorizing the Board of Directors to make decisions regarding the extension of the term of this ESOP;
5. Authorizing the Board of Directors to handle all matters related to the transfer, lock-up, unlock, and vesting of shares purchased under this ESOP;
6. Authorizing the Board of Directors to interpret the draft of this ESOP;
7. Authorizing the Board of Directors to change the participants and determination criteria of this ESOP;
8. Authorizing the Board of Directors to sign contracts and agreements related to this ESOP;
9. If, after this ESOP is approved by the General Meeting, relevant laws, regulations, and policies change within the implementation period, the Company's Board of Directors is authorized to make corresponding adjustments to the ESOP in accordance with the new policies; and
10. Handling other matters related to this ESOP within the scope permitted by laws, regulations, relevant normative documents, and the Articles of Association, except for rights explicitly stipulated in relevant documents to be exercised by the General Meeting.

The above authorizations shall be valid from the date of approval by the Company's General Meeting until the completion of the implementation of this ESOP.

CHAPTER VI ASSET COMPOSITION AND RIGHTS AND INTERESTS DISPOSAL METHODS OF THE ESOP

I. Asset Composition of this ESOP

1. *Rights and Interests Corresponding to the Company's Shares*

Holders under this ESOP shall indirectly hold rights corresponding to the Company's shares by contributing funds to subscribe to the ESOP through legal compensation, self-raised funds, and other methods permitted by laws and regulations.

2. *Cash Deposits and Accrued Interest*

The assets of this ESOP shall be independent of the Listed Company's inherent assets, and the Listed Company shall not entrust the assets of the ESOP to be included in its inherent assets. Assets and income obtained from the management, utilization, or other circumstances of the ESOP shall be included in the assets of the ESOP.

3. *Company Cash Dividends, Bond Interest Payments, Bonus Shares, and Capitalization of Capital Reserves*

During the lock-up period, rights obtained under this ESOP through the Company's cash dividends, bond interest payments, bonus shares, capitalization of capital reserves, etc., shall be locked up together with the Plan and shall not be sold in the secondary market or transferred by other means. The lock-up period for such rights shall be the same as that of the ESOP.

II. Disposal of Holders' Rights and Interests

1. During the term of the Plan, unless otherwise stipulated by laws, administrative regulations, or departmental rules, the ESOP units of shares or rights and interests held by participants shall not be mortgaged, pledged, used as collateral, used to repay debts, or subject to other similar dispositions.
2. During the term of the Plan, the ESOP units of shares or rights and interests held by participants shall not be transferred without the consent of the Management Committee. Any unauthorized transfer without consent shall be invalid.
3. Unless otherwise stipulated in this ESOP or explicitly required by relevant laws, after the last batch of underlying shares of the Company is transferred to the name of this ESOP, the corresponding rights and interests of this ESOP shall be handled under the following circumstances:

- (1) If circumstances arise where relevant rights and interests stipulated in this ESOP need to be reclaimed by the Management Committee, the Management Committee shall have the right to reallocate such shares to other eligible employees.
- (2) If a participant fails to pay the subscription funds on time and in full, they shall automatically forfeit the corresponding subscription rights, and the Management Committee may adjust the list of participants and their subscription shares based on the employees' actual payment status.

4. During the term of the Plan, if any of the following circumstances occur, the disposal methods for the ESOP units of shares held by participants are as follows:

- (1) The participant's position changes, but they remain employed by the Company or its branches or controlled subsidiaries. Shares for which the lock-up period has expired and personal performance assessment conditions have been met shall remain unchanged. The Management Committee has the right to adjust the awarded but unvested ESOP units of shares held by the participant based on the actual situation, and has the right to require the participant to be assessed according to the assessment requirements corresponding to their changed position.

If an incentive object cannot hold a position in the Company's ESOP due to serving as an independent director or other organizational transfers, the Management Committee shall revoke the participant's eligibility to participate in this ESOP and reclaim the unvested rights and interests held by the participant at that time. The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed plus interest calculated at the prevailing LPR or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company.

- (2) If a participant experiences any of the following circumstances, starting from the date such circumstance occurs, the Management Committee shall revoke the participant's eligibility to participate in the ESOP and reclaim the unvested rights and interests held by the participant at that time. The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed plus interest calculated at the prevailing LPR or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company. Shares for which the lock-up period

has expired and vesting conditions have been met shall remain unchanged and must be held until the current shares are sold and converted into cash, after which a liquidation and exit will occur, and the participant will exit according to the amount allocated in proportion to their holding.

- ① The participant reaches the statutory retirement age and does not continue to work for the Company after retirement;
- ② The participant loses working capacity (due to work-related or non-work-related reasons) and terminates the labor/employment relationship with the Company;
- ③ The participant voluntarily resigns or terminates the labor/employment relationship with the Company by mutual agreement;
- ④ The participant dies or is declared dead (due to work-related or non-work-related reasons);
- ⑤ The participant's employment relationship is terminated due to Company layoffs or other reasons;
- ⑥ The Company terminates or rescinds an employment contract (including but not limited to labor contracts, service contracts, or other employment-relationship-forming contracts) signed with the participant;
- ⑦ Other circumstances determined by the Company not to have a negative impact on the Company.

(3) If any of the following circumstances occur, starting from the date such circumstance occurs, the Management Committee shall revoke the participant's eligibility to participate in the ESOP and reclaim all shares held by the participant (except for "shares that have been vested and for which the corresponding sale proceeds have been actually paid to the individual participant"). The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company. If the Company incurs losses, the holder shall prioritize compensating the Company for such losses, and the Company shall have the right to demand the holder return all benefits obtained from this ESOP, depending on the severity of the circumstances.

- ① The holder violates relevant national laws, administrative regulations, or the Articles of Association, causing economic losses to the Company;
- ② The holder causes damage to the Company due to illegal, disciplinary, or irregular conduct such as bribery, demanding bribes, embezzlement, theft, or disclosure of business and technical secrets;
- ③ The holder maliciously resigns;
- ④ The holder harms the Company's interests by working/part-time working for a competitor, engaging in business competition with the Company, or violating non-compete commitments;
- ⑤ Unauthorized or disguised transfer of contributions without the consent of the Shareholding Platform Management Committee;
- ⑥ The holder's employment relationship with the Company is terminated due to violation of company rules and regulations, professional ethics, labor discipline, dereliction of duty or malfeasance, disclosure of company secrets, or other similar acts;
- ⑦ The holder is legally prosecuted for criminal responsibility due to a criminal act;
- ⑧ Other circumstances determined by the Company as having a negative impact on the Company.

(4) If a holder is rehired by the Company after retirement, the units of shares granted to them shall be processed entirely in accordance with the procedures stipulated in this plan prior to their retirement and re-employment.

5. During the lock-up period, holders shall not demand the distribution of rights and interests of the ESOP.

6. If the Company declares dividends during the lock-up period, cash dividends obtained by the ESOP due to its holdings of the Company's shares shall be recorded as monetary assets of the ESOP and shall not be distributed temporarily. After the lock-up period of the ESOP ends and during its term, the Management Committee shall decide whether to distribute them based on the authorization of the holders' meeting.

7. After the lock-up period of this ESOP expires and during its term, the holders' meeting shall decide whether to sell the corresponding units of shares of this ESOP and distribute the proceeds. If distribution is decided, the holders' meeting shall authorize the

Management Committee to distribute the proceeds according to the units of shares held by the holders, after legally deducting relevant taxes and fees.

8. After the lock-up period of this ESOP expires, the Management Committee shall gradually monetize the assets of the ESOP and distribute them to the holders in proportion to their respective units of shares; or the Management Committee shall apply to the registration and settlement company to transfer the underlying shares to the holders' personal accounts in proportion to their respective units of shares, in accordance with the requirements of relevant laws and regulations, for the holders to dispose of independently.
9. In the event of other unagreed matters, the disposal method for the ESOP units of shares held by the holders shall be determined by the Management Committee.

CHAPTER VII MODIFICATION AND TERMINATION OF THE ESOP

I. Modification of this ESOP

Modifications to this ESOP include, but are not limited to, matters such as the holder's contribution method, the method by which holders acquire shares, and the criteria for holder determination. Any modification after the establishment of the ESOP shall require the consent of holders representing more than 50% (excluding 50%) of the shares held by those attending the holders' meeting, and shall be submitted to and approved by the Board of Directors.

II. Termination of this ESOP

1. This ESOP shall automatically terminate if it is not extended after its term expires.
2. During its term, if all Company shares held under this ESOP are sold, this ESOP may be terminated early.
3. Except for the aforementioned circumstances, if this ESOP needs to be terminated early, it shall require the consent of holders representing more than 50% (excluding 50%) of the shares held by those attending the holders' meeting, and can only be implemented after being submitted to and approved by the Company's Board of Directors and then by the General Meeting.

CHAPTER VIII PARTICIPATION OF THE ESOP IN COMPANY FINANCING

During the term of this ESOP, when the Company raises funds through methods such as rights issues, additional share offerings, or convertible bonds, the Management Committee shall discuss whether to participate in the financing and the funding solutions, and then submit it to the holders' meeting for deliberation.

CHAPTER IX ACCOUNTING TREATMENT OF THE ESOP

In accordance with the Accounting Standards for Enterprises No. 11 – Share-based Payments (《企業會計準則第11號——股份支付》): For equity-settled share-based payments in exchange for employee services that become exercisable only upon completion of services during the vesting period or achievement of specified performance conditions, on each balance sheet date within the vesting period, the services obtained in the current period shall be recognized as relevant costs or expenses and capital reserves, based on the best estimate of the number of exercisable equity instruments and at the fair value of the equity instruments at the grant date.

Assuming the Company convenes a General Meeting in March 2026 to review and approve this ESOP, and thereafter, the Company transfers the Company shares held in its dedicated buyback securities account to this ESOP through non-trading transfer or other legally permitted means. According to preliminary calculations, assuming the fair value of a single equity instrument refers to the Company's stock closing price of RMB29.76 per share on the trading day prior to the announcement of this ESOP draft, the total estimated expense to be recognized by the Company is RMB38.5259 million. The estimated amortization of RMB expenses from 2026 to 2029 is calculated as follows:

Total Share-based Payment Expense (RMB10,000)	2026 (RMB10,000)	2027 (RMB10,000)	2028 (RMB10,000)	2029 (RMB10,000)
3,852.59	1,872.79	1,284.20	609.99	85.61

Note: The final impact of the above on the Company's operating results shall be subject to the annual audit report issued by the accounting firm.

Without considering the impact of this RMB on the Company's performance, the amortization of the RMB expenses will affect the net profit of each year within its effective period. If the positive impact of this RMB on the Company's operation and development is considered, this RMB will effectively motivate the Company's employees, improve operational efficiency, and promote the Company's proactive, stable, and sustainable development.

CHAPTER X PROCEDURES FOR IMPLEMENTING THE ESOP

1. The Company's Board of Directors and its Remuneration and Appraisal Committee shall be responsible for drafting the ESOP and its summary, and submitting it to the Board of Directors for deliberation after fully soliciting employees' opinions through the Employee Representative Conference.
2. The Board of Directors shall review and approve this ESOP draft and its summary. Directors intending to participate in the ESOP and directors with related-party relationships with the ESOP shall recuse themselves from voting. If the number of non-related directors attending the Board meeting is less than three, the draft shall be submitted to the shareholders' meeting for deliberation.
3. The Board of Directors' Remuneration and Appraisal Committee shall be responsible for verifying the list of holders and providing opinions on whether this ESOP is conducive to the Company's sustainable development, whether it harms the interests of the Company and all shareholders, the status of soliciting employee opinions before the Plan's launch, and whether there are instances of forced employee participation through apportionment, mandatory distribution, or other means.
4. Within two trading days after the Board of Directors reviews and approves this ESOP, the Board resolution, ESOP draft and summary, and other relevant documents shall be announced.
5. The Board of Directors shall issue a notice for convening a shareholders' meeting to deliberate on proposals related to this ESOP.
6. The Company shall engage a law firm to issue a legal opinion on whether this ESOP and related matters are lawful and compliant, whether necessary decision-making and deliberation procedures have been followed, and whether information disclosure obligations have been fulfilled in accordance with relevant regulations of the CSRC and stock exchanges. The legal opinion shall be announced before the General Meeting for deliberating the ESOP.
7. Convene a General Meeting to review and approve the ESOP. The General Meeting will adopt a voting method combining on-site voting and online voting. The votes of small and medium investors will be counted separately and publicly disclosed. Shareholders may exercise their voting rights through the aforementioned system during the online voting period. If this ESOP involves related shareholders and other related parties, such related shareholders and other related parties shall abstain from voting. This ESOP can only be implemented after being approved by the Company's General Meeting.
8. Convene an ESOP holders' meeting, elect members of the Management Committee, specify the detailed matters for the implementation of the ESOP, and timely disclose the meeting's proceedings and relevant resolutions.

9. This ESOP shall, within two trading days after the completion of the transfer of the underlying shares to the name of this ESOP, timely disclose the time, quantity, and other relevant information regarding the acquisition of the underlying shares.
10. Other procedures required by the CSRC and stock exchanges.

CHAPTER XI OTHER IMPORTANT MATTERS

1. This ESOP shall become effective from the date of approval by the Listed Company's General Meeting.
2. The review and approval of this ESOP by the Company's Board of Directors and General Meeting do not constitute a commitment by the Company regarding the term of employment for employees. The employment relationship between the Company and the holders shall still be governed by the employment contracts (including but not limited to labor contracts, service contracts, or other employment contracts forming an employment relationship) signed between the Company and the holders.
3. Financial and accounting treatment and taxation issues related to the Listed Company's implementation of this ESOP shall be handled in accordance with laws, regulations, relevant financial regulations, accounting standards, and tax laws.
4. Other than this ESOP, the Company currently has no other ongoing ESOPs. If the Company continues to implement ESOPs in the future, each phase of the ESOP will be independently managed, and each phase of the ESOP will be independently accounted for. There will be no affiliation or concerted action relationship between this ESOP and other ESOPs.
5. Should any provisions in this Plan conflict with relevant national laws, regulations, or administrative rules, then relevant national laws, regulations, and administrative rules shall prevail.
6. The right to interpret this ESOP belongs to the Company's Board of Directors.

Board of Directors of Fibocom Wireless Inc.

February 9, 2026

ADMINISTRATION MEASURES FOR THE 2026 EMPLOYEE STOCK OWNERSHIP PLAN OF FIBOCOM WIRELESS INC.

CHAPTER I GENERAL PROVISIONS

Article 1 The 2026 Employee Stock Ownership Plan (hereinafter referred to as the “ESOP” or the “Plan”) of Fibocom Wireless Inc. (hereinafter referred to as the “Company”): In accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Guidance Opinions on the Pilot Implementation of Employee Stock Ownership Plan by Listed Companies (hereinafter referred to as the “Guidance Opinions”), the Guidelines for Self-discipline Regulation of Listed Companies of Shenzhen Stock Exchange No. 2 – Normative Operation of Listed Companies on ChiNext (hereinafter referred to as the “Guidelines for Self-discipline Regulation No. 2”), and other relevant laws, regulations, normative documents, and the Articles of Association of the Company, the Company has formulated the Administration Measures for the 2026 Employee Stock Ownership Plan of Fibocom Wireless Inc. (hereinafter referred to as the “Administration Measures for the ESOP” or these “Administration Measures”).

CHAPTER II FORMULATION OF THIS ESOP

Article 2 Fundamental Principles of This ESOP

1. *Principle of Legality and Compliance*

The Company implements this ESOP in strict accordance with legal and administrative regulations, which require the Company to disclose true, accurate, and complete information in a timely manner. Insider trading, manipulation of the securities market, and other fraudulent actions through this ESOP are strictly prohibited.

2. *Principle of Voluntary Participation*

This ESOP implemented by the Company adheres to the principle of voluntary participation by employees, with no instances of forced participation through apportionment, mandatory allocation, or other means.

3. *Principle of Self-Assumption of Risks*

Holders of this ESOP are responsible for their own profits and losses, assume their own risks, and have equal rights with other investors.

Article 3 Objectives of This ESOP

1. To improve the mechanism for sharing benefits between employees and owners, achieve consistency in the interests of the Company, shareholders, and employees, promote the shared focus of all parties on the Company's long-term development, and create value for shareholders;
2. To further improve the Company's corporate governance structure, enhance a long-term and effective incentive and restraint mechanism, and ensure the Company's long-term, stable, and healthy development;
3. To deepen the incentive system for the management of the Company's headquarters, its branches and subsidiaries, fully mobilize employee enthusiasm and creativity, attract and retain outstanding management talent, core R&D personnel, and key business personnel, and enhance employee cohesion and the Company's competitiveness.

Article 4 Basis for Determining Holders of This ESOP**1. Legal Basis for Determining Holders**

The holders of this ESOP are determined in accordance with the Company Law, the Securities Law, the Guidance Opinions, the Guidelines for Self-discipline Regulation No. 2, and other relevant laws, regulations, and normative documents, and the Articles of Association. Participants shall participate in this ESOP according to the principles of voluntary participation, legality and compliance, and self-assumption of risks. All holders are employed by the Listed Company (including its branches and subsidiaries) and have signed employment contracts with the Listed Company (including its branches and subsidiaries) (including but not limited to labor contracts, service contracts, or other contracts forming an employment relationship).

2. Basis for Determining Holders by Position

Holders of this ESOP shall meet one of the following criteria:

- (1) The Company's directors (excluding independent directors) and senior management members;
- (2) The Company's middle management members and key technical and business employees.

3. *Individuals with any of the following circumstances cannot be holders of this ESOP:*

- (1) Have been publicly censured or declared an unsuitable candidate by a stock exchange within the last three years;
- (2) Have received administrative penalties from the China Securities Regulatory Commission (CSRC) due to major violations of laws and regulations within the last three years;
- (3) Have, within the last three years, caused serious damage to the Company's interests, reputation, and image due to acts (such as disclosing state or company secrets, corruption, theft, misappropriation, bribery, offering bribes, dereliction of duty, or malfeasance) violating national laws and regulations, or acts violating public order and good customs, professional ethics, and conduct;
- (4) Other circumstances determined by the Board of Directors that prevent one from becoming a holder of this Employee Stock Ownership Plan;
- (5) Other circumstances stipulated by relevant laws, regulations, or normative documents that prevent one from becoming a holder of this ESOP.

Article 5 Scope of Holders of This ESOP

The scope of holders of this ESOP includes the Company's directors (excluding independent directors), senior management members, middle management members, and key technical and business employees. The number of people at initial establishment shall not exceed 269, and the final participants will be determined based on their actual payment status.

Article 6 List of Holders and Allocation of Shares under This ESOP

The maximum total capital for this ESOP is RMB39.6822 million, divided into "units" for subscription and each unit is equal to RMB1. The maximum number of units of shares for this ESOP is 39,682,200. The total number of employees participating in this ESOP at initial establishment shall not exceed 269. Among them, a total of 4 directors and senior management members will participate, namely, Xu Ning, Chen Shijiang, Wang Hongyan and Chen Qihua, with a total number of subscribed units of shares not exceeding 7,100,000, accounting for 17.89% of the total units of shares specified in this ESOP; the number of middle management members and key technical and business employees will not exceed 265, with a total number of subscribed units of shares not exceeding 32,582,200, accounting for 82.11% of the total units of shares specified in this ESOP.

The list of holders and share allocation under this ESOP are as follows:

No.	Name	Position	Maximum Proposed Subscription (10,000 Units)	Percentage of Total Units under the ESOP (%)
1	Xu Ning	Director, Deputy General Manager	710.00	17.89%
2	Chen Shijiang	Deputy General Manager and Secretary of the Board of Directors		
3	Wang Hongyan	Deputy General Manager and Chief Financial Officer		
4	Chen Qihua	Employee Representative Director		
Middle management members and key technical and business employees (not exceeding 265)			3,258.22	82.11%
Total (not exceeding 269)			3,968.22	100.00%

Note: 1. The final number of employees, their names, and subscribed shares participating in this ESOP will be determined based on the employees' actual payment status.

2. The tail difference of the above calculation results is caused by rounding

Upon the implementation of this ESOP, the total number of shares held under all effective ESOPs shall not cumulatively exceed 10% of the Company's total share capital. The cumulative number of underlying shares corresponding to the shares held by any single holder in this ESOP shall not exceed 1% of the Company's total share capital. The total number of shares held under this ESOP shall not include the shares acquired by holders prior to the Company's initial public offering and listing, shares obtained through subscription in the Company's private placement, rights issue, public offering, or convertible bond issuance, shares purchased on the secondary market by holders themselves, shares acquired through equity incentive plans, and stock dividends and bonus shares issued from capital reserves in respect of such shares.

Article 7 Verification of Holders of This ESOP

The Company's Remuneration and Appraisal Committee shall verify the list of holders of this ESOP. The lawyer engaged by the Listed Company shall issue clear opinions on whether the participants, sources of funds and shares, term and scale, and management model of this ESOP are legal and compliant, and whether the necessary review procedures have been performed.

Article 8 Related-Party Relationships and Concerted-Action Relationships of This ESOP

The Company's directors and senior managers Xu Ning, Chen Shijiang, Wang Hongyan, and Chen Qihua plan to participate in the employee stock ownership plan. The aforementioned holders have related-party relationships with this ESOP and shall abstain from voting when the Company's Board of Directors and General Meeting deliberate on proposals related to this ESOP.

The Company's controlling shareholders, actual controllers, directors, and senior management members have no concerted action arrangements with this ESOP. The Holders' Meeting is the highest authority of this ESOP. The Holders' Meeting elects a Management Committee to oversee the daily management of this ESOP. The Company's directors and senior management members, as holders, shall abstain from voting when the Holders' Meeting and Management Committee deliberate on matters related to them. No single holder can significantly influence the decisions of the Holders' Meeting and the Management Committee. This ESOP maintains independence from the controlling shareholders, actual controllers, directors, and senior management members in matters such as related operations. Therefore, the Company's controlling shareholders, actual controllers, directors, and senior management members do not constitute a concerted-action relationship with this ESOP.

Article 9 Sources of Funds for This ESOP

The sources of funds for this ESOP include employees' legitimate salaries, self-raised funds, and other methods permitted by laws and regulations. The proposed maximum total amount of funds to be raised for this ESOP is RMB39.6822 million, with "units" as the subscription unit, and each unit has a par value of RMB1.00.

The cumulative number of the Company's shares corresponding to the units of shares held by any single holder of this ESOP shall not exceed 1% of the Company's total share capital. The specific number of units of shares held by participants in this ESOP will be determined based on the actual capital contributions made by employees.

Article 10 Sources of Shares for This ESOP

The source of shares for this ESOP consists of the Company's ordinary RMB shares (A shares) repurchased through the Company's dedicated securities account for share repurchases.

On August 24, 2023, the Company convened the 37th meeting of the Third Board of Directors and the 35th meeting of the Third Board of Supervisors, deliberating and approving the Proposal on the Share Repurchase Plan. The Company agreed to use its own funds, not less than RMB50 million (inclusive) and not exceeding RMB100 million (inclusive), to repurchase the Company's issued RMB ordinary shares (A shares) through centralized bidding transactions, with a repurchase price not exceeding RMB31.89 per share (inclusive), for use in ESOPs, equity incentives, or conversion of convertible corporate bonds.

As of November 30, 2023, the Company's share repurchase was completed. The Company actually repurchased 2,627,960 shares through its dedicated securities account for share repurchases via centralized bidding transactions, representing 0.34% of the Company's total share capital at that time. The highest transaction price was RMB20.84 per share, the lowest transaction price was RMB18.51 per share, and the total transaction amount was RMB50,992,711.6 (excluding transaction fees).

This ESOP will acquire the Company's shares held in the Company's dedicated securities account for share repurchases through non-trade transfer within six months after approval by the General Meeting.

Article 11 Pricing Basis and Rationality Explanation for This ESOP

1. Purchase Price

The purchase price for the Company's repurchased shares under this ESOP is RMB15.10 per share. The purchase price shall not be lower than the par value of the Company's shares, and shall not be lower than the higher of the following prices:

- (1) 50% of the average trading price of the Company's shares on the trading day immediately preceding the announcement date of this draft ESOP (total trading value on the preceding trading day/total trading volume on the preceding trading day), which is RMB14.74 per share;
- (2) 50% of the average trading price of the Company's shares for the 60 trading days prior to the announcement of this draft ESOP (calculated as the total share trading value for the preceding 60 trading days divided by the total share trading volume for the preceding 60 trading days), which is RMB15.09 per share.

From the date of this ESOP's announcement until the completion of the transfer of repurchased shares under the plan, if the Company conducts any ex-rights or ex-dividend events, including the capitalization of capital reserves into share capital, distribution of stock dividends, share splits or consolidations, rights issues, or cash dividends, the share purchase price shall be adjusted accordingly.

2. Method for Determining the Purchase Price and Its Rationality

The scope of participants in this ESOP includes the Company's directors (excluding independent directors), senior management members, middle management members, and key technical and business employees. The implementation of this ESOP is conducive to enhancing the cohesion and loyalty among employees and within the Company, retaining outstanding management talent and key technical personnel for the Company, maximizing the Company's organizational talent advantages, and promoting the Company's business development.

This ESOP has established company performance assessments and individual performance assessments. Based on legal compliance, taking into account the Company's operating conditions and industry development, and with a view to achieving effective incentives for participants at a reasonable cost, the Company has determined that the purchase price for the Company's repurchased shares under this ESOP is RMB15.10 per share, which is 50% of the average trading price of the Company's shares for 60 trading days prior to the announcement of this ESOP draft. This pricing is fundamentally aimed at the Company's long-term development, retaining outstanding management talent and key technical personnel, and safeguarding shareholders' interests. It is based on confidence in the Company's future development prospects and recognition of its intrinsic value to ensure the realization of the Company's future development strategies and operational goals, while also aiming to provide reasonable incentives to participants at a reasonable cost.

In summary, this pricing is rational and scientific, and does not harm the interests of the Company and all shareholders.

Article 12 Scale and Share Allocation of This ESOP

Calculated based on the maximum total capital of this ESOP and the determined subscription price, the shareholding scale of this ESOP shall not exceed 2,627,960 shares, accounting for 0.29% of the Company's total share capital. The final number of shares held will be subject to actual implementation.

After the implementation of this ESOP, the total number of shares held under all effective ESOPs of the Company shall not cumulatively exceed 10% of the Company's total share capital, and the total number of shares corresponding to the shareholding rights obtained by any single employee shall not cumulatively exceed 1% of the Company's total share capital.

The total number of shares held under this ESOP shall not include shares acquired by employees prior to the Company's initial public offering and listing, shares purchased by employees on the secondary market, or shares acquired through equity incentive plans. The final purchase of the underlying shares is currently uncertain, and the final number of shares held will be subject to actual implementation.

Article 13 Term, Lock-up Period, Vesting, and Performance Assessment Mechanism of This ESOP

(I) Term of This ESOP

1. The term of this ESOP shall be 60 months, commencing from the date on which the Company announces the transfer of the final tranche of underlying shares to this ESOP. If the term expires and is not extended, this ESOP shall automatically terminate.

2. One month prior to the expiration of the term of this ESOP, its term may be extended with the consent of holders representing more than 50% (excluding 50%) of the units of shares held by participants attending this ESOP holders' meeting, and upon submission to and approval by the Company's Board of Directors.
3. If, due to special circumstances such as a suspension of the Company's shares or a short window period, the Company shares held under this ESOP cannot be fully liquidated before the expiration of its term, the term of this ESOP may be extended with the consent of holders representing more than 50% (excluding 50%) of the units of shares held by participants attending this ESOP holders' meeting, and upon submission to and approval by the Company's Board of Directors.
4. The Listed Company shall disclose a cautionary announcement six months before the expiration of this ESOP's term, stating the number of shares held by the soon-to-expire ESOP and their proportion of the Company's total share capital.
5. The Listed Company shall, no later than the expiration of this ESOP's term, disclose the number of Company shares held by the expiring ESOP, their proportion of the Company's total share capital, and the disposal arrangements after expiration. If an extension is planned, the differences compared with the Plan prior to the extension shall be explained in detail, item by item, in accordance with the disclosure requirements set out in Article 6.6.7 of the Guidelines for Self-discipline Regulation No. 1. The corresponding review procedures and disclosure obligations shall be carried out in accordance with the provisions of this ESOP.

(II) Lock-up Period of This ESOP

1. The lock-up period for this ESOP shall be 12 months, calculated from the date on which the Company announces the transfer of the last tranche of underlying shares to this ESOP. During the lock-up period, shares derived from situations such as stock dividends, capitalization of capital reserves, rights issues, or conversion of convertible bonds occurring in the Company shall also comply with the aforementioned share lock-up arrangements.
2. No transactions shall be conducted under this ESOP during the lock-up period.
3. After the lock-up period expires, the Management Committee will choose an opportune time to sell the underlying shares held, based on market conditions, or, in accordance with the vesting and performance assessment arrangements of this ESOP, transfer the underlying shares corresponding to the currently exercisable ESOP units of shares to the holders through non-trading transfer.

4. This ESOP shall strictly abide by market trading rules and comply with the regulations of the CSRC and the SZSE regarding the prohibition of trading shares during sensitive information periods. The Company's shares shall not be bought or sold during the following periods:
 - (1) Within 15 days before the announcement of the Company's annual report or semi-annual report; if the announcement date of the annual report or semi-annual report is postponed due to special reasons, the period shall commence 15 days prior to the original scheduled announcement date and end one day before the announcement date;
 - (2) Within five days before the announcement of the Company's quarterly report, performance forecast, or express performance report;
 - (3) From the date of occurrence of a major event that may have a significant impact on the trading price of the Company's shares and their derivative products, or from the date when such event enters the decision-making process, until the date of its lawful disclosure;
 - (4) Other periods stipulated by the CSRC and the SZSE.

If relevant laws, administrative regulations, departmental rules, or regulatory documents regarding the aforementioned prohibition period for trading Company shares change in the future, the latest provisions shall apply.

(III) Vesting Arrangements for This ESOP

After the lock-up period of this ESOP expires, the Management Committee shall vest the underlying share rights corresponding to this ESOP to the holders in three tranches: 30%, 30%, and 40%. The first vesting period shall be 12 months after the non-trading transfer of repurchased shares to this ESOP; the second vesting period shall be 24 months after the non-trading transfer of repurchased shares to this ESOP; and the third vesting period shall be 36 months after the non-trading transfer of repurchased shares to this ESOP.

(IV) Performance Assessment Mechanism for This ESOP***1. Company-level Performance Assessment Indicators***

The assessment years corresponding to this ESOP are the three fiscal years from 2026 to 2028. Each fiscal year will be assessed once, and the Company-level performance assessment targets for each year are as shown in the table below:

Vesting Period	Corresponding Assessment Year	Company's Operating Revenue Growth Rate for the Assessment Year (A)	
		Target Value (Am)	Trigger Value (An)
First Vesting Period	2026	Based on the operating revenue of 2025, the operating revenue growth rate for 2026 shall not be less than 20%	Based on the operating revenue of 2025, the operating revenue growth rate for 2026 shall not be less than 16%
Second Vesting Period	2027	Based on the operating revenue of 2025, the operating revenue growth rate for 2027 shall not be less than 40%	Based on the operating revenue of 2025, the operating revenue growth rate for 2027 shall not be less than 32%
Third Vesting Period	2028	Based on the operating revenue of 2025, the operating revenue growth rate for 2028 shall not be less than 60%	Based on the operating revenue of 2025, the operating revenue growth rate for 2028 shall not be less than 48%

Assessment Indicators	Performance Achievement	Company-level Vesting Ratio (X)
The Company's Operating Revenue Growth Rate for Each Assessment Year (A)	$A \geq Am$	$X = 100\%$
	$An \leq A < Am$	$X = A/Am*100\%$
	$A < An$	$X = 0$

Note:

1. The aforementioned "operating revenue" shall be based on the data stated in the Company's audit report for the respective fiscal year.
2. The above-mentioned performance assessment targets do not constitute a performance forecast or a substantive commitment by the Company to investors.

If the Company-level performance fails to meet the assessment conditions, all or part of the underlying shares corresponding to all holders in the respective vesting period shall not vest. The unvested equity in these underlying shares shall be reclaimed by the Management Committee of this ESOP or deferred to the next assessment and vesting period.

If the Management Committee decides to reclaim the shares, it will choose an opportune time to sell these underlying shares after the lock-up period expires, and return the proceeds to the holders based on the lower of the actual sale price of the underlying shares corresponding to that unit and the original capital contribution corresponding to that unit. If there is still a profit after returning the proceeds to the holders, such profit shall belong to the Company.

If the Management Committee decides to defer the assessment, the underlying shares corresponding to the unvested units of shares from that period shall be deferred and combined with the next period's assessment. If the performance still cannot fully vest by the next assessment period, the corresponding rights shall not vest and shall be reclaimed by the Management Committee. The Management Committee will then choose an opportune time to sell these underlying shares after the lock-up period expires, and return the proceeds to the holders based on the lower of the actual sale price of the underlying shares corresponding to that unit and the original capital contribution corresponding to that unit. If there is still a profit after returning the proceeds to the holders, such profit shall belong to the Company.

2. Individual Performance Assessment Metrics

This ESOP assesses individual performance metrics, and the individual performance assessment results for holders are divided into five grades: S, A, B, C, and D. The assessment of individual holders shall be implemented in accordance with the Company's internal assessment policies. The holders' individual performance assessment vesting coefficient shall be determined according to the performance assessment vesting coefficient corresponding to the assessment results in the table below:

Performance Assessment Metrics	Individual Performance Assessment Result				
Corresponding Grade	S	A	B	C	D
Individual Performance Assessment Vesting Coefficient (P)	100%			0	

If the Company-level performance assessment is met, the actual vested equity units of shares for the holder in that year = Number of underlying stock equity units of shares of this ESOP for the current period held by the holder \times Company-level vesting ratio (X) \times Individual performance assessment vesting coefficient (P).

For the portion of planned vested units of shares for the holder in the corresponding assessment year that cannot vest due to individual performance assessment reasons, the Management Committee may transfer the reclaimed ESOP units of shares to designated transferees qualified to participate in this ESOP; if there are no transferees qualified to participate in this ESOP, the Management Committee shall sell the shares at an opportune time. After the sale, the lower of the initial contribution plus interest calculated at the bank's benchmark lending rate (LPR) for the same period and the sale proceeds shall be returned to the holders. Any remaining funds (if any) shall be jointly enjoyed by the holders participating in this ESOP or shall belong to the Company; alternatively, the Management Committee shall decide on the disposal of the corresponding underlying shares through other methods permitted by laws and regulations.

CHAPTER III MANAGEMENT MODEL OF THIS ESOP

Article 14 Management Model of This ESOP

The General Meeting is the highest authority of the Company, responsible for reviewing and approving this ESOP. The Company's Board of Directors and its Remuneration and Appraisal Committee are responsible for drafting and amending the Plan, and the Board of Directors shall handle matters related to the Plan within the scope of authorization granted by the General Meeting. Any changes, termination, extension of the term, or early termination of this ESOP must be approved by a resolution of the holders' meeting and then submitted to the Board of Directors for review and approval.

The holders' meeting is the internal highest management authority of this ESOP, and it is composed of all holders of this ESOP. The holders' meeting shall elect a Management Committee and authorize it to act as the managing party responsible for the daily administration of this ESOP. After the establishment of this ESOP, this ESOP shall be self-managed by the Company.

Article 15 Holders' Meeting

The holders' meeting is the internal highest management authority of this ESOP. All holders have the right to attend the holders' meeting. Holders may attend the holders' meeting in person and vote, or they may entrust a proxy to attend and vote on their behalf. Travel expenses, accommodation fees, and other costs incurred by holders and their proxies for attending the holders' meeting shall be borne by the holders themselves.

1. The following matters require a holders' meeting for deliberation:
 - (1) Election and removal of Management Committee members;
 - (2) Changes, termination, or extension of the term of this ESOP;

- (3) During the existence of this ESOP, when the Company raises funds through rights issues, additional offerings, convertible bonds, or other means, the Management Committee shall submit to the holders' meeting for deliberation whether to participate and the financing solutions;
- (4) Deliberation and revision of the Administration Measures for the ESOP;
- (5) Authorizing the Management Committee to supervise the daily administration of this ESOP;
- (6) Authorizing the Management Committee to propose extending the term of this ESOP;
- (7) Authorizing the Management Committee to exercise shareholder rights other than voting rights;
- (8) Authorizing the Management Committee to be responsible for the liquidation and asset distribution of this ESOP;
- (9) Other matters that the Management Committee deems necessary for deliberation by the holders' meeting.

2. The first holders' meeting shall be convened and chaired by the Company's Secretary of the Board of Directors or a designated person. Subsequent holders' meetings shall be convened by the Management Committee and chaired by the Director of the Management Committee. If the Director of the Management Committee is unable to perform their duties, they shall designate a Management Committee member to chair the meeting.
3. When convening a holders' meeting, the Management Committee shall deliver written notice of the meeting to all holders at least three days in advance, via direct delivery, mail, fax, email, or other means. The written meeting notice shall include at least the following contents:
 - (1) Time and place of the meeting;
 - (2) Method of convening the meeting;
 - (3) Matters to be deliberated (meeting proposals);
 - (4) Conveners and chairs of the meeting, proposers of extraordinary meetings, and their written proposals;
 - (5) Meeting materials necessary for voting at the meeting;

- (6) Requirements for holders to attend in person or entrust other holders to attend on their behalf;
- (7) Contact person and contact information;
- (8) Date of dispatch of the notice.

In case of emergency, a holders' meeting may be convened by oral notice. An oral notice shall include at least the contents of items (1) and (2) mentioned above, as well as an explanation of the urgent need to convene a holders' meeting as soon as possible due to the emergency.

4. Voting Procedures for Holders' Meetings

- (1) After each proposal has been fully discussed, the chairperson shall duly call upon the attending holders to vote. The chairperson may also decide to put all proposals to a vote by the attending holders collectively after all discussions are concluded. The voting method shall be by written ballot.
- (2) Holders of this ESOP shall have voting rights commensurate with their respective shares held.
- (3) The voting intentions of the holders shall be classified as for, against or abstention. Attending holders shall choose one of the aforementioned intentions. Failure to make a choice, or choosing more than one intention simultaneously, shall be considered an abstention; leaving the meeting midway without returning and without making a choice shall also be considered an abstention. Ballots that are left blank, incorrectly filled, illegible, or not cast shall all be considered abstentions. If a holder votes after the chairperson announces the voting results or after the stipulated voting deadline, their vote shall not be counted.
- (4) The chairperson shall announce the on-site voting results immediately. Each proposal shall be considered passed and constitute a valid resolution of the holders' meeting if it receives the approval of holders representing more than 50% (excluding 50%) of the shares held by those attending the meeting.
- (5) If a resolution of the holders' meeting requires review by the Company's Board of Directors and the General Meeting, it shall be submitted for review by the Company's Board of Directors and the General Meeting in accordance with the provisions of the Articles of Association.
- (6) The chairperson shall be responsible for arranging personnel to keep records of the holders' meeting.

5. Holders who individually or collectively hold more than 30% of this ESOP units of shares may propose convening a holders' meeting. A holders' meeting shall not be held unless attended by holders representing more than 1/2 of the total shares of this ESOP.

Article 16 Management Committee

1. This ESOP shall establish a Management Committee to conduct daily management of this ESOP and exercise shareholder rights on behalf of the holders. Members of the Management Committee shall be elected by the general holders' meeting. When there is a change in the members of the Management Committee, a new election shall be held by the general holders' meeting, approved by more than 1/2 of the effective voting rights held by the holders (or their proxies) attending the holders' meeting.
2. The Management Committee shall consist of three members, with one director. The Director of the Management Committee shall be elected by a majority vote of all members of the Management Committee. The term of office for Management Committee members shall be the term of this ESOP.
3. Members of the Management Committee shall abide by laws, administrative regulations, and the provisions of the Administration Measures for the ESOP, and owe the following fiduciary duties to this ESOP:
 - (1) Not to take advantage of their positions to accept bribes or other illegal income, nor to embezzle the assets of this ESOP;
 - (2) Not to misappropriate funds of this ESOP;
 - (3) Not to open accounts in their own names or other individuals' names to deposit assets or funds of this ESOP without the consent of the Management Committee;
 - (4) Not to lend funds of this ESOP to others or provide guarantees for others using the assets of this ESOP without the consent of the holders' meeting;
 - (5) Not to use their positions to harm the interests of this ESOP; and
 - (6) Other obligations stipulated by laws, administrative regulations, departmental rules, and the Administration Measures for the ESOP.

If a member of the Management Committee breaches their duty of loyalty and causes losses to this ESOP, they shall be liable for compensation.

4. The Management Committee shall perform the following duties:
 - (1) Convening holders' meetings and executing resolutions passed at holders' meetings;
 - (2) Representing all holders in the daily administration of this ESOP (including but not limited to managing this ESOP's securities and capital accounts, deciding on the transfer and sale of shares, and collecting stock dividends, etc.);
 - (3) Exercising shareholder rights other than voting rights on behalf of all holders;
 - (4) Managing the distribution of proceeds from this ESOP;
 - (5) Deliberating and determining distribution/redistribution plans for forfeited subscription shares, shares recovered due to failure to meet performance targets, personnel changes, or other reasons, in accordance with this ESOP;
 - (6) Deciding on matters related to the disqualification of holders and the disposition of shares held by disqualified holders, including adding holders, changing holder shareholdings, etc., in accordance with this ESOP;
 - (7) Handling the bookkeeping, changes, and inheritance registration of this ESOP units of shares;
 - (8) Formulating and executing plans for this ESOP to participate in the Company's additional offerings, rights issues, or issuance of convertible bonds and other refinancing matters during its term;
 - (9) Making decisions on special matters not listed above during the term of this ESOP;
 - (10) Signing relevant documents on behalf of all holders;
 - (11) Other duties authorized by the holders' meetings; and
 - (12) Other duties to be performed by the Management Committee as stipulated in the draft ESOP and relevant laws and regulations.
5. The Director of the Management Committee shall exercise the following powers:
 - (1) Presiding over holders' meetings and convening and presiding over Management Committee meetings;
 - (2) Supervising and inspecting the implementation of resolutions passed at holders' meetings and Management Committee meetings; and

(3) Other powers granted by the Management Committee.

6. The Management Committee shall hold irregular meetings, convened by the Director of the Management Committee, with all Management Committee members to be notified three days prior to the meeting. If all Management Committee members unanimously agree on the matters to be voted upon, meetings can be convened and votes can be cast via means of communication.

With the consent of all members, the aforementioned notification period may be waived. In urgent situations where an emergency meeting of the Management Committee needs to be convened promptly, notice of the meeting may be issued at any time by telephone or other verbal means, but the convener shall provide an explanation at the meeting.

7. Any member of the Management Committee may propose to convene an extraordinary meeting of the Management Committee. The Director of the Management Committee shall convene and preside over a Management Committee meeting within five days of receiving such a proposal.

8. A Management Committee meeting shall require the attendance of more than half of its members to be held. Resolutions of the Management Committee must be approved by more than half of all Management Committee members. Voting on Management Committee resolutions shall be conducted on a one-person, one-vote basis.

9. Resolutions of the Management Committee shall be voted on by recorded ballot. Management Committee meetings may be conducted and resolutions adopted via fax, provided that Management Committee members are afforded full opportunity to express their views, and such resolutions shall be signed by the participating Management Committee members.

10. Management Committee meetings shall be attended by the Management Committee members in person. If a Management Committee member is unable to attend for any reason, they may authorize another Management Committee member in writing to attend on their behalf. The power of attorney shall specify the name of the proxy, the matters to be represented, the scope of authorization, and the validity period, and shall be signed or sealed by the principal. The Management Committee member attending by proxy shall exercise the rights of a Management Committee member within the scope of the authorization. If a Management Committee member fails to attend a Management Committee meeting and does not appoint a representative to attend, they shall be deemed to have waived their voting rights at that meeting.

11. The Management Committee shall keep minutes of the decisions made on matters discussed at the meeting, and the members of the Management Committee attending the meeting shall sign the minutes.

Article 17 Rights and Obligations of Holders

1. The rights of holders are as follows:
 - (1) Enjoying the rights and interests of the assets of this ESOP in proportion to the shares held;
 - (2) Attending or appointing a proxy to attend holders' meetings and exercising corresponding voting rights;
 - (3) Supervising the management of this ESOP, and offering suggestions or inquiries; and
 - (4) Other rights stipulated by laws, administrative regulations, departmental rules, and this ESOP.
2. The obligations of holders are as follows:
 - (1) Complying with relevant provisions of laws, administrative regulations, departmental rules, and this ESOP;
 - (2) Paying subscription funds according to the subscribed shares and methods of this ESOP;
 - (3) Bearing the investment risks of this ESOP in proportion to the shares held;
 - (4) Complying with this Administration Measures and effective resolutions of holders' meetings;
 - (5) During the term of this ESOP, unless otherwise provided by the Plan, the shares held by holders shall not be used as collateral, to repay debts, or for other similar dispositions;
 - (6) Not requesting distribution of the assets of this ESOP during its term;
 - (7) Waiving voting rights for Company shares indirectly held due to participation in this ESOP;
 - (8) Keeping all secrets during the implementation of this ESOP, except for information disclosed by the Company in accordance with the law; and
 - (9) Other obligations stipulated by laws, administrative regulations, and this ESOP.

Article 18 Matters Authorized by the General Meeting to the Board of Directors

The General Meeting authorizes the Board of Directors to fully handle specific matters related to this ESOP within the scope of relevant laws, regulations, and normative documents, including but not limited to the following:

1. Authorizing the Board of Directors to be responsible for amending this ESOP;
2. Authorizing the Board of Directors to implement this ESOP, including but not limited to plan design and specific implementation of the allocation scheme;
3. Authorizing the Board of Directors to handle the modification and termination of this ESOP, including but not limited to disqualifying holders in accordance with the provisions of this ESOP, and early termination of this ESOP;
4. Authorizing the Board of Directors to make decisions regarding the extension of the term of this ESOP;
5. Authorizing the Board of Directors to handle all matters related to the transfer, lock-up, unlock, and vesting of shares purchased under this ESOP;
6. Authorizing the Board of Directors to interpret the draft of this ESOP;
7. Authorizing the Board of Directors to change the participants and determination criteria of this ESOP;
8. Authorizing the Board of Directors to sign contracts and agreements related to this ESOP;
9. If, after this ESOP is approved by the General Meeting, relevant laws, regulations, and policies change within the implementation period, the Company's Board of Directors is authorized to make corresponding adjustments to this ESOP in accordance with the new policies; and
10. Handling other matters related to this ESOP within the scope permitted by laws, regulations, relevant normative documents, and the Articles of Association, except for rights explicitly stipulated in relevant documents to be exercised by the General Meeting.

The above authorizations shall be valid from the date of approval by the Company's General Meeting until the completion of the implementation of this ESOP.

CHAPTER IV ASSET COMPOSITION AND RIGHTS AND INTERESTS DISPOSAL METHODS OF THIS ESOP

Article 19 Asset Composition of This ESOP

1. *Rights and Interests Corresponding to the Company's Shares*

Holders under this ESOP shall indirectly hold rights corresponding to the Company's shares by contributing funds to subscribe to this ESOP through legal compensation, self-raised funds, and other methods permitted by laws and regulations.

2. *Cash Deposits and Accrued Interest*

The assets of this ESOP shall be independent of the Listed Company's inherent assets, and the Listed Company shall not entrust the assets of this ESOP to be included in its inherent assets. Assets and income obtained from the management, utilization, or other circumstances of this ESOP shall be included in the assets of this ESOP.

3. *Company Cash Dividends, Bond Interest Payments, Bonus Shares, and Capitalization of Capital Reserves*

During the lock-up period, rights obtained under this ESOP through the Company's cash dividends, bond interest payments, bonus shares, capitalization of capital reserves, etc., shall be locked up together with the Plan and shall not be sold in the secondary market or transferred by other means. The lock-up period for such rights shall be the same as that of this ESOP.

Article 20 Disposal of Holders' Rights and Interests

1. During the term of the Plan, unless otherwise stipulated by laws, administrative regulations, or departmental rules, this ESOP units of shares or rights and interests held by participants shall not be mortgaged, pledged, used as collateral, used to repay debts, or subject to other similar dispositions.
2. During the term of the Plan, this ESOP units of shares or rights and interests held by participants shall not be transferred without the consent of the Management Committee. Any unauthorized transfer without consent shall be invalid.

3. Unless otherwise stipulated in this ESOP or explicitly required by relevant laws, after the last batch of underlying shares of the Company is transferred to the name of this ESOP, the corresponding rights and interests of this ESOP shall be handled under the following circumstances:
 - (1) If circumstances arise where relevant rights and interests stipulated in this ESOP need to be reclaimed by the Management Committee, the Management Committee shall have the right to reallocate such shares to other eligible employees.
 - (2) If a participant fails to pay the subscription funds on time and in full, they shall automatically forfeit the corresponding subscription rights, and the Management Committee may adjust the list of participants and their subscription shares based on the employees' actual payment status.
4. During the term of the Plan, if any of the following circumstances occur, the disposal methods for this ESOP units of shares held by participants are as follows:
 - (1) The participant's position changes, but they remain employed by the Company or its branches or controlled subsidiaries. Shares for which the lock-up period has expired and personal performance assessment conditions have been met shall remain unchanged. The Management Committee has the right to adjust the awarded but unvested ESOP units of shares held by the participant based on the actual situation, and has the right to require the participant to be assessed according to the assessment requirements corresponding to their changed position.

If an incentive object cannot hold a position in the Company's ESOP due to serving as an independent director or other organizational transfers, the Management Committee shall revoke the participant's eligibility to participate in this ESOP and reclaim the unvested rights and interests held by the participant at that time. The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed plus interest calculated at the prevailing LPR or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company.

(2) If a participant experiences any of the following circumstances, starting from the date such circumstance occurs, the Management Committee shall revoke the participant's eligibility to participate in this ESOP and reclaim the unvested rights and interests held by the participant at that time. The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed plus interest calculated at the prevailing LPR or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company. Shares for which the lock-up period has expired and vesting conditions have been met shall remain unchanged and must be held until the current shares are sold and converted into cash, after which a liquidation and exit will occur, and the participant will exit according to the amount allocated in proportion to their holding.

- ① The participant reaches the statutory retirement age and does not continue to work for the Company after retirement;
- ② The participant loses working capacity (due to work-related or non-work-related reasons) and terminates the labor/employment relationship with the Company;
- ③ The participant voluntarily resigns or terminates the labor/employment relationship with the Company by mutual agreement;
- ④ The participant dies or is declared dead (due to work-related or non-work-related reasons);
- ⑤ The participant's employment relationship is terminated due to Company layoffs or other reasons;
- ⑥ The Company terminates or rescinds an employment contract (including but not limited to labor contracts, service contracts, or other employment-relationship-forming contracts) signed with the participant;
- ⑦ Other circumstances determined by the Company not to have a negative impact on the Company.

(3) If any of the following circumstances occur, starting from the date such circumstance occurs, the Management Committee shall revoke the participant's eligibility to participate in this ESOP and reclaim all shares held by the participant (except for "shares that have been vested and for which the corresponding sale proceeds have been actually paid to the individual participant"). The Management Committee may transfer the reclaimed ESOP units of shares to a designated transferee qualified to participate in this ESOP; if there is no transferee qualified to participate in this ESOP, the Management Committee shall sell them at an opportune time. After the opportune sale, the participant shall be reimbursed the lower of (i) the amount of capital contributed or (ii) the sale proceeds. Any remaining funds (if any) shall be jointly enjoyed by the participants of this ESOP or shall belong to the Company. If the Company incurs losses, the holder shall prioritize compensating the Company for such losses, and the Company shall have the right to demand the holder return all benefits obtained from this ESOP, depending on the severity of the circumstances.

① The holder violates relevant national laws, administrative regulations, or the Articles of Association, causing economic losses to the Company;

② The holder causes damage to the Company due to illegal, disciplinary, or irregular conduct such as bribery, demanding bribes, embezzlement, theft, or disclosure of business and technical secrets;

③ The holder maliciously resigns;

④ The holder harms the Company's interests by working/part-time working for a competitor, engaging in business competition with the Company, or violating non-compete commitments;

⑤ Unauthorized or disguised transfer of contributions without the consent of the Shareholding Platform Management Committee;

⑥ The holder's employment relationship with the Company is terminated due to violation of company rules and regulations, professional ethics, labor discipline, dereliction of duty or malfeasance, disclosure of company secrets, or other similar acts;

⑦ The holder is legally prosecuted for criminal responsibility due to a criminal act;

⑧ Other circumstances determined by the Company as having a negative impact on the Company.

- (4) If a holder is rehired by the Company after retirement, the units of shares granted to them shall be processed entirely in accordance with the procedures stipulated in this plan prior to their retirement and re-employment.
5. During the lock-up period, holders shall not demand the distribution of rights and interests of this ESOP.
6. If the Company declares dividends during the lock-up period, cash dividends obtained by this ESOP due to its holdings of the Company's shares shall be recorded as monetary assets of this ESOP and shall not be distributed temporarily. After the lock-up period of this ESOP ends and during its term, the Management Committee shall decide whether to distribute them based on the authorization of the holders' meeting.
7. After the lock-up period of this ESOP expires and during its term, the holders' meeting shall decide whether to sell the corresponding units of shares of this ESOP and distribute the proceeds. If distribution is decided, the holders' meeting shall authorize the Management Committee to distribute the proceeds according to the units of shares held by the holders, after legally deducting relevant taxes and fees.
8. After the lock-up period of this ESOP expires, the Management Committee shall gradually monetize the assets of this ESOP and distribute them to the holders in proportion to their respective units of shares; or the Management Committee shall apply to the registration and settlement company to transfer the underlying shares to the holders' personal accounts in proportion to their respective units of shares, in accordance with the requirements of relevant laws and regulations, for the holders to dispose of independently.
9. In the event of other unagreed matters, the disposal method for this ESOP units of shares held by the holders shall be determined by the Management Committee.

CHAPTER V MODIFICATION AND TERMINATION OF THIS ESOP

Article 21 Modification of This ESOP

Modifications to this ESOP include, but are not limited to, matters such as the holder's contribution method, the method by which holders acquire shares, and the criteria for holder determination. Any modification after the establishment of this ESOP shall require the consent of holders representing more than 50% (excluding 50%) of the shares held by those attending the holders' meeting, and shall be submitted to and approved by the Board of Directors.

Article 22 Termination of This ESOP

1. This ESOP shall automatically terminate if it is not extended after its term expires.
2. During its term, if all Company shares held under this ESOP are sold, this ESOP may be terminated early.
3. Except for the aforementioned circumstances, if this ESOP needs to be terminated early, it shall require the consent of holders representing more than 50% (excluding 50%) of the shares held by those attending the holders' meeting, and can only be implemented after being submitted to and approved by the Company's Board of Directors and then by the General Meeting.

Article 23 Participation of This ESOP in Company Financing

During the term of this ESOP, when the Company raises funds through methods such as rights issues, additional share offerings, or convertible bonds, the Management Committee shall discuss whether to participate in the financing and the funding solutions, and then submit it to the holders' meeting for deliberation.

Article 24 Procedures for Implementing This ESOP

1. The Company's Board of Directors and its Remuneration and Appraisal Committee shall be responsible for drafting this ESOP and its summary, and submitting it to the Board of Directors for deliberation after fully soliciting employees' opinions through the Employee Representative Conference.
2. The Board of Directors shall review and approve this ESOP draft and its summary. Directors intending to participate in this ESOP and directors with related-party relationships with this ESOP shall recuse themselves from voting. If the number of non-related directors attending the Board meeting is less than three, the draft shall be submitted to the shareholders' meeting for deliberation.
3. The Board of Directors' Remuneration and Appraisal Committee shall be responsible for verifying the list of holders and providing opinions on whether this ESOP is conducive to the Company's sustainable development, whether it harms the interests of the Company and all shareholders, the status of soliciting employee opinions before the Plan's launch, and whether there are instances of forced employee participation through apportionment, mandatory distribution, or other means.
4. Within two trading days after the Board of Directors reviews and approves this ESOP, the Board resolution, ESOP draft and summary, and other relevant documents shall be announced.

5. The Board of Directors shall issue a notice for convening a shareholders' meeting to deliberate on proposals related to this ESOP.
6. The Company shall engage a law firm to issue a legal opinion on whether this ESOP and related matters are lawful and compliant, whether necessary decision-making and deliberation procedures have been followed, and whether information disclosure obligations have been fulfilled in accordance with relevant regulations of the CSRC and stock exchanges. The legal opinion shall be announced before the General Meeting for deliberating this ESOP.
7. Convene a General Meeting to review and approve this ESOP. The General Meeting will adopt a voting method combining on-site voting and online voting. The votes of small and medium investors will be counted separately and publicly disclosed. Shareholders may exercise their voting rights through the aforementioned system during the online voting period. If this ESOP involves related shareholders and other related parties, such related shareholders and other related parties shall abstain from voting. This ESOP can only be implemented after being approved by the Company's General Meeting.
8. Convene an ESOP holders' meeting, elect members of the Management Committee, specify the detailed matters for the implementation of this ESOP, and timely disclose the meeting's proceedings and relevant resolutions.
9. This ESOP shall, within two trading days after the completion of the transfer of the underlying shares to the name of this ESOP, timely disclose the time, quantity, and other relevant information regarding the acquisition of the underlying shares.
10. Other procedures required by the CSRC and stock exchanges.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 25 This ESOP shall become effective from the date of approval by the Listed Company's General Meeting.

Article 26 The review and approval of this ESOP by the Company's Board of Directors and General Meeting do not constitute a commitment by the Company regarding the term of employment for employees. The employment relationship between the Company and the holders shall still be governed by the employment contracts (including but not limited to labor contracts, service contracts, or other employment contracts forming an employment relationship) signed between the Company and the holders.

Article 27 Financial and accounting treatment and taxation issues related to the Listed Company's implementation of this ESOP shall be handled in accordance with laws, regulations, relevant financial regulations, accounting standards, and tax laws.

Article 28 Other than this ESOP, the Company currently has no other ongoing ESOPs. If the Company continues to implement ESOPs in the future, each phase of this ESOP will be independently managed, and each phase of this ESOP will be independently accounted for. There will be no affiliation or concerted action relationship between this ESOP and other ESOPs.

Article 29 Should any provisions in this Plan conflict with relevant national laws, regulations, or administrative rules, then relevant national laws, regulations, and administrative rules shall prevail.

Article 30 The right to interpret this ESOP belongs to the Company's Board of Directors.

Board of Directors of Fibocom Wireless Inc.

February 9, 2026

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice



Fibocom Wireless Inc.

深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2026 first extraordinary general meeting (the "EGM") of Fibocom Wireless Inc. (the "Company") will be held at 2:30 p.m., Beijing time, on Thursday, March 5, 2026 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC to consider, and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal on the *2026 Employee Stock Ownership Plan (Draft)* and its Summary;
2. To consider and approve the proposal on the *Administration Measures for the 2026 Employee Stock Ownership Plan*;
3. To consider and approve the proposal on proposing to the Shareholders' General Meeting to authorize the Board to handle matters related to the 2026 Employee Stock Ownership Plan.

By order of the Board
Fibocom Wireless Inc.

Zhang Tianyu
Chairman

The PRC, February 9, 2026

As of the date of this notice, the Board of the Company comprises Mr. Zhang Tianyu, Mr. Ying Lingpeng, Mr. Xu Ning and Ms. Chen Qihua as executive directors, Mr. Wang Ning, Ms. Zhao Jing and Mr. Wu Chenggang as independent non-executive directors.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to the Rule 13.39(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on all resolutions at an extraordinary general meeting shall be by way of poll. The poll results of the EGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fibocom.com) in accordance with the requirements of the Listing Rules. For the avoidance of doubt, holders of treasury Shares of the Company, if any, shall abstain from voting at the EGM.
2. The record date for determining the entitlement of the shareholders of the Company (the “**Shareholders**”) to attend and vote at the EGM will be on Thursday, March 5, 2026. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’ Road East, Wanchai, Hong Kong (for H Shareholders), no later than 4:30 p.m., Beijing time, on Friday, 27 February 2026.
3. Any Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If the Shareholder appoints more than one proxy, his/her proxies may only vote by poll.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing. If the Shareholder is a legal entity, then the relevant appointing document must be either under seal or under the hand of its director or attorney duly authorized. If the instrument appointing a proxy is signed by a person duly authorized by the Shareholder, the powers of attorney or other instruments of authorization shall be notarized. For H Shareholders, the aforementioned documents must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’ Road East, Wanchai, Hong Kong as soon as possible but in any event by not later than 24 hours before the time fixed for holding of the EGM (i.e. not later than 2:30 p.m., Beijing time, on Wednesday, March 4, 2026) or any adjournment or postponement thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting(s) if you so wish.
5. Shareholders shall produce their identification documents when attending the EGM.
6. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of any authorization documents issued by such corporate Shareholder.
7. The H share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited and its address is as follows:

Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’ Road East, Wanchai, Hong Kong

8. The registered office of the Company:

Room 1101, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC

Tel: 0755-26520587

Email: zqb@fibocom.com

Contact person: Chen Shijiang (陳仕江)

9. Miscellaneous

The EGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.