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

If you have sold or transferred all your shares in OmniVision Integrated Circuits Group, Inc., 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(s) or transferee(s).

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OMNIVISION®

OmniVision Integrated Circuits Group, Inc.

豪威集成電路(集團)股份有限公司

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

(Stock code: 0501)

- (1) 2025 WORK REPORT OF THE BOARD;**
 - (2) 2025 REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS;**
 - (3) 2025 ANNUAL REPORT AND ITS SUMMARY;**
 - (4) 2025 PROFIT DISTRIBUTION PLAN;**
 - (5) SHAREHOLDERS' RETURN PLAN FOR THE NEXT THREE YEARS (2026–2028);**
 - (6) PROPOSED RE-APPOINTMENT OF THE AUDIT FIRM FOR 2026 FINANCIAL AND INTERNAL CONTROL AUDIT;**
 - (7) PROPOSED PROVISION OF GUARANTEES FOR CONTROLLED SUBSIDIARIES IN 2026;**
 - (8) 2026 COMPREHENSIVE BANK CREDIT LINE AND AUTHORIZATION TO SIGN BANK LOAN RELATED CONTRACTS;**
 - (9) PROPOSED CONFIRMATION OF DIRECTORS' REMUNERATION FOR 2025 AND REMUNERATION PLAN FOR 2026;**
 - (10) PROPOSED CHANGE OF USE AND CANCELLATION OF REPURCHASED SHARES;**
 - (11) PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR;**
 - (12) PROPOSED FORMULATION OF REMUNERATION POLICY OF THE DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY;**
 - (13) PROPOSED FORMULATION OF RESIGNATION POLICY OF THE DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY;**
 - (14) GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES OF THE COMPANY;**
 - (15) GENERAL MANDATE TO REPURCHASE A SHARES AND/OR H SHARES OF THE COMPANY;**
 - (16) PROPOSED CHANGES IN THE REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY;**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING**
-

The notice convening the Annual General Meeting of OmniVision Integrated Circuits Group, Inc. to be held at OmniVision Technology Park, 88 Shangke Road, Pilot Free Trade Zone, Shanghai, PRC on Thursday, May 7, 2026 at 2:00 P.M. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) as soon as possible but in any event not less than 24 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 P.M. on Wednesday, May 6, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspectives of the Listing Rules, the Company shall, upon depositing any treasury Shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.omnivision-group.com).

References to time and dates in this circular are to Hong Kong time and dates.

April 15, 2026

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DEFINITIONS

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

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
“A Shareholder(s)”	holder(s) of our A Share(s)
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at OmniVision Technology Park, 88 Shangke Road, Pilot Free Trade Zone, Shanghai, PRC on Thursday, May 7, 2026 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 84 to 89 of this circular, or any adjournment thereof
“Articles of Association”	the Articles of Association of the Company, as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“China”, “Chinese Mainland” or “PRC”	the People’s Republic of China, but for the purpose of this circular, not including Hong Kong, the Macau Special Administrative Region and Taiwan
“Company”, “our Company” or “the Company”	OmniVision Integrated Circuits Group, Inc. (豪威集成電路(集團)股份有限公司) (previously known as Will Semiconductor Co., Ltd. Shanghai (上海韋爾半導體股份有限公司)), a PRC company established on May 15, 2007, the A Shares of which have been listed on the Shanghai Stock Exchange (Stock Code: 603501), and the H shares of which are listed on the Stock Exchange (stock code: 0501)
“Controlling Shareholders”	Mr. YU Renrong, Shaoxing Weihao Equity Investment Funds Management Partnership (Limited Partnership) (紹興市韋豪股權投資基金合夥企業(有限合夥)), Shanghai Qingen Asset Management Partnership (Limited Partnership)* (上海清恩資產管理合夥企業(有限合夥)), Qingdao Qingen Asset Management Co., Ltd.* (青島清恩資產管理有限公司), and Mr. YU Xiaorong
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“H Share(s)”	shares in the share capital of our Company with a nominal value of RMB1.00 each, which are listed and traded on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	subject to the conditions set out in the proposed resolution approving the Issuance Mandate at the AGM, the general mandate to be given to the Board to, among others, exercise the power of the Company to allot, issue or deal with new A Shares and/or H Shares (which include the sale or transfer of treasury shares, if any) not more than 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM. Details of the Issuance Mandate are set out in special resolution numbered 14 in the notice convening the AGM, which was published on April 15, 2026
“Latest Practicable Date”	April 10, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Date”	January 12, 2026, being the date on which the H Shares were listed on the Stock Exchange
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended from time to time
“Prospectus”	the prospectus of the Company dated December 31, 2025
“Repurchase Mandate”	subject to the conditions set out in the proposed resolution approving the Repurchase Mandate at the AGM, the general mandate to be given to the Board to exercise the power of the Company to repurchase A Shares and/or H Shares of up to a maximum of 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing such resolution. Details of the Repurchase Mandate are set out in special resolution numbered 15 in the notice convening the AGM, which was published on April 15, 2026
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Stock Exchange” or “SSE”	the Shanghai Stock Exchange

DEFINITIONS

“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares
“SSE Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, as amended from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“Treasury Shares”	has the meaning ascribed thereto under the Listing Rules as amended from time to time
“%”	percent

* *For identification purposes only*

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豪威集成電路(集團)股份有限公司

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

(Stock code: 0501)

Executive Directors:

Mr. YU Renrong (*Chairman of the Board*)
Mr. WU Xiaodong
Mr. JIA Yuan
Ms. QIU Huanping

Non-executive Directors:

Mr. LYU Dalong
Ms. CHEN Yu

Independent Non-executive Directors:

Mr. ZHU Liting
Ms. FAN Mingxi
Mr. MOU Lei

Registered office:

7/F, Building C, Block 1
No. 3000 Longdong Avenue
Pilot Free Trade Zone
Shanghai
PRC

Principal Place of Business in Hong Kong:

Room 1912, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

April 15, 2026

To the Shareholders

Dear Sir/Madam,

- (1) 2025 WORK REPORT OF THE BOARD;**
 - (2) 2025 REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS;**
 - (3) 2025 ANNUAL REPORT AND ITS SUMMARY;**
 - (4) 2025 PROFIT DISTRIBUTION PLAN;**
 - (5) SHAREHOLDERS' RETURN PLAN FOR THE NEXT THREE YEARS (2026–2028);**
 - (6) PROPOSED RE-APPOINTMENT OF THE AUDIT FIRM FOR 2026 FINANCIAL AND INTERNAL CONTROL AUDIT;**
 - (7) PROPOSED PROVISION OF GUARANTEES FOR CONTROLLED SUBSIDIARIES IN 2026;**
 - (8) 2026 COMPREHENSIVE BANK CREDIT LINE AND AUTHORIZATION TO SIGN BANK LOAN RELATED CONTRACTS;**
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- AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to, among other things, provide you with the notice of the AGM and the information of certain resolutions to be considered at the AGM, to enable you to make an informed decision on whether to vote for or against such resolutions at the AGM.

2. 2025 WORK REPORT OF THE BOARD

The full text of the 2025 work report of the Directors is set out in Appendix I to this circular.

The 2025 work report of the Directors for 2025 will be proposed at the AGM for consideration and approval by way of an ordinary resolution.

3. 2025 REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The full text of the 2025 report of the independent non-executive Directors is set out in Appendix II to this circular.

The report of the independent non-executive Directors for 2025 will be proposed at the AGM for consideration and approval by way of an ordinary resolution.

4. 2025 ANNUAL REPORT AND ITS SUMMARY

The 2025 Annual Report and its summary will be proposed at the AGM for consideration and approval by way of an ordinary resolution. Please refer to the 2025 Annual Report and its Summary (A Share) and the 2025 Annual Report (H Share) published by the Company.

5. PROFIT DISTRIBUTION PLAN OF 2025

Based on the operating results and financial position of the Company, the Board resolves to propose declaration of an ordinary dividend of RMB1.00 per 10 shares (including tax), totaling RMB125,715,291.20, (calculated based on the Company's total issued Share as at 23 March 2026, less treasury shares, as considered by the Board when passing the resolution) for the year ended December 31, 2025 (“**2025 Final Dividend**”), subject to the approval of Shareholders at the AGM by way of an ordinary resolution. In the event of any changes in the total issued Shares entitled to profit distribution during the implementation of this 2025 Final Dividend, the total dividend amount shall be adjusted based on the total issued Shares entitled to profit distribution as at the record date, in accordance with the principle that the per share distribution amount shall remain unchanged.

The holders of A Shares will be paid in RMB and the holders of H Shares will be paid in Hong Kong dollars. The actual amount of the 2025 Final Dividend to be paid to H Shareholders in Hong Kong dollars will be exchanged by the average benchmark exchange rate between RMB and Hong Kong dollars as announced by the People's Bank of China for the five business days prior to the date of the AGM.

In order to determine the eligibility for the proposed 2025 Final Dividend, the Company's H Shares register of members will be closed from Wednesday, May 13, 2026 to Thursday, May 14, 2026 (both dates inclusive), during which period no transfer of H Shares will be registered. The record date will be Thursday, May 14, 2026. In order to be qualified for the entitlement to the proposed 2025 Final Dividend, all share transfer documents of the Company accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Tuesday, May 12, 2026. The resolution was considered and approved at the Board meeting on March 30, 2026, and is hereby submitted to the AGM for consideration and approval by way of an ordinary resolution.

For information on the share registration date for holders of A Shares, please refer to relevant announcement to be issued by the Company on Shanghai Stock Exchange.

LETTER FROM THE BOARD

6. SHAREHOLDERS' RETURN PLAN FOR THE NEXT THREE YEARS (2026–2028)

The shareholders' return plan for the next three years (2026–2028) is set out in Appendix III of this circular.

This resolution was considered and approved at the Board meeting on March 30, 2026, and is hereby submitted to the AGM for consideration and approval by way of an ordinary resolution.

7. PROPOSED RE-APPOINTMENT OF THE AUDIT FIRM FOR 2026 FINANCIAL AND INTERNAL CONTROL AUDIT

The Board proposed the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP (立信會計師事務所(特殊普通合夥)) as the Company's auditor for the year ended December 31, 2026, and will submit to the AGM the aforementioned re-appointment proposal for approval and to authorize the Audit Committee to determine the remuneration of the auditor for the year ended December 31, 2026.

The resolution, which was considered and approved at the Board meeting on March 30, 2026, is proposed to be considered and approved at the AGM by way of an ordinary resolution.

8. PROPOSED PROVISION OF GUARANTEES FOR CONTROLLED SUBSIDIARIES IN 2026

An ordinary resolution will be proposed at the AGM to consider and approve the resolution on the provision of guarantees for controlled subsidiaries in 2026, details of which are set out in Appendix IV to this circular.

The resolution, which was considered and approved by the Board on March 30, 2026, is proposed to be considered and approved at the AGM by way of an ordinary resolution.

9. 2026 COMPREHENSIVE BANK CREDIT LINE AND AUTHORIZATION TO SIGN BANK LOAN RELATED CONTRACTS

An ordinary resolution will be proposed at the AGM to consider and approve the resolution on the 2026 comprehensive bank credit line and authorization to sign bank loan related contracts, details of which are set out in Appendix V to this circular.

The resolution, which was considered and approved by the Board on March 30, 2026, is proposed to be considered and approved at the AGM by way of an ordinary resolution.

10. CONFIRMATION OF DIRECTORS' REMUNERATION FOR 2025 AND REMUNERATION PLAN FOR 2026

Reference is made to the overseas regulatory announcement of the Company dated March 30, 2026 in relation to the proposed remuneration plan of the seventh session of the Board.

LETTER FROM THE BOARD

The 13th meeting of the seventh session of the Board reviewed and approved the proposed remuneration plan of the seventh session of the Board. According to the PRC Company Law, the Articles of Association, and other relevant regulations, and in light of the Company's actual operating conditions, the remuneration plan for the Directors of the seventh session of the Board is as follows:

Scope of Application

This plan applies to all Directors of the seventh session of the Board.

Application Period

January 1, 2026 to December 31, 2026

Directors' Remuneration Plan

For executive Directors,

- (a) An executive Director who also holds a senior management position in the Company shall be remunerated in accordance with the remuneration standards applicable to the Company's senior management personnel;
- (b) An executive Director who holds other positions in the Company shall be remunerated in accordance with the remuneration and assessment management policies corresponding to his/her specific position and role in the Company, and shall not receive any additional Director's fee. The remuneration of such executive Directors shall consist of basic salary, performance-based remuneration and medium-to-long term incentive income. Basic salary shall be determined based on the principal duties and importance of the position as well as the remuneration levels of comparable positions in relevant regional and industry enterprises, and shall be paid monthly. Performance-based remuneration is divided into quarterly and annual components, which shall in principle account for not less than 50% of the aggregate of basic salary and performance-based remuneration. It shall be paid based on quarterly and annual performance assessment results in light of the achievement of the Company's business objectives and individual performance targets, with the actual amount to be determined pursuant to the Company's remuneration management policies. Medium-to-long term incentive income shall be determined by the implementation results of the equity incentive plans, employee share ownership plans and other special incentive schemes adopted by the Company based on its actual circumstances.

The Company shall not pay any Director's remuneration or allowances to non-executive Directors who do not hold any positions in the Company.

Independent non-executive Directors shall receive a fixed annual director's fee from the Company. The annual remuneration standard for each independent non-executive Director is RMB200,000 (tax inclusive), which shall be paid monthly upon the effectiveness of this scheme.

The resolution, which was considered and approved by the Board on March 30, 2026, is proposed to be considered and approved at the AGM by way of an ordinary resolution.

LETTER FROM THE BOARD

11. PROPOSED CHANGE OF USE AND CANCELLATION OF REPURCHASED SHARES

Reference is made to the announcements of the Company dated March 30, 2026 in relation to the proposed change of use and cancellation of repurchased shares. Based on the Company's actual operating conditions and development strategies, and in order to enhance shareholder value, increase net assets per share and the income interests attributable to each share, to strengthen investors' confidence in the Company, and to protect the interests of investors, the Company proposes to change the use of the repurchased shares to "cancellation and reduction of registered capital". The Company proposes to cancel a total of 3,921,163 repurchased A shares held in the designated securities repurchase account, and proposes that the general meeting authorize the Company's management to complete relevant procedures for the cancellation of these shares and the reduction of the Company's registered capital. Upon completion of the cancellation, the Company's total number of issued shares will be correspondingly reduced by 3,921,163 A shares.

An ordinary resolution will be proposed at the AGM to consider and approve the resolution on the change in use and cancellation of repurchased A Shares.

12. PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

The nomination committee of the Board ("**Nomination Committee**") is required to consider a candidate for directorship on a merit basis following objective standards, take into account factors such as gender, age, culture and education background and professional experience of the Board members, and select candidates for directorships in accordance with the business characteristics, specific requirements and future development of the Company.

The Nomination Committee has considered and approved the nomination of appointing Dr. GAO Wenbo ("**Dr. Gao**") as an executive Director and submit the proposal for the Board's approval. The Board has considered and approved the proposal for the appointment of Dr. GAO as an executive Director. The Board has also approved the proposal for the appointment of Dr. GAO as an authorized representative of the Company under Rule 3.05 of the Listing Rules. An ordinary resolution will be proposed at the Annual General Meeting for Shareholders to consider and approve the appointment of Dr. GAO as an executive Director and an authorized representative of the Company under Rule 3.05 of the Listing Rules with the term of office commencing upon approval at the Annual General Meeting and ending upon the expiry of the term of appointment of the seventh session of the Board. Details of the biography of Dr. Gao are set out in the Appendix VI to this circular.

The Company will ensure that Mr. Gao obtains the legal advice referred to under Rule 3.09D of the Listing Rules before the appointment takes effect.

The above proposed appointment and remuneration has been considered and approved by the Board on March 6, 2026, and is hereby proposed at the AGM for consideration and approval by way of an ordinary resolution.

13. PROPOSED FORMULATION OF REMUNERATION POLICY OF THE DIRECTORS AND SENIOR MANAGEMENT

Reference is made to the Company's announcement dated March 6, 2026 regarding the proposed amendments to the Articles of Association and the formulation of internal policies. In order to strengthen corporate governance and enhance the operational efficiency of the directors and senior management of the Company, the Company has formulated the management policy for remuneration of directors and senior management of the Company and the management policy of directors and senior management of the Company (the "**Internal Policies**") in accordance with the relevant laws and regulations, including the Company Law of the People's Republic of China (《中華人民共和國公司法》) and the Code of Corporate Governance for Listed Companies (《上市公司治理準則》) issued by the China Securities Regulatory Commission.

LETTER FROM THE BOARD

The full text of the remuneration policy of the Directors and senior management are set out in Appendix VII to this circular.

An ordinary resolution will be proposed at the AGM to approve the proposed formulation of remuneration policy of the Directors and senior management of the Company.

14. PROPOSED FORMULATION OF RESIGNATION POLICY OF THE DIRECTORS AND SENIOR MANAGEMENT

The full text of the resignation policy of the Directors and senior management are set out in Appendix VIII to this circular.

An ordinary resolution will be proposed at the AGM to approve the proposed formulation of resignation policy of the Directors and senior management of the Company.

15. GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES OF THE COMPANY

In order to satisfy the needs of business development and further increase the capital strength and comprehensive capability of the Company, the Board intends to propose the Shareholders to, on the premise of compliance with the securities regulatory requirements of the place where the Shares of the Company are listed, authorize the Board and its authorized persons, on a general and unconditional basis, to decide to separately or concurrently allot, issue and deal with new A Shares and/or H Shares (which include the sale or transfer of Treasury Shares, if any) not more than 20% of the total number of the issued Shares (excluding Treasury Shares, if any) of the Company as at the date of this resolution being considered and approved at the AGM according to the provisions of the Company Law of the PRC and the Articles of Association. The details of such general mandate are set out in special resolution numbered (14) in the notice convening the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,261,156,675 Shares, including 1,210,415,575 A Shares and 50,741,100 H Shares (including 5,585,763 A Shares held as treasury shares by the Company). Subject to the passing of the proposed special resolution approving the grant of the Issuance Mandate to the Board and on the basis that no Shares will be issued (including no treasury shares will be sold or transferred) by the Company prior to the AGM, a maximum of 251,114,182 Shares, can be allotted, issued and/or dealt with the Board pursuant to the Issuance Mandate to be granted by the Shareholders (which include the sale or transfer of treasury shares, if any).

The Issuance Mandate will expire upon the earlier of:

- (a) the conclusion of the 2026 annual general meeting of the Company; or
- (b) the revocation or variation of the authority given under the above-mentioned resolution by a special resolution of the Shareholders in a general meeting.

The Board will only exercise its power under the Issuance Mandate in accordance with the Listing Rules, and the applicable laws, rules and regulations of government and regulatory bodies of the PRC and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC authorities are obtained. Further details of the resolution proposed to be passed with respect to the grant of Issuance Mandate are set out in Appendix IX to this circular.

LETTER FROM THE BOARD

A special resolution will be proposed at the AGM in relation to the grant of the Issuance Mandate to the Directors, details of which are set out in special resolution numbered (14) of the notice of the AGM.

16. GENERAL MANDATE TO REPURCHASE A SHARES AND/OR H SHARES OF THE COMPANY

In order to ensure flexibility and discretion to the Board, in the event that it becomes desirable to repurchase Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to repurchase Shares. At the Annual General Meeting, a special resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to repurchase A shares and/or H Shares in the share capital of the Company up to 10% of total issued Shares (excluding Treasury Shares, if any) as at the date of the passing of the proposed special resolution in relation to such general mandate.

The Repurchase Mandate would expire on the earlier of :

- (i) the conclusion of the 2026 annual general meeting of the Company; or
- (ii) the revocation or variation of the authority given under the above-mentioned resolution by a special resolution of the Shareholders in a general meeting.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate. Further details of the special resolution to be passed with respect to the grant of the Repurchase Mandate to repurchase A Shares and/or H Shares are set out in Appendix X to this circular. An explanatory statement required by the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix XI to this circular.

A special resolution will be proposed at the AGM in relation to the grant of the Repurchase Mandate to the Directors, details of which are set out in special resolution numbered (15) of the notice of the AGM.

17. PROPOSED CHANGES IN THE REGISTERED CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Reference is made to the announcement of the Company dated March 6, 2026 in relation to the proposed changes in the registered capital of the Company and the amendments to the Articles of Association of the Company.

The full text of the amendments are set out in Appendix XII to this circular.

A special resolution will be proposed at the AGM to consider and approve the resolution on the change in registered capital and amendments to the Articles of Association.

LETTER FROM THE BOARD

18. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 84 to 89 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.omnivision-group.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on May 6, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

Closure of the Register of Shareholders

In order to determine the Shareholders entitled to attend and vote at the AGM, the Company's H Share register will be closed from Monday, May 4, 2026 to Thursday, May 7, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The record date will be Thursday, May 7, 2026. Holders of H Shares whose names appear on the register of members of the Company on Thursday, May 7, 2026 are entitled to attend and vote at the AGM in respect of all resolutions to be proposed. In order for Shareholders to attend the AGM, share certificates accompanied by the transfer documents must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of the Company's H Shares) for registration not later than 4:30 p.m. on Thursday, April 30, 2026.

19. VOTING BY POLL

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, no Shareholder will be required to abstain from voting at the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions set out in the notice of Annual General Meeting will be decided by way of a poll. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Treasury Shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any Treasury Shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

LETTER FROM THE BOARD

20. RECOMMENDATION

The Board considers that all resolutions set out in the notice of the AGM for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the AGM.

21. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, contains particulars required by the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

OmniVision Integrated Circuits Group, Inc.

豪威集成電路(集團)股份有限公司

Mr. YU Renrong

Chairman of the Board and Executive Director

In 2025, the Board of Directors of the Company strictly complied with the requirements of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines for the Governance of Listed Companies, the Articles of Association and other relevant laws, regulations and corporate governance systems, so as to safeguard the interests of the Company and the majority of shareholders. The main work of the Board of Directors in 2025 is hereby reported as follows:

I. Holding of meetings of the Board of Directors

The Board of Directors of the Company held 14 meetings in 2025, with the details set out below:

No.	Name of meeting	Date of meeting	Matters for decision
1	The 41st Meeting of the 6th Board of Directors	March 15, 2025	Proposal on the 2025 Share Option Incentive Plan (Draft) and Its Summary; Proposal on the Formulation of the Implementation and Evaluation Management Measures for the 2025 Share Option Incentive Plan; Proposal on Authorizing the Board of Directors to Handle Matters Relating to the Company's Equity Incentive Plan at the General Meeting; Proposal on Holding the 2025 First Extraordinary General Meeting
2	The 42nd Meeting of the 6th Board of Directors	March 31, 2025	Proposal on Granting Share Options to the Incentive Participants in the 2025 Share Option Incentive Plan

No.	Name of meeting	Date of meeting	Matters for decision
3	The 43rd Meeting of the 6th Board of Directors	April 15, 2025	Work Report of the Board of Directors in 2024; Work Report of the General Manager in 2024; Report on the Duty Performance of the Audit and Related Party Transactions Control Committee of Board of Directors in 2024; Report on the Duty Performance of Independent Directors in 2024; Financial Settlement Report in 2024; 2024 Annual Report and Its Summary; Environmental, Social and Governance Report in 2024; Special Report on the Deposit and Use of Raised Funds in 2024; Internal Control Evaluation Report in 2024; Proposal on the 2024 Profit Distribution Proposal; Proposal on the Re-appointment of the Company's Financial and Internal Control Audit Institutions in 2025; Proposal on the Guarantee Quota Provided by the Company for Its Majority-owned Subsidiaries in 2025; Proposal on the Company's Comprehensive Bank Credit Line and Authorization for the External Execution of Bank Loan-related Contracts in 2025; Proposal on the Remuneration Plan for the Company's Non-independent Directors and Senior Management in 2025; Proposal on the Remuneration Plan for the Company's Independent Directors in 2025; Proposal on the Cancellation of Share Options Granted to Certain Incentive Participants That Do Not Meet the Exercise Conditions; Proposal on the Formulation of the Market Value Management Rules; Proposal on the Formulation of the Public Opinion Management Rules; Proposal on Change of Purpose and Cancellation of Shares Repurchased in 2024; Proposal on Holding the 2024 Annual General Meeting
4	The 44th Meeting of the 6th Board of Directors	April 29, 2025	Q1 2025 Report
5	The 45th Meeting of the 6th Board of Directors	May 19, 2025	Proposal on Change of the Company's Name and Securities Abbreviation; Proposal on the Amendment of the Articles of Association and Relevant Corporate Governance Systems; Proposal on the Re-election of the Company's Board of Directors; Proposal on the Adjustment of the List and Number of Incentive Participants in the 2025 Share Option Incentive Plan; Proposal on Holding the Company's 2024 Annual General Meeting

No.	Name of meeting	Date of meeting	Matters for decision
6	The 46th Meeting of the 6th Board of Directors	May 23, 2025	<p>Proposal on H-share Offering and Listing on the Main Board of The Stock Exchange of Hong Kong Limited; Proposal on the Plan for H-share Offering and Listing on the Main Board of The Stock Exchange of Hong Kong Limited; Proposal on the Utilization Plan of Proceeds Raised from H-share Offering; Proposal on the Validity Period of the Resolution for H-share Offering and Listing on the Main Board of The Stock Exchange of Hong Kong Limited; Proposal on Authorizing the Board of Directors and Its Authorized Persons to Fully Handle Matters Relating to H-share Offering and Listing at the General Meeting; Proposal on the Distribution Plan of Accumulated Profits Prior to H-share Offering; Proposal on the Amendment of the Articles of Association and Relevant Rules of Procedure to Take Effect upon H-share Offering and Listing; Proposal on the Engagement of an Audit Firm for the Company's H-share Offering and Listing; Proposal on the Determination of the Roles of Directors of the Company; Proposal on the Amendment of the Company's Internal Governance Systems to Take Effect upon H-share Offering and Listing; Proposal on Determining the Authorized Persons of the Board of Directors to Handle Matters in Relation to H-share Offering and Listing on The Stock Exchange of Hong Kong Limited; Proposal on the Appointment of the Company's Secretary and the Appointment of the Company's Authorized Representatives; Proposal on the Approval of the Company's Registration as a Non-Hong Kong Company in Hong Kong; Proposal on the Submission of an Application via the E-submission System to The Stock Exchange of Hong Kong Limited; Proposal on Holding the Company's 2025 Second Extraordinary General Meeting</p>
7	The 1st Meeting of the 7th Board of Directors	June 10, 2025	<p>Proposal on the Election of the Chairman of the Company's 7th Board of Directors; Proposal on the Election of Members of the Company's Special Committees; Proposal on the Appointment of the Company's General Manager; Proposal on the Appointment of the Company's Deputy General Manager; Proposal on the Appointment of the Company's Chief Financial Officer; Proposal on the Appointment of the Company's Secretary of the Board of Directors; Proposal on the Appointment of the Company's Securities Affairs Representative</p>

No.	Name of meeting	Date of meeting	Matters for decision
8	The 2nd Meeting of the 7th Board of Directors	June 24, 2025	Proposal on Not Adjusting the Conversion Price of “Will Convertible Bonds” Downward; Proposal on the Formulation of the Policy on Diversifying the Board of Directors (Draft) (Applicable after H-share Offering and Listing); Proposal on the Formulation of the Risk Management System (Draft) (Applicable after H-share Offering and Listing); Proposal on the Change of the Company’s Authorized Representatives
9	The 3rd Meeting of the 7th Board of Directors	July 18, 2025	Proposal on the Adjustment of Share Option Exercise Prices
10	The 4th Meeting of the 7th Board of Directors	August 29, 2025	2025 Semi-annual Report and Its Summary
11	The 5th Meeting of the 7th Board of Directors	September 12, 2025	Proposal on the Second Exercise Period of the 2023 First Share Option Incentive Plan Meeting the Exercise Conditions, Proposal on the Second Exercise Period of the 2023 Second Share Option Incentive Plan Meeting the Exercise Conditions, Proposal on the Cancellation of Share Options Granted to Certain Incentive Participants That Do Not Meet the Exercise Conditions, Proposal on the Changes of the Exercise Method of the 2023 First Share Option Incentive Plan
12	The 6th Meeting of the 7th Board of Directors	October 28, 2025	Q3 2025 Report and Its Summary
13	The 7th Meeting of the 7th Board of Directors	November 12, 2025	Proposal on the Adjustment of the Company’s Senior Management and the Change of Legal Representative; Proposal on the Amendment of the Draft Articles of Association and the Draft Rules of Procedure for General Meetings to Take Effect upon H-share Offering and Listing
14	The 8th Meeting of the 7th Board of Directors	December 18, 2025	Proposal on Determining Matters Relating to the Global Offering of H Shares and Listing on The Stock Exchange of Hong Kong Limited

II. Analysis of principal business

The Company's semiconductor design business focuses on three core segments: image sensor solutions, display solutions and analog solutions. As the world's third-largest digital imaging solutions provider, the Company's products have been widely used in automotive, smartphone, home surveillance, medical, industrial/machine vision, emerging markets and other fields. The Company kept key technological bottlenecks and consistently enhanced the performance of its high-end image sensor products. Seizing the opportunities presented by the development of intelligent vehicles, the Company leveraged the position as the global market leader to provide highly secure visual perception support for advanced autonomous driving. In response to the growing global demand for healthcare, the Company offered micro-lens module solutions that meet the most demanding application requirements in scenarios such as minimally invasive surgery and surgical robotics. In addition, the Company actively embraces the technological transformation brought about by artificial intelligence, driving the implementation of emerging applications such as edge AI and machine vision, and continuously enhancing its terminal products with intelligent features and core competitiveness.

The Company is also one of the few domestic enterprises with both semiconductor R&D and design and semiconductor sales agent capabilities, and the synergistic development of different business segments and resource integration helps the Company develop the market more comprehensively and steadily.

In 2025, the Company achieved operating revenue of RMB28.855 billion, representing an increase of 12.14% compared to 2024. Revenue from semiconductor design products reached RMB23.800 billion, accounting for 82.60% of total main business operating revenue, representing an increase of 9.98% from the previous year. The semiconductor distribution business generated revenue of RMB4.905 billion, accounting for 17.02% of total main business operating revenue, representing an increase of 24.52% from the previous year.

In 2025, within the semiconductor design business, the image sensor solutions business generated operating revenue of RMB21.246 billion, accounting for 73.73% of total main business operating revenue, representing an increase of 10.71% from the previous year; the display solutions business generated operating revenue of RMB941 million, accounting for 3.27% of total main business operating revenue, representing a decrease of 8.47% from the previous year; the analog solutions business generated operating revenue of RMB1.613 billion, accounting for 5.60% of total main business operating revenue, representing an increase of 13.43% from the previous year.

1. Image sensor solutions

In 2025, the image sensor solutions business generated operating revenue of RMB21.246 billion, accounting for 73.73% of total main business operating revenue, representing an increase of 10.71% from the previous year. The revenue growth was primarily driven by a significant increase in sales of the image sensor products for the automotive intelligent autonomous driving and emerging application markets.

(1) Thanks to the promotion of automotive electrification and intelligence-driven transformation, in-vehicle CIS business achieved rapid growth

During the Reporting Period, the global automotive industry continued to see a deepening trend toward electrification and intelligentization, with automobile manufacturers steadily increasing their investments in autonomous driving, Internet of Vehicles (IoV) and new energy technologies. The Chinese market stood out particularly in this trend. These industrial

transformations and technological innovations have created new development opportunities for the automotive industry and driven the sustained growth of the Company's sales in the automotive electronics market.

As the adoption rates of autonomous driving systems and in-cabin driver monitoring systems rise rapidly, demand for in-vehicle cameras is growing significantly. The rapid development of new energy vehicles and advanced driver-assistance systems in China continues to drive demand for in-vehicle CIS. With the upgrade and popularity of autonomous driving capabilities, the number of cameras installed per vehicle is expected to rise steadily. At the same time, the expansion of in-vehicle intelligent applications, such as facial recognition and gesture recognition, is further driving growth in demand for in-vehicle CIS in China.

In response to the growing demand for more advanced autonomous driving features, in-vehicle cameras are evolving toward higher resolution, multiple functionalities, enhanced intelligence, and greater integration, in order to continuously meet consumers' ever-increasing expectations for driving safety and the driving experience. The Company's in-vehicle CIS products have achieved a significant leap in resolution, with 8-megapixel models gaining widespread adoption. These high-resolution image sensors deliver comprehensive improvements in image quality and signal-to-noise ratio, providing core technological support for target recognition, environmental perception, and safe decision-making in autonomous driving and driver-assistance scenarios.

As a global leader in automotive image sensor solutions, the Company leveraged over two decades of solid expertise in the automotive industry, a rigorous and comprehensive automotive-grade verification system, and leading-edge pixel and image processing technologies to deliver high-performance and highly reliable in-vehicle CIS solutions. These solutions had already encompassed ADAS, in-cabin monitoring, electronic mirrors, dashboard cameras, rearview and panoramic imaging systems, etc. During the Reporting Period, the Company seized industry opportunities and continued to advance technological iteration and product innovation. The Company had launched new products featuring Nyxel[®] near-infrared (NIR) automotive sensor technology, which could be applied to driver monitoring systems. The Company continued to enrich its automotive-grade product matrix, providing new momentum for the Company's continuous performance growth and market share expansion. The Company's latest generation of automotive image sensor products based on TheiaCel[®] technology maintained leading performance in key metrics and had gained widespread recognition from customers.

During the Reporting Period, the Company's image sensor solutions business generated approximately RMB7.471 billion in revenue from the automotive market, representing an increase of 26.52% compared to the same period last year, with market share continuing to grow.

(2) Demand for multiple intelligence applications is surging, and emerging markets are opening up new growth opportunities

To enable advanced imaging and intelligent sensing capabilities, emerging markets such as action and panoramic cameras, smart glasses, edge AI, and machine vision are driving the demand for image sensors. Driven by converging trends including device miniaturization, personalized photography, advances in software algorithms, and the expanding applications of panoramic technology, the rise of outdoor sports and short-form video creation has further amplified demand for visual documentation, propelling the global action and panoramic camera market toward rapid growth. As the core component for capturing images, the Company's image sensor products delivered exceptional performance in high pixel density, resolution,

wide dynamic range, low-light sensitivity, and power efficiency. Even in motion-intensive scenarios, they enabled end devices to produce clear, stable, and smooth footage, laying a critical foundation for the image quality and stabilization capabilities of panoramic and action cameras. During the Reporting Period, the Company benefited significantly from the rapid growth of downstream industries in the action camera and panoramic camera sectors, enjoying rapid growth in sales for these businesses.

As the industry continues to explore innovative applications of smart glasses technology, which has demonstrated tremendous potential across various fields such as entertainment, healthcare, and smart interaction, smart glasses are transitioning from the technology validation phase to widespread adoption, and smart glasses products are being rolled out at an accelerated pace. The Company provides vision and sensing solutions to the global market, significantly driving the development of the smart glasses industry. Leveraging leading global shutter technology, the solutions effectively enable end devices to achieve high-precision eye tracking and SLAM (Simultaneous Localization and Mapping) capabilities, while minimizing and eliminating image artifacts to the greatest extent possible. Leveraging compact sensors with low-light sensitivity solutions, the Company can precisely meet the core functional requirements for gesture detection, depth and motion detection, and head and eye tracking, significantly enhancing the clarity and accuracy of image capture. Featuring small size and low power consumption, the Company's image sensors perfectly meet the application requirements of smart glasses. In addition, the Company has achieved technological breakthrough in integrating an NPU into CIS chips for smart glasses. By closely integrating chip-level sensing with AI computing, this innovation provides an ideal solution to address key challenges in smart glasses, such as real-time performance, power consumption, privacy, and form factor, making AI processing of smart glasses faster, more energy-efficient, and more secure. As the smart glasses industry enters a critical phase of widespread adoption, the Company's business holds significant growth potential for the future.

As a cornerstone of industrial automation and intelligent upgrading, machine vision serves as a critical enabler for industrial equipment to achieve autonomous perception, precise judgment, and efficient operation. It is widely applied in scenarios such as smart warehousing and logistics, intelligent inspection, robotics, and intelligent transportation systems (ITS), helping traditional industries improve quality and efficiency while accelerating their digital transformation. The machine vision market currently sees strong demand for 3D cameras and CMOS image sensors, and the underlying technologies have significantly lowered the barriers to developing industrial cameras and adapting them to diverse application scenarios. Leveraging its proprietary Nyxel[®] near-infrared enhancement technology, BSI process, and Global Shutter technology, among other core patented technologies, the Company has developed a range of innovative vision solutions covering scenarios such as high-resolution imaging, industrial 3D sensing, and barcode recognition tailored to the demanding imaging requirements and complex operating conditions of industrial environments. These solutions balance imaging accuracy, response speed, and environmental adaptability to precisely meet customers' diverse and customized application needs. Thanks to the robust product capabilities and comprehensive technical services, the Company has earned high recognition from downstream customers and the industry market.

As the Company deepens its deployment in the "AI+" terminal sector, it continues to provide advanced vision and sensing solutions to customers worldwide, effectively supporting the rapid development of emerging markets. During the Reporting Period, the Company's image sensor solutions business generated approximately RMB2.369 billion in revenue in emerging markets, representing a year-on-year increase of 211.85%.

(3) Amidst fluctuations in smartphone market, the Company has made breakthroughs by launching high-end new products

According to IDC, smartphone shipments in China amounted to approximately 284 million units in 2025, representing a year-on-year decrease of 0.6%. In the first half of 2025, the market experienced a temporary rebound driven by consumer electronics subsidy policies and the peak demand period around the Spring Festival; however, momentum for further growth was lacking. In the second half of the year, due to factors such as the front-loading of demand and a reduction in the scale of subsidies, the market continued its year-on-year decline. In addition, with the prices of memory chips expected to rise significantly, cost pressures on smartphone manufacturers are set to intensify further.

From a structural perspective, IDC predicts that cost pressures will drive the prices of Android flagship models even higher, with products featuring substantive innovations and unique competitive advantages gaining greater consumer recognition. The smartphone market is expected to see continued expansion in the high-end segment and increasing pressure in the low-end segment. To actively address industry changes, the Company has continuously strengthened its competitive edge in the high-end smartphone CIS sector. During the Reporting Period, the Company launched the OV50X, a 50-megapixel 1-inch high dynamic range image sensor capable of enabling flagship smartphones to capture cinema-quality video. Mass production and delivery of the sensor have already commenced. The Company continues to expand its diverse product portfolio. In the mainstream 50-megapixel segment, it has successively launched multiple new products featuring pixel sizes ranging from 0.6 μm to 1.6 μm , which combine core advantages such as high dynamic range (HDR) and low power consumption. Furthermore, by leveraging the TheiaCel[®] technology platform to expand its product lines, the Company is further consolidating and increasing its market share in the mid-to-high-end smartphone market.

As the smartphone industry undergoes technological iterations and innovation, consumer demand for high-definition imaging continues to grow. At the same time, market competition is driving the accelerated adoption of high-end technologies in the mass market, gradually unlocking demand for high-resolution image sensors, and propelling the 200-megapixel image sensor market into a phase of rapid growth. Thanks to their outstanding advantages in image clarity and detail reproduction, 200-megapixel products are expected to become a key growth driver in the smartphone CIS market and lead a new wave of imaging technology upgrades. According to forecasts by Sigmaintell, the global market demand for 200-megapixel mobile CIS is expected to exceed 100 million units by 2027, with significant growth potential in the medium to long term.

Due to industry-wide adjustments and the transition of key product cycles, the Company's image sensor solutions business generated revenue of RMB8.272 billion from the smartphone market during the Reporting Period, representing a year-on-year decrease of 15.61%. During the Reporting Period, the Company's 200-megapixel image sensor products have been validated by customers and successfully introduced into their systems, which will open up new growth opportunities for the Company to expand its market share.

(4) The surveillance market is steadily recovering, while innovation in the medical sector is driving strong growth

The global security surveillance market is entering a critical phase of transition toward intelligent and high-definition systems. The industry as a whole is showing signs of steady recovery, with demand for surveillance product exports continuing to rebound, which promotes the gradual release of market demand for image sensors in the traditional surveillance sector. As surveillance applications demand for increasingly improved low-light night vision, all-weather surveillance, and precise identification, the industry is accelerating technological innovation, with high-end, high-performance imaging emerging as the dominant trend. In recent years, the Company has focused on the demand for high-end upgrades in the surveillance sector, continuously intensifying its efforts in core product R&D and technological innovation. Leveraging its proprietary Nyxel® near-infrared enhancement technology, the Company has significantly enhanced the low-light imaging capabilities of its surveillance imaging products, establishing a significant technological barrier in key performance metrics such as signal-to-noise ratio in low-light environments, wide dynamic range, and night vision clarity. These products are precisely tailored to meet the demands of demanding scenarios such as outdoor surveillance, night surveillance, and long-range detection, highlighting its product competitiveness. During the Reporting Period, the Company's image sensor solutions business generated approximately RMB1.776 billion in revenue from the surveillance market, representing a year-on-year increase of 10.76%.

Benefiting from the trends toward miniaturization, portability, and high-definition capabilities in the medical imaging sector, coupled with the growing demand for disposable endoscopes in clinical practice driven by the need to prevent cross-infection, improve diagnostic convenience, and control costs, end-users in the medical device industry are placing increasingly higher demands on the precision, size, usability, and cost-effectiveness of equipment such as endoscopes, minimally invasive intervention devices, and catheter imaging systems. Traditional CCD image sensors are gradually being replaced by high-performance CMOS image sensors, presenting a significant opportunity for rapid market expansion in the medical-grade CIS sector. With over a decade of deep commitment in the medical imaging field, the Company specializes in meeting the mass-production, cost-effective, and miniaturized imaging needs of disposable endoscopes and minimally invasive devices. The Company provides medical device manufacturers with one-stop solutions, enabling them to focus on the differentiated R&D and design of core components such as endoscopes and interventional catheters. This approach effectively shortens time-to-market, reduces overall development costs, and fosters a close-knit industrial collaboration ecosystem. Thanks to rigorous medical-grade quality control, superior miniaturized imaging performance, and a stable supply chain, the Company's medical CIS products are widely used in minimally invasive surgery, surgical robotics, and precision diagnostics, highlighting its core competitive advantages.

During the Reporting Period, the Company's image sensor solutions business generated approximately RMB974 million in revenue from the medical market, representing an increase of 45.66% compared to the same period last year.

2. Analog solutions

Driven by the rapid growth of emerging applications such as the Internet of Things (IoT), AI, electric vehicles, cloud computing, and 5G, the global analog integrated circuit industry is expected to maintain strong growth momentum in the medium to long term. The demand for vehicle intelligence, electrification, and industrial energy efficiency is driving the development of analog chips toward higher performance and greater integration. In the consumer electronics sector, compact and low-power designs remain key to enhancing the user experience. In industrial applications, features such as high reliability, wide temperature range, high voltage tolerance, and strong interference resistance are essential to meet the high-precision data acquisition and functional safety requirements of industrial control, energy storage, and power grid systems. Diverse industry needs are driving demand for smaller, more highly integrated, and more energy-efficient analog integrated circuits.

Upon the completion of the inventory destocking cycle in the consumer electronics sector, industry demand has rebounded strongly. The product upgrades in key categories such as smartphones, notebooks, and smart home devices, along with the mass production of new product categories like AI-enabled terminals, has driven a steady recovery in demand for power management and signal chain chips. Domestic analog chip manufacturers have continued to gain market share by leveraging their advantages in cost-effectiveness and rapid response. The industrial sector, a high-growth segment for analog chips, is benefiting from the advancement of Industry 4.0, the widespread adoption of smart manufacturing, and the expansion of new energy storage capacity. As a result, demand for industrial-grade analog chips continues to grow rapidly, emerging as a core growth driver alongside consumer electronics. Driven by the consumer electronics and industrial applications, as well as the accelerating trend toward domestic substitution, the analog chip market is expected to grow steadily, offering significant growth potential for local companies.

Amid the wave of automotive intelligence and electrification, automotive analog chips are poised for explosive growth, emerging as the core second growth curve for the Company's analog business. Compared to consumer-grade products, automotive-grade analog chips must meet stringent requirements such as AEC-Q100 automotive certification, stable operation over a wide temperature range, high functional safety levels (ASIL-B/D), and long-term reliability. As autonomous driving evolves from Level 2 to higher levels, systems such as autonomous driving and cockpit domain controllers are driving a sharp increase in demand for in-vehicle analog chips that offer high-speed data transmission, low latency, and high precision. Consequently, the value of in-vehicle analog chips per vehicle has risen significantly compared to traditional gasoline-powered vehicles.

Leveraging its brand strength and customer resources in the automotive market, the Company has strategically developed a wide range of automotive analog chips, including those for in-vehicle power management, signal transmission, and sensor interfaces, establishing a comprehensive automotive-grade product portfolio. During the Reporting Period, the Company launched several new automotive-grade analog products designed to precisely meet the high-speed signal transmission and power management requirements of autonomous driving and in-vehicle infotainment applications. These products have successfully passed preliminary testing and validation by multiple automobile manufacturers and Tier 1 suppliers. Going forward, the Company will increase its investment in the R&D of automotive analog chips, enhance its portfolio of high-end products, accelerate customer validation and mass production of several key automotive analog products, in order to further expand its market share in the automotive sector.

The Company's analog solutions focus on two core categories: analog ICs and discrete devices. These solutions cover key application areas such as power management, signal conditioning and power drive, and cover downstream customers in consumer electronics, industrial, and communications sectors. During the Reporting Period, the Company continued to strengthen its partnerships with downstream customers, resulting in a steady increase in market share. The Company's analog solutions business generated revenue of RMB1.613 billion, representing an increase of 13.43% compared to the same period last year. During the Reporting Period, the Company's automotive analog ICs generated revenue of RMB296 million, accounting for 18.32% of the analog solutions business, representing an increase of 47.54% compared to the same period last year. The automotive business has become the core driver of growth in the Company's analog segment. In the future, as localization efforts deepen and demand for intelligent solutions continues to grow, the business's growth potential is expected to be further unlocked.

3. Display solutions

The Company has established a strong presence in the display driver chip sector, developing a diversified and all-scenario display solution ecosystem. The Company's core product portfolio includes LCD-TDDI, OLED DDIC, TED (Tcon Embedded Driver), and other key chips, forming a comprehensive product lineup that spans small- and medium-sized consumer electronics, medium-sized IT devices, and automotive electronics. The existing products have achieved deep penetration in the three core markets of smartphones, notebooks, and in-vehicle displays. Leveraging its mature supply chain system and customer base, the Company is steadily advancing product upgrades and expanding market reach. In response to intensifying industry competition and pressure on gross margins, the Company deepened the optimization of its entire supply chain process and focused on the iteration of high-value products. In the smartphone market, the Company prioritized the expansion of customer coverage and the increase in shipment share for high-margin products such as high-refresh-rate TDDI and zoom-enabled TDDI. By upgrading its product mix to offset price pressures on standard products, the Company is steadily driving the recovery and improvement of its overall gross margin.

The global display driver chip industry is currently undergoing a period of structural transformation, with the market steadily expanding and the value chain shifting upward. The value share of high-performance, highly integrated, and customized products continues to rise, becoming the core driver of industry growth. As the penetration rate of AMOLED display panels in the smartphone market continued to rise, in 2025, OLEDs would account for 65% of the total demand among the world's top 10 smartphone manufacturers, according to Omdia. The Company seized the development opportunity of OLED, closely collaborated with leading panel manufacturers in China, and successfully developed OLED DDICs for smartphones. These products have been successfully introduced to Tier-1 panel manufacturers, achieving mass production and shipment.

As mid-sized terminal devices such as notebooks and tablets continue to evolve toward being lighter, thinner, more energy-efficient, and more environmentally friendly, this places higher demands on the integration and cost-effectiveness of display driver chips. With its four core advantages, low power consumption, narrow display backplanes, low carbon emissions, and low cost, the Company's TED chip perfectly aligns with the upgrade needs of terminal products. Coupled with the global notebook market's demand for replacement of existing devices and the shift toward lighter models, the market for mid-sized display driver chips is being driven by both replacement of existing products and new demand, leading to continued release of market opportunities.

With the rapid development of the smart automotive industry, in-vehicle displays are undergoing a transformation characterized by multi-screen configurations, larger sizes, higher resolution, and enhanced interactivity. Their applications have rapidly expanded from traditional center consoles and instrument clusters to passenger-side entertainment systems, head-up displays, rear-seat screens, and streaming rearview mirrors. Automotive chips are subject to stringent automotive-grade certification requirements regarding reliability and stability, and the barriers to entry are high. The Company continued to invest in the development of automotive display driver products to launch automotive display driver chips that met mainstream market demand specifications. During the Reporting Period, the Company's automotive display driver chips have been validated and adopted by customers.

During the Reporting Period, prices for standard products remained under pressure due to declining demand in the mobile LCD-TDDI market and excess supply. The Company's display solutions business generated revenue of RMB941 million, representing a year-on-year decrease of 8.47%. The Company's continuously enriched product categories and application markets will create more opportunities for the growth of display solutions. Despite the overall slowdown in market demand growth and the downward pressure on standard product prices, the Company still improved its gross profit structure through new product development, new market expansion and supply chain optimization.

III. Overview of the overseas H-share offering

On January 12, 2026, the Company successfully completed its H-share offering and was listed on the Main Board of The Stock Exchange of Hong Kong Limited. A total of 50,741,100 H-shares were offered in this offering at an issue price of HKD104.80 per share, raising total proceeds of approximately HKD5.318 billion.

This H-share offering and listing represents a significant step for the Company in enhancing its domestic and international financing platforms and optimizing its capital structure. Leveraging its "A+H" dual capital platform, the Company will strategically utilize resources from both domestic and international markets to continuously improve its global governance framework and operational systems. The raised funds, which have been successfully received, provide a solid financial foundation for the implementation of the Company's medium- and long-term strategies. According to the relevant plans outlined in the Prospectus, the proceeds from the offering will be primarily allocated to the following areas: First, increasing investment in the research and development of key technologies, focusing on breakthroughs in cutting-edge technologies within core business areas such as image sensors, analog solutions, and display solutions, and strengthening technological barriers; second, deepening global market penetration by improving the overseas sales network and localized service systems, and enhancing global customer responsiveness and market share; and third, making strategic investments and acquisitions in a measured manner, seeking synergies across the upstream and downstream segments of the industry chain to expand the scope of business operations.

In the future, the Company will continue to prioritize technological innovation and deliver value to shareholders through sound operation and sustainable development.

IV. Progress of the Company's equity incentive plans

(I) 2023 First Share Option Incentive Plan

On September 12, 2025, the Company held the 5th Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Second Exercise Period of the Company's 2023 First Share Option Incentive Plan Meeting the Exercise Conditions, the Proposal on the Changes of the Exercise Method of the 2023 First Share Option Incentive Plan and other related proposals. The second exercise period of the share options granted under this incentive plan met the exercise conditions, and the Company agreed to complete the exercise of 2,561,099 share options for 716 incentive participants who met the exercise conditions for the second exercise period, and agreed to change the exercise method of the 2023 First Share Option Incentive Plan to discretionary exercise. The exercise period shall run from October 10, 2025 to October 9, 2026.

As 31 incentive participants in this incentive plan are no longer eligible for incentives due to resignation, the Company has cancelled 170,414 share options that have been granted to the 31 resigned incentive participants but have not yet been exercised.

(II) 2023 Second Share Option Incentive Plan

On September 12, 2025, the Company held the 5th Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Second Exercise Period of the Company's 2023 Second Share Option Incentive Plan Meeting the Exercise Conditions and other related proposals. The second exercise period of the share options granted under this incentive plan met the exercise conditions, and the Company agreed to complete the exercise of 3,859,246 share options for 1,831 incentive participants who met the exercise conditions for the second exercise period. The exercise period shall run from October 10, 2025 to October 9, 2026.

As 147 incentive participants under this incentive plan are no longer eligible for incentives due to resignation, the Company has cancelled 529,800 share options that have been granted to the 147 resigned incentive participants but have not yet been exercised.

(III) 2025 Share Option Incentive Plan

On March 14, 2025, the Company held the 41st Meeting of the 6th Board of Directors, which considered and adopted the Proposal on the 2025 Share Option Incentive Plan (Draft) and Its Summary and other proposals. The aforesaid matters have been considered and adopted at the 2025 First Extraordinary General Meeting of the Company held on March 31, 2025. The Company completed the registration of the exercise price and number of the aforesaid share options at Shanghai Branch of China Securities Depository and Clearing Co., Ltd. on May 23, 2025, and granted a total of 19,983,400 share options to 3,361 incentive participants.

V. Convertible bonds and use of raised funds

(I) Basic information on convertible bonds

1. Issuance and conversion of convertible bonds

As approved by the China Securities Regulatory Commission (CSRC) by issuing the Reply to Approve Public Offering of Convertible Bonds by Will Semiconductor Co., Ltd. Shanghai (CSRC Permit [2020] No. 3024), the Company issued 24.4 million convertible bonds in a total amount of RMB2.44 billion on December 28, 2020, each with a nominal value of RMB100. As approved by the Shanghai Stock Exchange (SSE) by issuing the Self-disciplinary Supervision Decision [2021] No. 24, the Company's convertible bonds in an amount of RMB2.44 billion were listed and traded on the SSE starting from January 22, 2021, with the bond abbreviation of "Will Convertible Bonds" and the bond code of "113616".

The duration of the "Will Convertible Bond" was from December 28, 2020 to December 27, 2026. The conversion period was from July 5, 2021 to December 27, 2026, with an initial conversion price of RMB222.83 per share. During the Reporting Period, the number of shares generated as a result of the conversion of "Will Convertible Bonds" of the Company amounted to 2,621 shares.

2. Adjustment of conversion price of convertible bonds

(1) The conversion price of the convertible bonds was adjusted during the Reporting Period as follows:

In view of the fact that the Company implemented the 2024 Profit Distribution Plan on the basis of cash dividend of RMB2.20 (tax included) per 10 shares, pursuant to the relevant provisions of the Prospectus for Public Offering of Convertible Corporate Bonds by Will Semiconductor Co., Ltd. Shanghai (hereinafter referred to as the "**Prospectus**"), the conversion price of "Will Convertible Bonds" was adjusted from RMB162.46/share to RMB162.24/share, effective from August 1, 2025 (the ex-rights and ex-dividend date). In view of the fact that the Company implemented the 2025 Interim Profit Distribution Plan on the basis of cash dividend of RMB4.00 (tax included) per 10 shares, pursuant to the relevant provisions of the Prospectus, the conversion price of "Will Convertible Bonds" was adjusted from RMB162.24/share to RMB161.84/share, effective from November 24, 2025 (the ex-rights and ex-dividend date).

(2) The conversion price of the convertible bonds has been adjusted up to now as follows:

With the approval of The Stock Exchange of Hong Kong Limited (HKEX), 45,800,000 H-shares issued by the Company (before exercise of the over-allotment option) were listed and traded on the Main Board of the HKEX on January 12, 2026. In accordance with the relevant provisions of the Prospectus, the conversion price of "Will Convertible Bonds" was adjusted from RMB161.84/share to RMB159.38/share, effective from January 14, 2026. With the approval of the HKEX, 4,941,100 additional H-shares issued by the Company under the over-allotment option were listed and traded on the Main Board of the HKEX on February 11, 2026. In accordance with the relevant provisions of the Prospectus, the conversion price of "Will Convertible Bonds" was adjusted from RMB159.38/share to RMB159.12/share, effective from February 13, 2026.

(II) The implementation of the convertible bond fundraising projects was completed and concluded, with surplus raised funds permanently supplemented to working capital

The Company's convertible bond fundraising projects were fully implemented and concluded in 2024. On March 31, 2025, the Company held its First Extraordinary General Meeting in 2025, whereat the Proposal on the Conclusion of Fundraising Projects from the Public Offering of Convertible Corporate Bonds and the Permanent Use of Surplus Funds to Supplement Working Capital was considered and adopted. During the implementation of the fundraising projects, the Company strictly adhered to the regulations for the management of raised funds, exercised prudence in the use of such funds, and ensured the smooth progress of the projects as planned. This not only promoted the development of the Company's core business but also enhanced its overall profitability. After the completion and conclusion of all fundraising projects, the Company used the surplus funds to permanently supplement working capital. This move was conducive to maximizing the efficiency of fund utilization and aligned with the Company's operational needs and the interests of all shareholders.

During the Reporting Period, the Company had transferred a cumulative amount of RMB382.1406 million (including interest income) from the special fundraising account to the Company's other accounts as funds for permanent working capital supplementation, and completed the cancellation of relevant fundraising accounts.

(III) Other information on convertible bonds

The Company paid the interest for the period from December 28, 2024 to December 27, 2025 on December 29, 2025. In accordance with the relevant provisions of the Prospectus for Public Offering of Convertible Corporate Bonds by Will Semiconductor Co., Ltd. Shanghai, this interest payment was the fifth-year interest payment for Will Convertible Bonds, and the interest period was from December 28, 2024 to December 27, 2025. The coupon rate for the current interest year was 1.8% (tax included), that is, the interest payable for each convertible bond with a nominal value of RMB100 was RMB1.8 (tax included).

VI. ESG system improvement and progress

The Company adhered to the mission statement of "EMPOWER THE SENSING BY TECHNOLOGY" and the service concept of "strong collaboration to create greater value for users". Based on its core competitiveness of "continuous technological innovation, diversified and outstanding talents, and highly synergistic supply chain and customer base", the Company established a sustainable development strategy, and established a three-tier ESG governance structure consisting of the Board of Directors, the Strategy and ESG Committee, and the Strategy and ESG Working Group, and specified their corresponding ESG governance functions. This enabled top-down supervision of ESG issues and ensured the smooth implementation of the Company's ESG work. It realized a win-win situation between economic and social responsibilities and further enhanced the Company's value creation ability.

The Company actively supported the Science Based Targets initiative (SBTi). The Company's subsidiary, OmniVision USA, submitted its SBTi pledge in 2023, committing to short-term, long-term, and net-zero greenhouse gas emission reduction targets, which were validated by the SBTi in January 2025. During the Reporting Period, OmniVision USA completed the carbon footprint assessment for the OV10652, laying a solid foundation for refined emissions reduction management at the product level by accurately identifying emission sources throughout the entire production chain. In addition, OmniVision USA actively responded to the CDP Climate Change Questionnaire and received a B- rating, fully demonstrating its strong performance in climate governance and carbon emissions management. During the Reporting Period, the Company disclosed the Environmental, Social and Governance Report in 2025.

VII. Development Plan of the Company in 2026

With smart devices, IoT, Internet of Vehicles (IoV) and other application scenarios rapidly penetrating, user needs for intelligent interaction with electronic devices had been evolving and flourishing, and driving a steady stream of design solutions and application iterations and innovations. Accelerating the pace of digitization of daily life was the most powerful driving force to achieve continuous technological advancement.

As a Fabless chip design company that stayed on the cutting edge of technology, the Company provided more choices for the development of numerous applications in various industry segments through image sensor solutions, display solutions, and analogue solutions. The Company focused on exploring the needs of customers and industries in various application scenarios, strived to become a high-growth, self-innovating high-tech enterprise representing the leading level of the industry with significant influence, and endeavored to become a leading enterprise in the domestic and international semiconductor design and distribution industry.

Based on semiconductor design, the Company took advantage of its strengths in technology, brand, sales channels and services, taking mobile communication products as the root of its development, and actively expanded the application of its products in the fields of automotive, smartphone, home surveillance, medical, industrial/machine vision, and emerging verticals. The Company would build a stable and efficient marketing model through clear product and market positioning to form a differentiated competitive advantage. In addition, the Company would also carry out industrial layout through capitalization operations such as mergers and acquisitions and scale expansion to rapidly enhance the Company's comprehensive competitiveness and innovation ability, on the basis of which it would achieve steady, sustained and rapid growth in revenues and profits, and create the greatest value for shareholders.

The Company would coordinate the development strategy of each business segment, give full play to the synergic effect of each business system, and enhance the Company's business scale and competitiveness in the semiconductor field.

(MOU Lei)

As an independent director of OmniVision Integrated Circuits Group, Inc., I strictly performed the duties of an independent director in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies and other laws and regulations as well as the Company's Articles of Association. I fulfilled duties with due diligence, gave full play to the functions of an independent director, and effectively protected the overall interests of the Company and the legitimate rights and interests of all shareholders, especially minority shareholders. The performance of my duties as an independent director of the Company in 2025 was reported as follows:

I. Basic information of the independent director**(I) Resume of the independent director**

MOU Lei, male, born in 1962, Chinese national, holder of a bachelor's degree. He served as Assistant Chief Accountant of Shanghai Certified Public Accountants from June 1983 to September 1996. He served as a Partner of PricewaterhouseCoopers Zhongtian CPAs (Special General Partnership) from October 1996 to June 2023. He has served as an independent director of CITIC Bank International (China) Co., Ltd. since February 2024, and as an independent director of the Company since June 2025.

Positions held in special committees during the Reporting Period: Chairman of the Audit Committee, member of the Nomination Committee, member of the Remuneration and Appraisal Committee.

(II) Absence of circumstances affecting independence

As an independent director of the Company, I conducted a self-review on the positions held by myself and my primary social relations, as well as the shareholding, business and service relationships between myself and the Company and major shareholders. All items complied with the requirements for the independence of independent directors under Chinese laws, regulations and listed company regulatory rules. There were no relationships that impaired my independent and objective judgment. I maintained objective and independent professional judgment in the duty performance, and there were no circumstances affecting my independence.

II. Overview of annual duty performance by the independent director**(I) Attendance at meetings of the Board of Directors and General Meetings**

In 2025, the Company held 3 General Meetings and 14 meetings of the Board of Directors. My attendance at meetings as an independent director was set out below:

Name of independent director	Number of meetings of the Board of Directors to attend in the year	Number of meetings attended in person	Number of meetings attended by proxy	Number of absences	Consecutive absences from two in-person meetings	Number of General Meetings attended
MOU Lei	8	8	0	0	No	1

(II) Attendance at meetings of special committees of the Board of Directors**1. Audit Committee**

I served as Chairman of the Audit Committee. The Committee held 3 meetings in 2025. I applied my professional expertise to carefully review and verify the Company's periodic reports, audit arrangements, occupation of funds by related parties, internal control, engagement of overseas audit institutions and other matters, and put forward opinions and suggestions. I also carefully reviewed the audit opinions issued by the audit institution, giving full play to the professional functions and supervisory role of the Audit Committee.

2. Remuneration and Appraisal Committee

In 2025, I actively attended all 3 meetings held by the Remuneration and Appraisal Committee as a member thereof. I carefully reviewed and verified matters relating to the adjustment of the exercise price of the Company's share options and the satisfaction of exercise conditions under the share incentive plans, and put forward opinions and suggestions, earnestly performing the responsibilities and obligations of the Remuneration and Appraisal Committee.

3. Nomination Committee

In 2025, I actively attended all 3 meetings held by the Nomination Committee as a member thereof. I carefully reviewed and verified matters relating to the change of the General Manager and Legal Representative of the Company, and put forward opinions and suggestions, earnestly performing the responsibilities and obligations of the Nomination Committee.

(III) Exercise of powers by the independent director

During my tenure as an independent director of the Company, I attended all meetings of the Board of Directors and General Meetings on time, with no absences or consecutive absences from two in-person meetings. I carefully examined all proposals considered at the General Meetings, meetings of the Board of Directors and meetings of special committees, proactively learned about relevant information from the Company, requested supplementary explanatory materials as needed, and put forward suggestions on the implementation of the proposals. On that basis, I exercised voting rights independently, objectively and prudently. I voted in favor of all proposals considered at the aforesaid meetings, with no objections, oppositions or abstentions. I believed that the convening and holding of the General Meetings and the meetings of the Board of Directors of the Company complied with legal procedures, and all major business matters had undergone the necessary approval procedures and were legal and valid.

I worked diligently and with due diligence in the course of performing duties, and gave full play to my expertise in accounting. In the preparation of periodic reports, as Chairman of the Audit Committee, I actively communicated with the Company's management, Internal Audit Department and accounting firm, monitored the audit progress and key audit matters, and urged the Company and the audit institution to complete the audit work with high quality. As part of the Company's internal control evaluation work, I focused on and followed up on the rectification of general deficiencies in the Company's internal control, so as to promote the continuous improvement of the internal control system and effectively enhance the Company's risk prevention capacity. In the audit of the Company's H-share offering and listing on the Stock Exchange of Hong Kong Limited, I focused on the coordination between overseas and domestic audits and the differences between international accounting standards and accounting standards of the Chinese mainland, so as to improve audit efficiency, reduce communication costs and ensure consistency in information disclosure. In the review of the Company's periodic reports, I strictly performed supervisory duties and paid close attention to the truthfulness, accuracy and completeness of financial information. The Company's management timely responded to and adopted the relevant questions, opinions and suggestions raised by me, which played a positive role in improving the Company's governance and high-quality development.

(IV) Communication with the Company's management and audit institution

Regarding the work related to the annual report, I held several audit communication meetings with BDO China Shu Lun Pan Certified Public Accountants LLP, which was responsible for the annual audit of the Company, as well as the Company's management. I reviewed the annual audit plan, progress of annual audit phases and other relevant materials, inquired about any major issues identified by the annual audit accountants during the audit, and provided relevant suggestions and opinions.

(V) Cooperation of the Company in the work of independent directors and on-site work

During my term of office in the Reporting Period, I spent 10 working days on on-site work. I earnestly and diligently performed duties. In addition to attending meetings of the Board of Directors, meetings of special committees and General Meetings, I maintained regular communication with the Company's management, Finance Department, external audit institutions and other intermediaries through multiple channels including on-site inspections, telephone calls and online/offline meetings. I kept close track of the Company's operating conditions and financial positions and timely understood the progress of major matters of the Company. Meanwhile, to gain a thorough understanding of the Company's production, operation and technological innovation progress, I conducted multiple on-site investigations during the Reporting Period, including visits to research and development centers of domestic and overseas subsidiaries of the Group, visits to the Company's exhibition halls and laboratories, and systematic observation of the Company's technological evolution roadmap and core product matrix. I gained in-depth insights into the Company's key core technologies, competitive advantages and industry position, thus forming an intuitive and comprehensive understanding of the Company's technological reserves and market positioning. In addition, I went deep into the Company's production lines and inspected the wafer testing lines at the production base. I was deeply impressed by the automation level, process control capability and on-site management of the lines, which deepened my understanding of the implementation of the Company's business. The Company's management provided full responses to the questions raised by me, and adopted the suggestions offered, ensuring that I enjoyed the same right to information as other directors. I applied my professional expertise to give full play to guiding and supervising roles, which promoted the scientific and objectivity of the decision-making by the Board of Directors.

During the Reporting Period, I actively participated in compliance training organized by the Shanghai Stock Exchange, the Shanghai Listed Companies Association and other relevant institutions as well as the Company. I continuously improved my theoretical knowledge and capability to perform duties in a scientific manner, laying a solid foundation for making independent judgments and performing duties in accordance with regulations. Meanwhile, the Company took out directors' and officers' liability insurance, which effectively reduced the risks of independent directors in performing duties and provided support for the duty performance by independent directors.

(VI) Effective protection of the legitimate rights of minority shareholders

During the Reporting Period, I actively participated in investor interaction activities by attending the Company's General Meetings and listened to the opinions and suggestions of investors. I performed duties in strict accordance with relevant laws and regulations. For each matter considered by the Board of Directors, I carefully reviewed relevant materials, learned about relevant information and applied my professional expertise to make independent and impartial judgments. I expressed independent opinions free from influence by the Company and major shareholders, and effectively protected the legitimate rights and interests of minority shareholders.

III. Key matters focused on in the annual duty performance by the independent director

During the Reporting Period, in accordance with the requirements of relevant laws, regulations and the Company's Articles of Association and rules on the duties of independent directors, I focused on and examined various matters of the Company and voiced objective and impartial independent opinions. The details were as follows:

(I) Engagement of accounting firm

During the Reporting Period, the Company did not change its accounting firm and continued to engage BDO China Shu Lun Pan Certified Public Accountants LLP as its financial and internal control audit institution in 2025. After careful review, I held that BDO China Shu Lun Pan Certified Public Accountants LLP performed its duties with due diligence in providing annual audit services to the Company, abided by the professional standards of independence, objectivity and impartiality, and all reports issued by it truthfully and accurately reflected the Company's financial position and operating results. The firm satisfactorily completed all work entrusted by the Company, and the decision-making procedures for the engagement of the accounting firm by the Company were legal and valid.

(II) Appointment of senior management

On June 10, 2025, the Company held the 1st Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Appointment of the Company's General Manager, the Proposal on the Appointment of the Company's Deputy General Manager, the Proposal on the Appointment of the Company's Chief Financial Officer and the Proposal on the Appointment of the Company's Secretary of the Board of Directors, completing the appointment of the Company's senior management. On November 12, 2025, the Company held the 7th Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Adjustment of the Company's Senior Management and the Change of Legal Representative, agreeing to appoint Dr. GAO Wenbao as the General Manager of the Company.

After careful review, I held that the appointment of senior management by the Company strictly followed relevant procedures in accordance with the Company Law of the People's Republic of China, the Guidelines for the Governance of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Company's Articles of Association, and there was no circumstance impairing the legitimate rights and interests of the Company and all shareholders, especially minority shareholders.

(III) Satisfaction of exercise conditions under the share option incentive plans

On September 12, 2025, the Company held the 5th Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Second Exercise Period of the 2023 First Share Option Incentive Plan Meeting the Exercise Conditions, the Proposal on the Second Exercise Period of the 2023 Second Share Option Incentive Plan Meeting the Exercise Conditions and other related proposals. The second exercise periods of the share options granted under the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan met the exercise conditions, and the Company agreed to complete the exercise of share options for incentive participants who met exercise conditions for the first exercise periods of the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan.

After careful review, the second exercise periods of the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan met the respective exercise conditions, which all complied with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies, the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan, and there was no circumstance infringing upon the interests of the Company and all shareholders.

(IV) Implementation of information disclosure

During the Reporting Period, the Company duly fulfilled its information disclosure obligations in strict accordance with the Securities Law of the People's Republic of China, the Measures for the Administration of Information Disclosure of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Company's Information Disclosure Affairs Management System. The Company ensured that the disclosed information was true, accurate and complete, without any false records, misleading statements or material omissions. The information objectively and fairly reflected the Company's operating conditions, helped investors timely understand the Company's status, and effectively protected the rights and interests of all shareholders of the Company.

IV. Overall evaluation and suggestions

As an independent director of the Company, I strictly abided by the provisions of relevant laws, regulations, regulatory documents and the Company's Articles of Association, and actively and effectively performed the duties of an independent director. I exercised voting rights independently, prudently and objectively on all major matters resolved by the Board of Directors of the Company, and effectively protected the legitimate rights and interests of the Company and minority shareholders. In 2026, I will continue to give full play to my professional advantages, further strengthen communication with directors and the management of the Company, perform the duties of an independent director independently, impartially, prudently, earnestly, diligently and faithfully, and leverage my experience and expertise in finance and management to provide more active and effective opinions and suggestions for the Company's development. I will fully disclose risks, promote the continuous improvement of scientific decision-making, advance the healthy and sustainable development of the Company, and effectively and substantially protect the legitimate rights and interests of the Company and all shareholders of the Company, especially minority shareholders.

(ZHU Liting)

As an independent director of OmniVision Integrated Circuits Group, Inc., I strictly performed the duties of an independent director in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies and other laws and regulations as well as the Company's Articles of Association. I fulfilled duties with due diligence, gave full play to the functions of an independent director, and effectively protected the overall interests of the Company and the legitimate rights and interests of all shareholders, especially minority shareholders. The performance of my duties as an independent director of the Company in 2025 was reported as follows:

I. Basic information of the independent director**(I) Resume of the independent director**

ZHU Liting, male, born in 1961, Chinese national, with no permanent overseas residency, holder of a bachelor's degree. He served as Partner, Executive Director and Director of Shanghai Bangxin Jianzhong Zhonghui Law Firm from 1997 to 2017. He has served as Managing Partner, Executive Director and Director of Beijing Guofeng (Shanghai) Law Firm since 2017. He has been an independent director of Shanghai Guangdian Electric (Group) Co., Ltd. since June 2019, and a director of Laofengxiang Co., Ltd. since June 2019. He was an independent director of Dongjie Intelligent Technology Group Co., Ltd. from December 2021 to January 2025. He has been an independent director of the Company since June 2022, and an independent director of Zhejiang Wansheng Co., Ltd. since November 2025.

Positions held in special committees during the Reporting Period: Member of the Audit Committee, Member of the Strategy and ESG Committee, Chairman of the Remuneration and Appraisal Committee.

(II) Absence of circumstances affecting independence

As an independent director of the Company, I conducted a self-review on the positions held by myself and my primary social relations, as well as the shareholding, business and service relationships between myself and the Company and major shareholders. All items complied with the requirements for the independence of independent directors under Chinese laws, regulations and listed company regulatory rules. There were no relationships that impaired my independent and objective judgment. I maintained objective and independent professional judgment in the duty performance, and there were no circumstances affecting my independence.

II. Overview of annual duty performance by the independent director**(I) Attendance at meetings of the Board of Directors and General Meetings**

In 2025, the Company held 3 General Meetings and 14 meetings of the Board of Directors. My attendance at meetings as an independent director during my tenure was set out below:

Name of independent director	Number of meetings of the Board of Directors to attend in the year	Number of meetings attended in person	Number of meetings attended by proxy	Number of absences	Consecutive absences from two in-person meetings	Number of General Meetings attended
ZHU Liting	14	14	0	0	No	3

(II) Attendance at meetings of special committees of the Board of Directors**1. Audit Committee**

In 2025, I actively attended all 8 meetings held by the Audit Committee as a member thereof. I carefully reviewed and verified the Company's periodic reports, audit arrangements and other matters, and put forward opinions and suggestions. I also carefully reviewed the audit opinions issued by the audit institution, earnestly performing the responsibilities and obligations of the Audit Committee.

2. Strategy and ESG Committee

In 2025, I actively attended all 5 meetings held by the Strategy and ESG Committee as a member thereof. I carefully reviewed and verified major development strategies of the Company, cancellation of repurchased shares, change of the Company's name, implementation of the H-share offering and listing on the Stock Exchange of Hong Kong Limited and other relevant matters, and put forward opinions and suggestions, earnestly performing the responsibilities and obligations of the Strategy and ESG Committee.

3. Remuneration and Appraisal Committee

I served as Chairman of the Remuneration and Appraisal Committee. The Committee held 6 meetings in 2025. I applied my professional expertise to carefully review and verify the remuneration plans for directors and senior management of the Company, adjustment of the exercise price of share options, equity incentive plans and satisfaction of exercise conditions, giving full play to the professional functions and supervisory role of the Remuneration and Appraisal Committee.

(III) Exercise of powers by the independent director

During my tenure as an independent director of the Company, I attended all meetings of the Board of Directors and General Meetings on time, with no absences or consecutive absences from two in-person meetings. I carefully examined all proposals considered at the General Meetings, meetings of the Board of Directors and meetings of special committees, proactively learned about relevant information from the Company, requested supplementary explanatory materials as needed, and put forward suggestions on the implementation of the proposals. On that basis, I exercised voting rights independently, objectively and prudently. I voted in favor of all proposals considered at the aforesaid meetings, with no objections, oppositions or abstentions. I believed that the convening and holding of the General Meetings and the Board of Directors of the Company complied with legal procedures, and all major business matters had undergone the necessary approval procedures and were legal and valid.

I performed my duties diligently and with due diligence during my tenure, and gave full play to my expertise in the legal profession. During the Reporting Period, I not only comprehensively sorted out and analyzed the legal risks of the Company to help the Company avoid potential legal risks and ensure robust and compliant operation, but also participated in the risk assessment of some investment projects of the Company. I focused on reviewing transaction compliance, core rights and obligations, liability for breach of contract and dispute resolution, and put forward professional suggestions on possible legal risks and compliance issues to fulfill my risk supervision responsibilities.

(IV) Communication with the Company's management and audit institution

Regarding the work related to the annual report, I held several audit communication meetings with BDO China Shu Lun Pan Certified Public Accountants LLP, which was responsible for the annual audit of the Company, as well as the Company's management. I reviewed the annual audit plan, progress of annual audit phases and other relevant materials, inquired about any major issues identified by the annual audit accountants during the audit, and provided relevant suggestions and opinions.

(V) Cooperation of the Company in the work of independent directors and on-site work

During my term of office in the Reporting Period, I spent 16 working days on on-site work. I earnestly and diligently performed my duties. In addition to attending meetings of the Board of Directors, meetings of special committees and General Meetings, I maintained regular communication with the Company's management, Finance Department, external audit institutions and other intermediaries through multiple channels including on-site inspections, telephone calls and online/offline meetings. I kept close track of the Company's operating conditions, financial positions and the establishment and improvement of internal systems, and timely understood the progress of major matters of the Company. Meanwhile, to gain a thorough understanding of the Company's production, operation and technological innovation progress, I conducted multiple on-site investigations during the Reporting Period, including visits to research and development centers of subsidiaries of the Group, visits to the Company's exhibition halls and laboratories, and systematic observation of the Company's technological evolution roadmap and core product matrix. I gained in-depth insights into the Company's key core technologies, competitive advantages and industry position, thus forming an intuitive and comprehensive understanding of the Company's technological reserves and market positioning. In addition, I went deep into the Company's production lines and inspected the wafer testing lines at the production base. I was deeply impressed by the automation level, process control capability and on-site management of the lines, which deepened my understanding of the implementation of the Company's business. The Company's management provided full responses to the questions raised by me, and adopted the suggestions offered, ensuring that I enjoyed the same right to information as other directors. I applied my professional expertise to give full play to guiding and supervising roles, which promoted the scientific and objectivity of the decision-making by the Board of Directors.

During the Reporting Period, I actively participated in compliance training organized by the Shanghai Stock Exchange, the Shanghai Listed Companies Association and other relevant institutions as well as the Company. I continuously improved my theoretical knowledge and capability to perform duties in a scientific manner, laying a solid foundation for making independent judgments and performing duties in accordance with regulations. Meanwhile, the Company took out directors' and officers' liability insurance, which effectively reduced the risks of independent directors in performing duties and provided support for the duty performance by independent directors.

(VI) Effective protection of the legitimate rights of minority shareholders

During the Reporting Period, I actively participated in investor interaction activities by attending the Company's General Meetings and performance briefings, and listened to the opinions and suggestions of investors. I performed my duties in strict accordance with relevant laws and regulations. For each matter considered by the Board of Directors, I carefully reviewed relevant materials, learned about relevant information and applied my professional expertise to make independent and impartial judgments. I expressed independent opinions free from influence by the Company and major shareholders, and effectively protected the legitimate rights and interests of minority shareholders.

III. Key matters focused on in the annual duty performance by the independent director

During the Reporting Period, in accordance with the duties of independent directors prescribed by relevant laws, regulations and the Company's Articles of Association and internal rules, I focused on and examined various matters of the Company and voiced objective and impartial independent opinions. The details were as follows:

(I) Occupation of funds by related parties

On June 10, 2025, the Company held the 2024 Annual General Meeting, which considered and adopted the Proposal on the Guarantee Quota Provided by the Company for Its Majority-owned Subsidiaries in 2025, confirming that the Company would provide guarantees for the credit business with banks and other financial institutions and daily operational business of its majority-owned subsidiaries. After careful review, I held that the Company strictly complied with the relevant provisions such as the Articles of Association and completed the corresponding decision-making procedures for the annual guarantee quota for majority-owned subsidiaries. The Company strictly controlled risks arising from external guarantees and did not provide guarantees for any third parties other than majority-owned subsidiaries within the consolidated financial statements. In 2025, there were no irregular guarantees, no provision of financial support to related parties, and no occupation of the Company's funds by the controlling shareholder or related parties.

(II) Implementation of internal control

During the Reporting Period, the Company continuously improved and promoted the effective implementation of the internal control system in strict accordance with the Basic Standards for Enterprise Internal Control and other relevant laws and regulations. It comprehensively carried out the establishment, implementation and evaluation of internal control, and steadily advanced the implementation of the enterprise internal control system. The Company engaged BDO China Shu Lun Pan Certified Public Accountants LLP to conduct a special audit on the effectiveness of internal control over financial reporting, which issued an unqualified Internal Control Audit Report.

(III) Engagement of accounting firm

During the Reporting Period, the Company did not change its accounting firm and continued to engage BDO China Shu Lun Pan Certified Public Accountants LLP as its financial and internal control audit institution in 2025. After careful review, I held that BDO China Shu Lun Pan Certified Public Accountants LLP performed its duties with due diligence in providing annual audit services to the Company, abided by the professional standards of independence, objectivity and impartiality, and all reports issued by it truthfully and accurately reflected the Company's financial position and operating results. The firm satisfactorily completed all work entrusted by the Company, and the decision-making procedures for the engagement of the accounting firm by the Company were legal and valid.

(IV) Remuneration of directors and senior management

On June 10, 2025, the Company held the 2024 Annual General Meeting, which considered and adopted the Proposal on the Remuneration Plan for the Company's Non-independent Directors and Senior Management in 2025 and the Proposal on the Remuneration Plan for the Company's Independent Directors in 2025. The Remuneration and Appraisal Committee under the Board of Directors conducted annual performance appraisal on directors and senior management based on the Company's operating conditions in 2025 and their respective duties, and determined their remuneration accordingly. After careful review, I held that the remuneration paid to directors and senior management of the Company in 2025 was fair and reasonable, in line with the Company's remuneration policies and appraisal standards, and there was no violation of the Company's remuneration management system.

(V) Formulation, grant of equity incentive plans and satisfaction of exercise conditions

On March 14, 2025, the Company held the 41st Meeting of the 6th Board of Directors and the 30th Meeting of the 6th Board of Supervisors, which considered and adopted the Proposal on the 2025 Share Option Incentive Plan (Draft) and Its Summary and other related proposals. The aforesaid matters were considered and adopted at the 2025 First Extraordinary General Meeting held on March 31, 2025. On March 31, 2025, the Company held the 42nd Meeting of the 6th Board of Directors and the 31st Meeting of the 6th Board of Supervisors, which considered and adopted the Proposal on Granting Share Options to the Incentive Participants in the 2025 Share Option Incentive Plan. The Company completed the registration of the exercise price and number of the share options in 2025 at Shanghai Branch of China Securities Depository and Clearing Co., Ltd. on May 23, 2025.

On September 12, 2025, the Company held the 5th Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Second Exercise Period of the 2023 First Share Option Incentive Plan Meeting the Exercise Conditions, the Proposal on the Second Exercise Period of the 2023 Second Share Option Incentive Plan Meeting the Exercise Conditions and other related proposals. The second exercise periods of the share options granted under the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan met the exercise conditions, and the Company agreed to complete the exercise of share options for incentive participants who met exercise conditions for the first exercise period under the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan.

After careful review, the formulation and grant of the 2025 Share Option Incentive Plan were completed, and the second exercise periods of the 2023 First Share Option Incentive Plan and 2023 Second Share Option Incentive Plan met the respective exercise conditions, which all complied with the relevant provision of the Measures for the Administration of Equity Incentives of Listed Companies, the 2025 Share Option Incentive Plan, the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan. There was no circumstance infringing upon the interests of the Company and all shareholders.

(VI) Implementation of information disclosure

During the Reporting Period, the Company duly fulfilled its information disclosure obligations in strict accordance with the Securities Law of the People's Republic of China, the Measures for the Administration of Information Disclosure of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Company's Information Disclosure Affairs Management System. The Company ensured that the disclosed information was true, accurate and complete, without any false records, misleading statements or material omissions. The information objectively and fairly reflected the Company's operating conditions, helped investors timely understand the Company's status, and effectively protected the rights and interests of all shareholders of the Company.

IV. Overall evaluation and suggestions

As an independent director of the Company, I strictly abided by the provisions of relevant laws, regulations, regulatory documents and the Company's Articles of Association, and actively and effectively performed the duties of an independent director. I exercised voting rights independently, prudently and objectively on all material matters resolved by the Board of Directors of the Company, and effectively protected the legitimate rights and interests of the Company and minority shareholders. In 2026, I will continue to give full play to my professional advantages, further strengthen communication with directors and the management of the Company, perform the duties of an independent director independently, impartially, prudently, earnestly, diligently and faithfully. With my professional expertise, I will give full play to my experience and expertise in legal affairs and risk management, provide more active and effective opinions and suggestions for the Company's development, fully disclose risks, promote the continuous improvement of scientific decision-making, advance the healthy and sustainable development of the Company, and effectively and substantially protect the legitimate rights and interests of the Company and all shareholders of the Company, especially minority shareholders.

(FAN Mingxi)

As an independent director of OmniVision Integrated Circuits Group, Inc., I strictly performed the duties of an independent director in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies and other laws and regulations as well as the Company's Articles of Association. I fulfilled duties with due diligence, gave full play to the functions of an independent director, and effectively protected the overall interests of the Company and the legitimate rights and interests of all shareholders, especially minority shareholders. The performance of my duties as an independent director of the Company in 2025 was reported as follows:

I. Basic information of the independent director**(I) Resume of the independent director**

FAN Mingxi, female, born in 1979, Hong Kong national, holder of a master's degree. She served as Analyst, Deputy Manager and Vice President in the Global Markets Division of Deutsche Bank AG, Hong Kong Branch from July 2003 to October 2008. She served as Director, Executive Director and Managing Director of UBS AG, Hong Kong Branch from October 2008 to March 2024. She has served as an independent director of the Company since June 2025, and as an independent director of Proya Cosmetics Co., Ltd. since September 2025.

Positions held in special committees during the Reporting Period: Member of the Audit Committee, Member of the Strategy and ESG Committee, Chairman of the Nomination Committee, Member of the Remuneration and Appraisal Committee.

(II) Absence of circumstances affecting independence

As an independent director of the Company, I conducted a self-review on the positions held by myself and my primary social relations, as well as the shareholding, business and service relationships between myself and the Company and major shareholders. All items complied with the requirements for the independence of independent directors under Chinese laws, regulations and listed company regulatory rules. There were no relationships that impaired my independent and objective judgment. I maintained objective and independent professional judgment in the duty performance, and there were no circumstances affecting my independence.

II. Overview of annual duty performance by the independent director**(I) Attendance at meetings of the Board of Directors and General Meetings**

In 2025, the Company held 3 General Meetings and 14 meetings of the Board of Directors. My attendance at meetings as an independent director during my tenure was set out below:

Name of independent director	Number of meetings of the Board of Directors to attend in the year	Number of meetings attended in person	Number of meetings attended by proxy	Number of absences	Consecutive absences from two in-person meetings	Number of General Meetings attended
FAN Mingxi	8	8	0	0	No	1

(II) Attendance at meetings of special committees of the Board of Directors**1. Audit Committee**

In 2025, I actively attended all 3 meetings held by the Audit Committee as a member thereof. I carefully reviewed and verified the Company's periodic reports, audit arrangements and other matters, and put forward opinions and suggestions. I also carefully reviewed the audit opinions issued by the audit institution, earnestly performing the responsibilities and obligations of the Audit Committee.

2. Strategy and ESG Committee

In 2025, I actively attended all 2 meetings held by the Strategy and ESG Committee as a member thereof. I carefully reviewed and verified major development strategies of the Company, implementation of the H-share offering and listing on the Stock Exchange of Hong Kong Limited and other relevant matters, and put forward opinions and suggestions, earnestly performing the responsibilities and obligations of the Strategy and ESG Committee.

3. Remuneration and Appraisal Committee

In 2025, I actively attended all 3 meetings held by the Remuneration and Appraisal Committee as a member thereof. I carefully reviewed and verified matters relating to the adjustment of the exercise price of the Company's share options and the satisfaction of exercise conditions under the equity incentive plans, and put forward opinions and suggestions, earnestly performing the responsibilities and obligations of the Remuneration and Appraisal Committee.

4. Nomination Committee

I served as Chairman of the Nomination Committee. The Committee held 1 meeting in 2025. I carefully reviewed and verified matters relating to the change of the General Manager and Legal Representative of the Company, giving full play to the professional functions and supervisory role of the Nomination Committee.

(III) Exercise of powers by the independent director

During my tenure as an independent director of the Company, I attended all meetings of the Board of Directors and General Meetings on time, with no absences or consecutive absences from two in-person meetings. I carefully examined all proposals considered at the General Meetings, meetings of the Board of Directors and meetings of special committees, proactively learned about relevant information from the Company, requested supplementary explanatory materials as needed, and put forward suggestions on the implementation of the proposals. On that basis, I exercised voting rights independently, objectively and prudently. I voted in favor of all proposals considered at the aforesaid meetings, with no objections, oppositions or abstentions. I believed that the convening and holding of the General Meetings and the Board of Directors of the Company complied with legal procedures, and all major business matters had undergone the necessary approval procedures and were legal and valid.

I performed my duties diligently and with due diligence during my tenure, and gave full play to my professional expertise in the international financial markets. With extensive experience working in international financial institutions, and based on my understanding of international capital flows, Hong Kong stock market valuation and investor preferences, I acted as a bridge between the Company and foreign-funded institutions.

(IV) Communication with the Company's Management and Audit Institution

Regarding the work related to the annual report, I held several audit communication meetings with BDO China Shu Lun Pan Certified Public Accountants LLP, which was responsible for the annual audit of the Company, as well as the Company's management. I reviewed the annual audit plan, progress of annual audit phases and other relevant materials, inquired about any major issues identified by the annual audit accountants during the audit, and provided relevant suggestions and opinions.

(V) Cooperation of the Company in the work of independent directors and on-site work

During my term of office in the Reporting Period, I spent 10 working days on on-site work. I earnestly and diligently performed my duties. In addition to attending meetings of the Board of Directors, meetings of special committees and General Meetings, I maintained regular communication with the Company's management, Finance Department, external audit institutions and other intermediaries through multiple channels including on-site inspections, telephone calls and online/offline meetings. I kept close track of the development of the Company's principal business, operations and financial positions, and timely understood the progress of major matters of the Company. Meanwhile, to gain a thorough understanding of the Company's production, operation and technological innovation progress, I conducted multiple on-site investigations during the Reporting Period, including visits to research and development centers of subsidiaries of the Group, visits to the Company's exhibition halls and laboratories, and systematic observation of the Company's technological evolution roadmap and core product matrix. I gained in-depth insights into the Company's key core technologies, competitive advantages and industry position, thus forming an intuitive and comprehensive understanding of the Company's technological reserves and market positioning. In addition, I went deep into the Company's production lines and inspected the wafer testing lines at the production base. I was deeply impressed by the automation level, process control capability and on-site management of the lines, which deepened my understanding of the implementation of the Company's business. The Company's management provided full responses to the questions raised by me, and adopted the suggestions offered, ensuring that I enjoyed the same right to information as other directors. I applied my professional expertise to give full play to guiding and supervising roles, which promoted the scientific and objectivity of the decision-making by the Board of Directors.

During the Reporting Period, I actively participated in compliance training organized by the Shanghai Stock Exchange, the Shanghai Listed Companies Association and other relevant institutions as well as the Company. I continuously improved my theoretical knowledge and capability to perform duties in a scientific manner, laying a solid foundation for making independent judgments and performing duties in accordance with regulations. Meanwhile, the Company took out directors' and officers' liability insurance, which effectively reduced the risks of independent directors in performing duties and provided support for the duty performance by independent directors.

(VI) Effective protection of the legitimate rights of minority shareholders

During the Reporting Period, I actively participated in investor interaction activities by attending the Company's General Meetings and performance briefings, and listened to the opinions and suggestions of investors. I performed my duties in strict accordance with relevant laws and regulations. For each matter considered by the Board of Directors, I carefully reviewed relevant materials, learned about relevant information and applied my professional expertise to make independent and impartial judgments. I expressed independent opinions free from influence by the Company and major shareholders, and effectively protected the legitimate rights and interests of minority shareholders.

III. Key matters focused on in the annual duty performance by the independent director

During the Reporting Period, in accordance with the duties of independent directors prescribed by relevant laws, regulations and the Company's Articles of Association and internal rules, I focused on and examined various matters of the Company and voiced objective and impartial independent opinions. The details were as follows:

(I) Engagement of Accounting Firm

During the Reporting Period, the Company did not change its accounting firm and continued to engage BDO China Shu Lun Pan Certified Public Accountants LLP as its financial and internal control audit institution for 2025. After careful review, I held that BDO China Shu Lun Pan Certified Public Accountants LLP performed its duties with due diligence in providing annual audit services to the Company, abided by the professional standards of independence, objectivity and impartiality, and all reports issued by it truthfully and accurately reflected the Company's financial position and operating results. The firm satisfactorily completed all work entrusted by the Company, and the decision-making procedures for the appointment of the accounting firm by the Company were legal and valid.

(II) Appointment of Senior Management

On June 10, 2025, the Company held the 1st Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Appointment of the Company's General Manager, the Proposal on the Appointment of the Company's Deputy General Manager, the Proposal on the Appointment of the Company's Chief Financial Officer and the Proposal on the Appointment of the Company's Secretary of the Board of Directors, completing the appointment of the Company's senior management. On November 12, 2025, the Company held the 7th Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Adjustment of the Company's Senior Management and the Change of Legal Representative, agreeing to appoint Dr. GAO Wenbao as the General Manager of the Company.

After careful review, I held that the appointment of senior management by the Company strictly followed relevant procedures in accordance with the Company Law of the People's Republic of China, the Guidelines for the Governance of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Company's Articles of Association, and there was no circumstance impairing the legitimate rights and interests of the Company and all shareholders, especially minority shareholders.

(III) Satisfaction of exercise conditions under the share option incentive plans

On September 12, 2025, the Company held the 5th Meeting of the 7th Board of Directors, which considered and adopted the Proposal on the Second Exercise Period of the 2023 First Share Option Incentive Plan Meeting the Exercise Conditions, the Proposal on the Second Exercise Period of the 2023 Second Share Option Incentive Plan Meeting the Exercise Conditions and other related proposals. The second exercise periods of the share options granted under the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan met the exercise conditions, and the Company agreed to complete the exercise of share options for incentive participants who met exercise conditions for the first exercise period under the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan.

After careful review, the second exercise periods of the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan met the respective exercise conditions, which all complied with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies, the 2023 First Share Option Incentive Plan and the 2023 Second Share Option Incentive Plan, and there was no circumstance infringing upon the interests of the Company and all shareholders.

(IV) Implementation of information disclosure

During the Reporting Period, the Company duly fulfilled its information disclosure obligations in strict accordance with the Securities Law of the People's Republic of China, the Measures for the Administration of Information Disclosure of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Company's Information Disclosure Affairs Management System. The Company ensured that the disclosed information was true, accurate and complete, without any false records, misleading statements or material omissions. The information objectively and fairly reflected the Company's operating conditions, helped investors timely understand the Company's status, and effectively protected the rights and interests of all shareholders of the Company.

IV. Overall evaluation and suggestions

As an independent director of the Company, I strictly abided by the provisions of relevant laws, regulations, regulatory documents and the Company's Articles of Association, and actively and effectively performed the duties of an independent director. I exercised voting rights independently, prudently and objectively on all major matters resolved by the Board of Directors of the Company, and effectively protected the legitimate rights and interests of the Company and minority shareholders. In 2026, I will continue to give full play to my professional advantages, further strengthen communication with directors and the management of the Company, perform the duties of an independent director independently, impartially, prudently, earnestly, diligently and faithfully. With my professional knowledge, I will give full play to my professional expertise in the international financial markets, provide more active and effective opinions and suggestions for the Company's development, fully disclose risks, promote the continuous improvement of scientific decision-making, advance the healthy and sustainable development of the Company, and effectively and substantially protect the legitimate rights and interests of the Company and all shareholders of the Company, especially minority shareholders.

(HU Renyu)

As an independent director of OmniVision Integrated Circuits Group, Inc., I strictly performed the duties of an independent director in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies and other laws and regulations as well as the Company's Articles of Association. I fulfilled duties with due diligence, gave full play to the functions of an independent director, and effectively protected the overall interests of the Company and the legitimate rights and interests of all shareholders, especially minority shareholders. The performance of my duties as an independent director of the Company in 2025 was reported as follows:

I. Basic information of the independent director**(I) Resume of the independent director**

HU Renyu, male, born in 1964, Chinese national, with no permanent overseas residency, holder of a doctoral degree. He has been Director of the Accounting Informatics Special Committee of Shanghai Accounting Society since July 1997. He has been a Professor at East China University of Science and Technology since January 2004. He has been Supervisor of Shanghai Suwan Import and Export Co., Ltd. since November 2004. He was Supervisor of Shanghai Aosheng Denim Textile Co., Ltd. from September 2010 to September 2025. He has been Deputy Director of the Accounting Informatics Special Committee of China Accounting Society since December 2013. He has been a Director of AI Speech Co., Ltd. since March 2021. He has been an independent director of Shanghai Belling Co., Ltd. since April 2021. He was an independent director of the Company from June 2021 to June 10, 2025. He has been an independent director of Sunny Loan Top Co., Ltd. and an independent director of Yuanyao Biotechnology (Yancheng) Co., Ltd. since September 2021. He has been an independent director of Transwin Telecom (Shanghai) Technology Co., Ltd. since February 2026.

Positions held in special committees during the Reporting Period: Chairman of the Audit Committee, member of the Remuneration and Appraisal Committee.

(II) Absence of circumstances affecting independence

As an independent director of the Company, I conducted a self-review on the positions held by myself and my primary social relations, as well as the shareholding, business and service relationships between myself and the Company and major shareholders. All items complied with the requirements for the independence of independent directors under Chinese laws, regulations and listed company regulatory rules. There were no relationships that impaired my independent and objective judgment. I maintained objective and independent professional judgment in the duty performance, and there were no circumstances affecting my independence.

II. Overview of annual duty performance by the independent director**(I) Attendance at meetings of the Board of Directors and General Meetings**

In 2025, the Company held 3 General Meetings and 14 meetings of the Board of Directors. My attendance at meetings as an independent director during my tenure was set out below:

Name of independent director	Number of meetings of the Board of Directors to attend in the year	Number of meetings attended in person	Number of meetings attended by proxy	Number of absences	Consecutive absences from two in-person meetings	Number of General Meetings attended
HU Renyu	6	6	0	0	No	2

(II) Attendance at meetings of special committees of the Board of Directors**1. Audit Committee**

I served as Chairman of the Audit Committee. The Committee held 5 meetings in 2025. I applied my professional expertise to carefully review and verify the Company's periodic reports, occupation of funds by related parties, internal control, engagement of audit institutions, audit arrangements, appointment of financial principals and other matters, and put forward opinions and suggestions. I also carefully reviewed the audit opinions issued by the audit institution, giving full play to the professional functions and supervisory role of the Audit Committee.

2. Remuneration and Appraisal Committee

In 2025, I actively attended all 3 meetings held by the Remuneration and Appraisal Committee as a member thereof. I carefully reviewed and verified the remuneration plans for directors and senior management of the Company, the equity incentive plans and the satisfaction of exercise conditions, and put forward opinions and suggestions, earnestly performing the responsibilities and obligations of the Remuneration and Appraisal Committee.

(III) Exercise of powers by the independent director

During my tenure as an independent director of the Company, I attended all meetings of the Board of Directors and General Meetings on time, with no absences or consecutive absences from two in-person meetings. I carefully examined all proposals considered at the General Meetings, meetings of the Board of Directors and meetings of special committees, proactively learned about relevant information from the Company, requested supplementary explanatory materials as needed, and put forward suggestions on the implementation of the proposals. On that basis, I exercised voting rights independently, objectively and prudently. I voted in favor of all proposals considered at the aforesaid meetings, with no objections, oppositions or abstentions. I believed that the convening and holding of the General Meetings and the Board of Directors of the Company complied with legal procedures, and all major business matters had undergone the necessary approval procedures and were legal and valid.

I performed my duties diligently and with due diligence during my tenure, and gave full play to my expertise in accounting. In the preparation of periodic reports, as Chairman of the Audit Committee, I actively communicated with the Company's management, internal audit department and accounting firm, monitored the audit progress and key audit matters, and urged the Company and the audit institution to complete the audit work with high quality. The Company's management timely responded to and adopted the relevant questions, opinions and suggestions raised by me, which played a positive role in improving the Company's governance and high-quality development.

(IV) Communication with the Company's management and audit institution

Regarding the work related to the annual report, I held several audit communication meetings with BDO China Shu Lun Pan Certified Public Accountants LLP, which was responsible for the annual audit of the Company, as well as the Company's management. I reviewed the annual audit plan, progress of annual audit phases and other relevant materials, inquired about any major issues identified by the annual audit accountants during the audit, and provided relevant suggestions and opinions.

(V) Cooperation of the Company in the work of independent directors and on-site work

During my term of office in the Reporting Period, I spent 6 working days on on-site work. I earnestly and diligently performed my duties. In addition to attending meetings of the Board of Directors, meetings of special committees and General Meetings, I maintained regular communication with the Company's management, Finance Department, external audit institutions and other intermediaries through multiple channels including on-site inspections, telephone calls and online meetings. I kept close track of the Company's operating conditions and financial position and timely understood the progress of material matters of the Company. The Company's management provided full responses to the questions raised by me, and adopted the suggestions offered, ensuring that I enjoyed the same right to information as other directors. I applied my professional expertise to give full play to guiding and supervising roles, which promoted the scientific and objectivity of the decision-making by the Board of Directors.

During the Reporting Period, I continuously improved my theoretical knowledge and capability to perform duties in a scientific manner, laying a solid foundation for making independent judgments and performing duties in accordance with regulations. Meanwhile, the Company took out directors' and officers' liability insurance, which effectively reduced the risks of independent directors in performing duties and provided support for the duty performance by independent directors.

(VI) Effective Protection of the legitimate rights of minority shareholders

During the Reporting Period, I actively participated in investor interaction activities by attending the Company's General Meetings and listened to the opinions and suggestions of investors. I performed my duties in strict accordance with relevant laws and regulations. For each matter considered by the Board of Directors, I carefully reviewed relevant materials, learned about relevant information and applied my professional expertise to make independent and impartial judgments. I expressed independent opinions free from influence by the Company and major shareholders, and effectively protected the legitimate rights and interests of minority shareholders.

III. Key Matters focused on in the annual duty performance by the independent director

During the Reporting Period, in accordance with the duties of independent directors prescribed by relevant laws, regulations and the Company's Articles of Association and internal rules, I focused on and examined various matters of the Company and voiced objective and impartial independent opinions. The details were as follows:

(I) Occupation of funds by related parties

On June 10, 2025, the Company held the 2024 Annual General Meeting, which considered and adopted the Proposal on the Guarantee Quota Provided by the Company for Its Majority-owned Subsidiaries in 2025, confirming that the Company would provide guarantees for the credit business with banks and other financial institutions and daily operational business of its majority-owned subsidiaries. After careful review, I held that the Company strictly complied with the relevant provisions such as the Articles of Association and completed the corresponding decision-making procedures for the annual guarantee quota for majority-owned subsidiaries. The Company strictly controlled risks arising from external guarantees and did not provide guarantees for any third parties other than majority-owned subsidiaries within the consolidated financial statements. In 2025, there were no irregular guarantees, no provision of financial support to related parties, and no occupation of the Company's funds by the controlling shareholder or related parties.

(II) Implementation of internal control

During the Reporting Period, the Company continuously improved and promoted the effective implementation of the internal control system in strict accordance with the Basic Standards for Enterprise Internal Control and other relevant laws and regulations. It comprehensively carried out the establishment, implementation and evaluation of internal control, and steadily advanced the implementation of the enterprise internal control system. The Company engaged BDO China Shu Lun Pan Certified Public Accountants LLP to conduct a special audit on the effectiveness of internal control over financial reporting, which issued an unqualified Internal Control Audit Report.

(III) Engagement of Accounting firm

During the Reporting Period, the Company did not change its accounting firm and continued to engage BDO China Shu Lun Pan Certified Public Accountants LLP as its financial and internal control audit institution in 2025. After careful review, I held that BDO China Shu Lun Pan Certified Public Accountants LLP performed its duties with due diligence in providing annual audit services to the Company, abided by the professional standards of independence, objectivity and impartiality, and all reports issued by it truthfully and accurately reflected the Company's financial position and operating results. The firm satisfactorily completed all work entrusted by the Company, and the decision-making procedures for the engagement of the accounting firm by the Company were legal and valid.

(IV) Remuneration of directors and Senior Management

On June 10, 2025, the Company held the 2024 Annual General Meeting, which considered and adopted the Proposal on the Remuneration Plan for the Company's Non-independent Directors and Senior Management in 2025 and the Proposal on the Remuneration Plan for the Company's Independent Directors of the Company in 2025. The Remuneration and Appraisal Committee under the Board of Directors conducted annual performance appraisal on directors and senior management based on the Company's operating conditions in 2025 and their respective duties, and determined their remuneration accordingly. After careful review, I held that the remuneration paid to directors and senior management of the Company in 2025 was fair and reasonable, in line with the Company's remuneration policies and appraisal standards, and there was no violation of the Company's remuneration management system.

(V) Implementation of information disclosure

During the Reporting Period, the Company duly fulfilled its information disclosure obligations in strict accordance with the Securities Law of the People's Republic of China, the Measures for the Administration of Information Disclosure of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Company's Information Disclosure Affairs Management System. The Company ensured that the disclosed information was true, accurate and complete, without any false records, misleading statements or material omissions. The information objectively and fairly reflected the Company's operating conditions, helped investors timely understand the Company's status, and effectively protected the rights and interests of all shareholders of the Company.

(VI) Formulation and grant of the equity incentive plans

On March 14, 2025, the Company held the 41st Meeting of the 6th Board of Directors and the 30th Meeting of the 6th Board of Supervisors, which considered and adopted the Proposal on the 2025 Share Option Incentive Plan (Draft) and Its Summary and other related proposals. The aforesaid matters were considered and adopted at the 2025 First Extraordinary General Meeting held on March 31, 2025. On March 31, 2025, the Company held the 42nd Meeting of the 6th Board of Directors and the 31st Meeting of the 6th Board of Supervisors, which considered and adopted the Proposal on Granting Share Options to the Incentive Participants in the 2025 Share Option Incentive Plan. The Company completed the registration of the exercise price and number of the share options in 2025 at Shanghai Branch of China Securities Depository and Clearing Co., Ltd. on May 23, 2025.

After careful review, the formulation and grant of the 2025 Share Option Incentive Plan complied with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies and the 2025 Share Option Incentive Plan, and there was no circumstance infringing upon the interests of the Company and all shareholders.

IV. Overall evaluation and suggestions

As an independent director of the Company, I strictly abided by the provisions of relevant laws, regulations, regulatory documents and the Company's Articles of Association, and actively and effectively performed the duties of an independent director. I exercised voting rights independently, prudently and objectively on all material matters resolved by the Board of Directors of the Company, and effectively protected the legitimate rights and interests of the Company and minority shareholders.

Pursuant to the provisions of the Measures for the Administration of Independent Directors of Listed Companies that the term of office of an independent director shall not exceed six years, my term of office was close to six years. Meanwhile, the term of the 6th Board of Directors of the Company expired and the Company completed the re-election of the Board of Directors, so I no longer served as an independent director of the Company or a member of the relevant special committees of the Board of Directors. After resigning from the office, I completed the handover of relevant work in accordance with the regulations to ensure the continuity and compliance of the duty performance.

(WU Xingjun)

As an independent director of OmniVision Integrated Circuits Group, Inc., I strictly performed the duties of an independent director in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Measures for the Administration of Independent Directors of Listed Companies and other laws and regulations as well as the Company's Articles of Association. I fulfilled duties with due diligence, gave full play to the functions of an independent director, and effectively protected the overall interests of the Company and the legitimate rights and interests of all shareholders, especially minority shareholders. The performance of my duties as an independent director of the Company in 2025 was reported as follows:

I. Basic information of the independent director**(I) Resume of the Independent Director**

WU Xingjun, male, born in 1969, Chinese national, with no permanent overseas residency, holder of a doctoral degree. He has been engaged in scientific research and teaching at the Institute of Microelectronics, Tsinghua University since August 1994, serving as a Research Assistant, Assistant Research Fellow and Associate Research Fellow respectively. He served as Deputy General Manager of Beijing Tongfang Microelectronics Co., Ltd. from December 2001 to December 2014. He served as an independent director of the Company from June 2021 to 10 June 2025.

Positions held in special committees during the Reporting Period: Member of the Audit Committee, Member of the Strategy and ESG Committee, Chairman of the Nomination Committee, Member of the Remuneration and Appraisal Committee.

(II) Absence of circumstances affecting independence

As an independent director of the Company, I conducted a self-review on the positions held by myself and my primary social relations, as well as the shareholding, business and service relationships between myself and the Company and major shareholders. All items complied with the requirements for the independence of independent directors under Chinese laws, regulations and listed company regulatory rules. There were no relationships that impaired my independent and objective judgment. I maintained objective and independent professional judgment in the duty performance, and there were no circumstances affecting my independence.

II. Overview of annual duty performance by the independent director**(I) Attendance at meetings of the Board of Directors and General Meetings**

In 2025, the Company held 14 meetings of the Board of Directors and 3 General Meetings. My attendance at meetings as an independent director during my tenure was set out below:

Name of independent director	Number of meetings of the Board of Directors to attend in the year	Number of meetings attended in person	Number of meetings attended by proxy	Number of absences	Consecutive absences from two in-person meetings	Number of General Meetings attended
WU Xingjun	6	6	0	0	No	2

(II) Attendance at meetings of special committees**1. Audit Committee**

In 2025, I actively attended all 5 meetings held by the Audit Committee as a member thereof. I carefully reviewed and verified the Company's periodic reports, occupation of funds by related parties, internal control, engagement of audit institutions, audit arrangements, appointment of financial principals and other matters, and put forward opinions and suggestions. I also carefully reviewed the audit opinions issued by the audit institution, earnestly performing the responsibilities and obligations of the Audit Committee.

2. Strategy and ESG Committee

In 2025, I actively attended all 3 meetings held by the Strategy and ESG Committee as a member thereof. I carefully reviewed and verified major development strategies of the Company, cancellation of repurchased shares, change of the Company's name, implementation of the H-share offering and listing on the Stock Exchange of Hong Kong Limited and other relevant matters, and put forward opinions and suggestions, earnestly performing the responsibilities and obligations of the Strategy and ESG Committee.

3. Remuneration and Appraisal Committee

In 2025, I actively attended all 3 meetings held by the Remuneration and Appraisal Committee as a member thereof. I carefully reviewed and verified the remuneration plans for directors and senior management of the Company, the equity incentive plans and the satisfaction of exercise conditions, and put forward opinions and suggestions, earnestly performing the responsibilities and obligations of the Remuneration and Appraisal Committee.

4. *Nomination Committee*

I served as a member of the Nomination Committee. The Committee held 2 meetings in 2025. I carefully reviewed and verified matters relating to the re-election of the Board of Directors and the appointment of senior management of the Company, giving full play to the professional functions and supervisory role of the Nomination Committee.

(III) Exercise of powers by the independent director

During my tenure as an independent director of the Company, I attended all meetings of the Board of Directors and General Meetings on time, with no absences or consecutive absences from two in-person meetings. I carefully examined all proposals considered at the General Meetings, meetings of the Board of Directors and meetings of special committees, proactively learned about relevant information from the Company, requested supplementary explanatory materials as needed, and put forward suggestions on the implementation of the proposals. On that basis, I exercised voting rights independently, objectively and prudently. I voted in favor of all proposals considered at the aforesaid meetings, with no objections, oppositions or abstentions. I believed that the convening and holding of the General Meetings and the Board of Directors of the Company complied with legal procedures, and all major business matters had undergone the necessary approval procedures and were legal and valid.

I performed my duties diligently and with due diligence during my tenure, and gave full play to my expertise in professional technologies. In light of the development of the Company's principal business, I conducted in-depth analysis of the Company's product R&D mechanism, optimized the Company's core competitiveness, and promoted the sustainable development of the Company.

(IV) Communication with the Company's management and audit institution

Regarding the work related to the annual report, I held several audit communication meetings with BDO China Shu Lun Pan Certified Public Accountants LLP, which was responsible for the annual audit of the Company, as well as the Company's management. I reviewed the annual audit plan, progress of annual audit phases and other relevant materials, inquired about any major issues identified by the annual audit accountants during the audit, and provided relevant suggestions and opinions.

(V) Cooperation of the Company in the work of independent directors and on-site work

During my term of office in the Reporting Period, I spent 6 working days on on-site work. I earnestly and diligently performed my duties. In addition to attending meetings of the Board of Directors, meetings of special committees and General Meetings, I maintained regular communication with the Company's management, Finance Department, external audit institutions and other intermediaries through multiple channels including on-site inspections, telephone calls and online meetings. I kept close track of the development of the Company's principal business, operating conditions and financial position, and timely understood the progress of material matters of the Company. The Company's management provided full responses to the questions raised by me, and adopted the suggestions offered, ensuring that I enjoyed the same right to information as other directors. I applied my professional expertise to give full play to guiding and supervising roles, which promoted the scientific and objectivity of the decision-making by the Board of Directors.

During the Reporting Period, I actively participated in independent director performance training organized by the Shanghai Stock Exchange and other relevant institutions as well as the Company. I continuously improved my theoretical knowledge and capability to perform duties in a scientific manner, laying a solid foundation for making independent judgments and performing duties in accordance with regulations. Meanwhile, the Company took out directors' and officers' liability insurance, which effectively reduced the risks of independent directors in performing duties and provided support for the duty performance by independent directors.

(VI) Effective protection of the legitimate rights of minority shareholders

During the Reporting Period, I actively participated in investor interaction activities by attending the Company's General Meetings and listened to the opinions and suggestions of investors. I performed my duties in strict accordance with relevant laws and regulations. For each matter considered by the Board of Directors, I carefully reviewed relevant materials, learned about relevant information and applied my professional expertise to make independent and impartial judgments. I expressed independent opinions free from influence by the Company and major shareholders, and effectively protected the legitimate rights and interests of minority shareholders.

III. Key Matters focused on in the annual duty performance by the independent director

During the Reporting Period, in accordance with the duties of independent directors prescribed by relevant laws, regulations and the Company's Articles of Association and internal rules, I focused on and examined various matters of the Company and voiced objective and impartial independent opinions. The details are as follows:

(I) Occupation of Funds by related parties

On June 10, 2025, the Company held the 2024 Annual General Meeting, which considered and adopted the Proposal on the Guarantee Quota Provided by the Company for Its Majority-owned Subsidiaries in 2025, confirming that the Company would provide guarantees for the credit business with banks and other financial institutions and daily operational business of its majority-owned subsidiaries. After careful review, I held that the Company strictly complied with the relevant provisions such as the Articles of Association and completed the corresponding decision-making procedures for the annual guarantee quota for majority-owned subsidiaries. The Company strictly controlled risks arising from external guarantees and did not provide guarantees for any third parties other than majority-owned subsidiaries within the consolidated financial statements. In 2025, there were no irregular guarantees, no provision of financial support to related parties, and no occupation of the Company's funds by the controlling shareholder or related parties.

(II) Implementation of internal control

During the Reporting Period, the Company continuously improved and promoted the effective implementation of the internal control system in strict accordance with the Basic Standards for Enterprise Internal Control and other relevant laws and regulations. It comprehensively carried out the establishment, implementation and evaluation of internal control, and steadily advanced the implementation of the enterprise internal control system. The Company engaged BDO China Shu Lun Pan Certified Public Accountants LLP to conduct a special audit on the effectiveness of internal control over financial reporting, which issued an unqualified Internal Control Audit Report.

(III) Engagement of accounting firm

During the Reporting Period, the Company did not change its accounting firm and continued to engage BDO China Shu Lun Pan Certified Public Accountants LLP as its financial and internal control audit institution for 2025. After careful review, I held that BDO China Shu Lun Pan Certified Public Accountants LLP performed its duties with due diligence in providing annual audit services to the Company, abided by the professional standards of independence, objectivity and impartiality, and all reports issued by it truthfully and accurately reflected the Company's financial position and operating results. The firm satisfactorily completed all work entrusted by the Company, and the decision-making procedures for the engagement of the accounting firm by the Company were legal and valid.

(IV) Remuneration of directors and senior management

On June 10, 2025, the Company held the 2024 Annual General Meeting, which considered and adopted the Proposal on the Remuneration Plan for the Company's Non-independent Directors and Senior Management in 2025 and the Proposal on the Remuneration Plan for the Company's Independent Directors in 2025. The Remuneration and Appraisal Committee under the Board of Directors conducted annual performance appraisal on directors and senior management based on the Company's operating conditions in 2025 and their respective duties, and determined their remuneration accordingly. After careful review, I held that the remuneration paid to directors and senior management of the Company in 2025 was fair and reasonable, in line with the Company's remuneration policies and appraisal standards, and there was no violation of the Company's remuneration management system.

(V) Implementation of information disclosure

During the Reporting Period, the Company duly fulfilled its information disclosure obligations in strict accordance with the Securities Law of the People's Republic of China, the Measures for the Administration of Information Disclosure of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Company's Information Disclosure Affairs Management System. The Company ensured that the disclosed information was true, accurate and complete, without any false records, misleading statements or material omissions. The information objectively and fairly reflected the Company's operating conditions, helped investors timely understand the Company's status, and effectively protected the rights and interests of all shareholders of the Company.

(VI) Formulation and grant of the equity incentive plans

On March 14, 2025, the Company held the 41st Meeting of the 6th Board of Directors and the 30th Meeting of the 6th Board of Supervisors, which considered and adopted the Proposal on the 2025 Share Option Incentive Plan (Draft) and Its Summary and other related proposals. The aforesaid matters were considered and adopted at the 2025 First Extraordinary General Meeting held on March 31, 2025. On March 31, 2025, the Company held the 42nd Meeting of the 6th Board of Directors and the 31st Meeting of the 6th Board of Supervisors, which considered and adopted the Proposal on Granting Share Options to the Incentive Participants in the 2025 Share Option Incentive Plan. The Company completed the registration of the exercise price and number of the share options in 2025 at Shanghai Branch of China Securities Depository and Clearing Co., Ltd. on May 23, 2025.

After careful review, the formulation and grant of the 2025 Share Option Incentive Plan complied with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies and the 2025 Share Option Incentive Plan, and there was no circumstance infringing upon the interests of the Company and all shareholders.

(VII) Re-election of directors of the Company

On June 10, 2025, the Company held the 2024 Annual General Meeting, which considered and adopted the Proposal on the Election of Non-independent Directors for the Company's 7th Board of Directors and the Proposal on the Election of Independent Directors for the Company's 7th Board of Directors. The Nomination Committee of the Company reviewed the qualifications of the candidates for the 7th Board of Directors. After careful review, I held that none of the candidates for the 7th Board of Directors of the Company was subject to any prohibition on holding office as prescribed by the Company Law of the People's Republic of China, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and other relevant laws and regulations as well as the Articles of Association, and their qualifications met the requirements for directors under relevant laws and regulations such as the Company Law of the People's Republic of China.

IV. Overall evaluation and suggestions

As an independent director of the Company, I strictly abided by the provisions of relevant laws, regulations, regulatory documents and the Company's Articles of Association, and actively and effectively performed the duties of an independent director. I exercised voting rights independently, prudently and objectively on all material matters resolved by the Board of Directors of the Company, and effectively protected the legitimate rights and interests of the Company and minority shareholders.

Pursuant to the provisions of the Measures for the Administration of Independent Directors of Listed Companies that the term of office of an independent director shall not exceed six years, my term of office was close to six years. Meanwhile, the term of the 6th Board of Directors of the Company expired and the Company completed the re-election of the Board of Directors, so I no longer served as an independent director of the Company or a member of the relevant special committees of the Board of Directors. After resigning from the office, I completed the handover of relevant work in accordance with the regulations to ensure the continuity and compliance of the performance of duties.

In accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Supervision Guidelines for Listed Companies No. 3 — Cash Dividend Distribution by Listed Companies, the Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies — Standardized Operation and other relevant laws and regulations, as well as the provisions of the Company's Articles of Association, the Board of Directors has formulated the Shareholder Dividend Return Plan of OmniVision Integrated Circuits Group, Inc. for the Next Three Years (2026–2028) (hereinafter referred to as the "Plan"), with a view to further implementing the profit distribution policy, regulating the Company's cash dividend practices, enhancing the transparency of cash dividend distribution, and safeguarding the legitimate rights and interests of investors. The details of the Plan are as follows:

I. Factors considered in formulating the Plan

With a focus on its strategic objectives and sustainable long-term development, the Company has comprehensively analyzed its actual conditions, business development goals, cash flow status and future development needs. It has also fully taken into account its current and future profit scale, current development stage, financing environment and other relevant factors, and established continuous and stable investor return plans and mechanisms. This enables institutional arrangements for profit distribution to ensure the continuity and stability of the Company's profit distribution policies.

II. Basic principles for formulating the Plan

The Plan is formulated in compliance with applicable laws, regulations and the provisions of the Articles of Association. It attaches importance to reasonable returns for investors while taking into account the Company's sustainable development, fully solicits the opinions and demands of shareholders (especially minority shareholders), and adopts an active, sustained and stable profit distribution policy on the premise of meeting the Company's normal production and operation needs.

III. Specific Shareholder return plan of the Company for the next three years (2026–2028)

(I) Forms of profit distribution

The Company may distribute profits in the form of cash dividends, share dividends, a combination of cash and share dividends, or other forms permitted by laws and regulations. Where the Company is profitable and its cash resources are sufficient to support continuous operation and long-term development, and the conditions for cash dividend distribution are met, cash dividends shall be adopted as the profit distribution method. Profit distribution by the Company shall not exceed the limit of accumulated distributable profits and shall not impair the Company's going-concern ability.

(II) Interval of profit distribution of the Company

On the premise that profit distribution conditions are satisfied and the Company's normal operation and long-term development are ensured, the Company shall conduct profit distribution at least once per fiscal year in principle. The Company's Board of Directors may propose an interim profit distribution based on the Company's profitability and capital demand.

(III) Conditions for cash dividend distribution

The distributable profit of the Company in the relevant fiscal year (i.e. the after-tax profit remaining after offsetting accumulated losses and appropriating reserve funds) is positive, with ample cash flow, and the implementation of cash dividends will not affect the Company's normal operation and long-term development; the audit institution has issued an unqualified audit report on the Company's annual financial report for the relevant fiscal year; the Company has no major investment plans or major cash expenditure items in the following 12 months (excluding expenditures using raised funds).

(IV) Proportion of cash dividends

When the Company operates soundly and its share dividend distribution is conducive to the overall interests of shareholders, it may propose a share dividend distribution plan on the premise that the aforesaid cash dividend conditions are met. In three consecutive fiscal years, the cumulative amount of profits distributed by the Company in cash shall not be less than 30% of the average annual distributable profits realized in such three years. Where conditions for cash dividend distribution are satisfied, if the Company's operating revenue and net profit grow rapidly and the Board of Directors considers the Company's share capital scale and equity structure to be reasonable, it may propose and implement a share dividend distribution plan in addition to the cash dividend distribution proposal. For each share dividend distribution, the number of share dividends allocated per 10 shares shall not be less than 1 share.

(V) Differential cash dividend policy

The Board of Directors shall comprehensively consider industry characteristics, the Company's development stage, business model, profitability level, major capital expenditure arrangements and other factors, distinguish the following scenarios, and formulate a differential cash dividend policy in accordance with the procedures prescribed in the Articles of Association:

1. If the Company is in the mature development stage with no major capital expenditure arrangements, the proportion of cash dividends in the present profit distribution shall be no less than 80%;
2. If the Company is in the mature development stage with major capital expenditure arrangements, the proportion of cash dividends in the present profit distribution shall be no less than 40%;
3. If the Company is in the growth development stage or its development stage is not clearly distinguishable with major capital expenditure arrangements, the proportion of cash dividends in the present profit distribution shall be no less than 20%.

Where the Company's development stage is not clearly distinguishable but major capital expenditure arrangements exist, the Board of Directors may handle the matter by reference to the preceding provisions based on specific circumstances.

(VI) Conditions for making no profit distribution

The Company may make no profit distribution under any of the following circumstances: (1) The latest annual audit report contains a qualified opinion or an unqualified opinion with a material uncertainty paragraph relating to going concern; (2) The asset-liability ratio at the end of the current year exceeds 70%; (3) The operating cash flow of the current year is negative. Profit distribution by the Company shall not impair its going-concern ability.

IV. Decision-making mechanism for the shareholder return Plan

- (I) The Company's profit distribution plan shall be drafted by the management and submitted to the Board of Directors for deliberation. The Board of Directors shall conduct in-depth discussions on the rationality of the profit distribution plan, adopt an ordinary resolution, and then submit it to the General Meeting for deliberation. Independent directors who believe that a specific cash dividend plan may harm the interests of the Company or minority shareholders shall have the right to voice independent opinions. Prior to the General Meeting's deliberation on the profit distribution plan, the Company shall proactively communicate with minority shareholders through multiple channels, fully solicit their opinions and demands, and promptly respond to their concerns.
- (II) If the Company is profitable in the current year but does not propose a cash profit distribution plan, it shall submit a detailed explanation to the Board of Directors, including the reasons for not distributing dividends, and the purposes and usage plans of the retained undistributed funds. Upon approval by the Board of Directors, the explanation shall be submitted to the General Meeting for deliberation and approval through on-site and online voting.
- (III) If the Company needs to adjust its profit distribution policy based on production and operation, investment planning and long-term development needs, such adjustment shall prioritize the protection of shareholders' equity, and the adjusted policy shall not violate applicable laws, regulations, normative documents and the Articles of Association. A proposal on adjusting the profit distribution policy shall be deliberated by the Board of Directors and then submitted to the General Meeting for approval, requiring the consent of not less than two-thirds of the voting rights held by shareholders present at the meeting. The Company shall provide an online voting mechanism to facilitate minority shareholders' participation in voting.
- (IV) After the General Meeting adopts a resolution on the annual profit distribution plan, the Board of Directors shall complete the dividend (or share) distribution within two months following the date of the General Meeting. For an interim profit distribution plan, the Board of Directors shall complete the dividend distribution within two months after adopting the relevant resolution.

V. Effectiveness of the Plan

Matters not stipulated in the Plan shall be governed by applicable laws, regulations, regulatory documents and the Company's Articles of Association. The Plan shall be interpreted by the Board of Directors and shall take effect upon deliberation and approval by the General Meeting of the Company.

In accordance with the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the External Guarantee Management System of the Company, to ensure the normal production and operation needs of the majority-owned subsidiaries and enhance their financing capacity, and based on the financing requirements for the Company's business development, it is hereby proposed that the Company provide guarantees for the credit business with banks and other financial institutions and daily operational business of its majority-owned subsidiaries, with the total guarantee quota not exceeding RMB3.3 billion (all amounts hereinafter are denominated in Renminbi (RMB) unless otherwise specified).

I. Overview of the guarantee arrangement

(I) Basic Information of the present guarantee

To meet the operational and development needs of the Company, the Company plans to provide guarantees in 2026 for the credit business with banks and other financial institutions and daily operational business of its majority-owned subsidiaries, namely Beijing Jinghongzhi Technology Co., Ltd. ("**Beijing Jinghongzhi**"), HK Waching Electronic (Group) Limited ("**HK Waching**") and Shanghai OmniVision Integrated Circuits Group Co., Ltd. ("**Shanghai OmniVision**"). The total guarantee quota shall not exceed the equivalent of RMB3.3 billion for RMB and foreign currency financing. It is proposed that the General Meeting of the Company authorize the Chairman of the Board of Directors, General Manager or Chief Financial Officer of the Company to implement specific guarantee matters within the aforesaid quota. As of March 30, 2026, the outstanding guarantee balance provided by the Company for the aforesaid guaranteed parties was approximately RMB243 million. No counter-guarantee is provided for the present guarantee.

(II) Internal decision-making procedures

All guarantee contracts signed by the Company for its majority-owned subsidiaries within the aforesaid total guarantee quota within 12 months from the date of deliberation and approval by the General Meeting of the Company shall be valid. This matter is subject to deliberation and approval at the General Meeting of the Company.

(III) Basic information of the proposed guarantee

Unit: RMB100 million

Guarantor	Guaranteed party	Shareholding ratio of the guarantor	Asset-liability ratio of the guaranteed party for the latest period	Outstanding guarantee balance as of now	Present newly added guarantee quota	Proportion of guarantee quota to net assets of the listed company for the latest period	Validity period of the Proposed guarantee	Is it a connected guarantee	Does counter-guarantee exist
I. Guarantees for majority-owned subsidiaries									
Guaranteed parties with asset-liability ratio exceeding 70%									
OmniVision Group	Shanghai OmniVision	100%	93.50%	2.43	19.00	6.74%	Within 12 months from the date of deliberation and approval by the General Meeting	No	No
OmniVision Group	HK Waching	100%	82.47%	/	4.00	1.42%	Within 12 months from the date of deliberation and approval by the General Meeting	No	No
Guaranteed parties with asset-liability ratio not exceeding 70%									
OmniVision Group	Beijing Jinghongzhi	100%	32.75%	/	10.00	3.55%	Within 12 months from the date of deliberation and approval by the General Meeting	No	No

(IV) Reallocation of guarantee quota

The aforesaid guarantee quota arrangement is based on the projection of current business conditions. Within the scope of the annual guarantee plan, the guarantee quota of one majority-owned subsidiary may be reallocated to other majority-owned subsidiaries (a majority-owned subsidiary with an asset-liability ratio of 70% or above may only obtain guarantee quota from other majority-owned subsidiaries with an asset-liability ratio of 70% or above as deliberated at the General Meeting).

II. Basic information of the guaranteed parties**(I) General information**

Type of guaranteed party	Name of guaranteed party	Type of guaranteed party & shareholding of the listed company	Major shareholders & shareholding ratio	Unified social credit code
Legal person	Beijing Jinghongzhi Technology Co., Ltd.	Wholly-owned subsidiary	100% shareholding by the Company	911101086003836827
Legal person	HK Waching Electronic (Group) Limited	Wholly-owned subsidiary	100% shareholding by the Company	37129508
Legal person	Shanghai OmniVision Integrated Circuits Group Co., Ltd.	Wholly-owned subsidiary	100% shareholding by the Company	91310000MA1H3X5962

Name of guaranteed party	Key Financial Indicators (Unit: RMB10,000)									
	December 31, 2025/for the year ended December 31, 2025 (audited)					December 31, 2024/for the year ended December 31, 2024 (audited)				
	Total assets	Total liabilities	Net assets	Operating revenue	Net profit	Total assets	Total liabilities	Net assets	Operating revenue	Net profit
Beijing Jinghongzhi Technology Co., Ltd.	105,694.53	34,619.30	71,075.24	174,070.80	4,041.08	90,693.43	19,520.36	71,173.07	145,958.08	6,173.26
HK Waching Electronic (Group) Limited	148,927.68	122,820.26	26,107.42	543,749.21	9,638.86	121,604.84	104,580.37	17,024.47	370,529.44	5,385.75
Shanghai OmniVision Integrated Circuits Group Co., Ltd.	361,230.93	337,744.35	23,486.58	405,413.20	-9,494.09	103,570.56	74,141.78	29,428.78	200,669.36	-1,894.64

III. Main contents of the guarantee agreements

1. Guarantee methods: The Company and/or its majority-owned subsidiaries shall provide guarantees for the guaranteed parties by means of joint and several liability guarantee, mortgage guarantee, pledge guarantee or other guarantee methods permitted by laws and regulations.
2. Guarantee amount: The total guarantee quota for the credit business with banks and other financial institutions and daily operational business of the majority-owned subsidiaries shall not exceed the equivalent of RMB3.3 billion for RMB and foreign currency financing.
3. The aforesaid guarantee quota arrangement is based on the projection of current business conditions. Within the scope of the annual guarantee plan, the guarantee quota of one majority-owned subsidiary may be reallocated to other majority-owned subsidiaries (a majority-owned subsidiary with an asset-liability ratio of 70% or above may only obtain guarantee quota from other majority-owned subsidiaries with an asset-liability ratio of 70% or above as deliberated at the General Meeting).

4. On the premise that the aforesaid guarantee matters are approved by the General Meeting of shareholders, the Board of Directors proposes that the General Meeting authorize the Chairman of the Board of Directors, General Manager or Chief Financial Officer to approve specific guarantee matters within the quota and sign relevant legal documents.
5. For guarantees beyond the scope of the aforesaid guaranteed parties and guarantee quota, the Company shall separately perform decision-making procedures in accordance with relevant provisions.
6. All guarantee contracts signed by the Company and/or its majority-owned subsidiaries for the aforesaid guaranteed parties within the aforesaid total guarantee quota within 12 months from the date of deliberation and approval by the General Meeting of shareholders of the Company shall be valid.

The aforesaid total proposed guarantee quota only represents the guarantee amount to be provided by the Company in 2026, which is subject to the examination and approval of banks or relevant authorities. The specific guarantee amount shall be subject to the actually signed guarantee agreements.

IV. Necessity and rationality of the guarantee

- (I) The proposed guarantee quota is determined based on the operational and development needs of the Company and its majority-owned subsidiaries. Increasing the proposed guarantee quota is conducive to meeting current business demands, facilitating the normal development of the business of the Company and its majority-owned subsidiaries, will not adversely affect the normal operation, financial position and operating results of the Company, and is in line with the overall interests of the Company.
- (II) All guaranteed parties under the proposed guarantee are majority-owned subsidiaries of the Company. Based on the current operation of the Company's projects and future development plans, the majority-owned subsidiaries of the Company maintain stable operations and have the capacity to repay their respective borrowings and release the corresponding guarantees. The guarantee risks are under control, and there are no major events affecting their solvency.

To ensure the smooth progress of the Company's various businesses and meet the capital needs for daily operations, as well as to improve capital operation efficiency, in accordance with the Company's operational strategy and overall development plan, the Company and its majority-owned subsidiaries intend to apply for comprehensive credit lines from relevant banks. The total credit line shall not exceed the equivalent of RMB10 billion in RMB credit facility and foreign currency credit facility, which shall be used for businesses including but not limited to working capital loans, M&A loans, medium-and long-term borrowings, bank acceptances, letters of credit and the like. To satisfy the Company's financing needs, the Company may provide credit enhancement measures as appropriate, including but not limited to credit guarantees, and mortgage or pledge guarantees over assets such as land use rights, real estate, equity interests in subsidiaries, inventories and margin deposits owned by the Company (including those of its majority-owned subsidiaries), so as to maximize the efficiency of the Company's capital utilization.

The aforesaid proposed credit lines do not represent the actual credit lines already obtained by the Company, and the final actual credit lines shall be subject to the approval of financial institutions. The specific financing amount of the Company shall be determined based on the actual needs of the Company's operating capital, and the financing term shall be subject to the actually signed contracts. The credit lines may be used on a revolving basis within the term of the credit facility.

The Board of Directors of the Company proposes that the General Meeting authorize the Chairman of the Board of Directors, General Manager or Chief Financial Officer to carry out specific implementation and sign relevant documents such as loan contracts and guarantee contracts within the aforesaid credit line scope according to the actual operational needs. No separate approval by the Board of Directors shall be required for each item within the credit line scope. The authorization period shall commence on the date of deliberation and approval by the General Meeting and end on the date of the 2026 Annual General Meeting.

The Board of the Company has considered and approved to nominate Dr. GAO Wenbo (高文寶博士) (“**Dr. Gao**”) as a candidate for an Executive Director. The election of Dr. Gao as an executive Director will be proposed for consideration and approval by the Shareholders at the general meeting of the Company.

The biography of Dr. Gao is as follows:

Dr. GAO Wenbao, Ph.D. (高文寶博士), aged 51, has served as general manager of the company since November 2025. From July 2003 to October 2025, Dr. Gao held various positions in the group of BOE Technology Group Co., Ltd. (京東方科技集團股份有限公司), a leading supplier of semiconductor display technologies, products and services, listed on the Shenzhen Stock Exchange (SZSE: 000725 and 200725). He served as a director of BOE Technology Group Co., Ltd. (京東方科技集團股份有限公司) from June 2019 to October 2025, and a director of its listed subsidiary, BOE Varitronix Limited (SEHK: 0710), from September 2018 to October 2025. Dr. GAO has served as chairman of Chengdu ET Microelectronics Co., Ltd. (成都翌創微電子有限公司) since March 2026.

Dr. Gao obtained a bachelor’s degree in microelectronic technology in July 1998 and his Ph.D. in microelectronics and solid-state electronics in July 2003, both from Jilin University (吉林大學). Dr. Gao is a professor-level senior engineer. He also holds a China Patent Gold Award, jointly granted by the China National Intellectual Property Administration and the World Intellectual Property Organization in November 2012.

As at the Latest Practicable Date, Dr. Gao has confirmed that he: (i) does not hold any other position in the Company or any subsidiaries of the Company, nor did he hold any directorship or positions of supervisor in any other listed companies in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in the shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dr. Gao will enter into a service contract with the Company after the approval of his appointment as an executive Director for a term commencing from the date of approval of his appointment at the general meeting of the Company and expiring on the conclusion of the seventh session of the Board. Dr. Gao will not receive any directors’ fee for his directorship, and where he also serves as the general manager of the Company (apart from as an Executive Director), he will receive salary and emoluments on the basis of such position and job responsibilities. Dr. Gao has not entered into nor proposed to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings, with the Company. Save as disclosed above, there are no other matters concerning Dr. Gao’s appointment as an Executive Director that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX VII PROPOSED REMUNERATION POLICY OF THE DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

Chapter 1 General Provisions

Article 1 In order to regulate the remuneration management of directors and senior management of OmniVision Integrated Circuits Group, Inc. (hereinafter referred to as the “Company”), establish a scientific and effective incentive and restraint mechanism, effectively motivate the work enthusiasm of directors and senior management of the Company, and enhance the operational efficiency of the Company, this System is developed in accordance with the Company Law of the People’s Republic of China, the Guidelines for the Governance of Listed Companies and other national laws, administrative regulations and the Articles of Association of OmniVision Integrated Circuits Group, Inc. (hereinafter referred to as the “Articles of Association”), and in light of the actual situation of the Company.

Article 2 This System shall apply to all directors and senior management of the Company.

Article 3 The remuneration management system for directors and senior management of the Company shall follow the following principles:

- (1) The appraisal shall be based on the principles of openness, fairness and transparency, with scientific evaluation and strict implementation;
- (2) The remuneration structure shall be consistent with the long-term interests and development strategies of the Company;
- (3) The remuneration level shall be in line with the Company’s industry, scale and performance, while also taking into account the market remuneration level;
- (4) The payment of remuneration shall be linked to appraisal, rewards and punishments, and to the Company’s incentive mechanism;
- (5) Duties, powers and benefits shall be commensurate, with remuneration determined in light of the value of the position and the extent of responsibility assumed.

The remuneration of directors and senior management of the Company shall be commensurate with market development, matched with the Company’s business performance and individual performance, and aligned with the Company’s sustainable development goals.

Chapter 2 Governing Bodies

Article 4 The Remuneration and Appraisal Committee under the Board of Directors is a specialized working body under the Board of Directors, responsible for formulating remuneration plans for directors and senior management, and specifying the basis for determining remuneration and specific composition thereof. The remuneration plan for directors shall be determined and disclosed by the General Meeting. A director shall recuse himself/herself when the Board of Directors or the Remuneration and Appraisal Committee evaluates or discusses his/her remuneration.

The remuneration plan for senior management shall be approved by the Board of Directors, explained to the General Meeting and fully disclosed.

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In respect of the Company's losses, special explanation shall be provided at each stage of deliberation on remuneration for directors and senior management as to whether the changes in remuneration for directors and senior management comply with performance linkage requirements.

When conducting internal control audits, accounting firms shall focus on the effectiveness of performance evaluation controls and whether payment of remuneration comply with internal control requirements.

Article 5 The functional departments relating to human resources and finance of the Company shall cooperate with the Remuneration and Appraisal Committee in relevant work such as the formulation and implementation of remuneration plans for directors and senior management.

Chapter 3 Remuneration Standards

Article 6 Remuneration for members of the Board of Directors:

- (1) Directors other than independent directors
 1. Non-independent directors who concurrently hold senior management positions in the Company shall be subject to Article 7;
 2. Non-independent directors who concurrently hold other positions in the Company shall have their remuneration determined based on their specific job duties in the Company and their contributions to the development of the Company, and shall not receive additional director's allowances;
 3. Other non-independent directors are not entitled to director's allowances.

(2) Independent directors

Independent directors receive an independent fixed amount of director's allowance from the Company and no additional remuneration is paid. The independent director's allowance is determined based on the risk responsibility of the independent director and the market remuneration level in light of the actual situation of the Company. The independent director's allowance is proposed by the Remuneration and Appraisal Committee under the Board of Directors and determined upon approval by the Board of Directors and the General Meeting of the Company.

The travel expenses of the directors for attending the meeting of the Board of Directors and the General Meeting, as well as reasonable expenses required for the performance of duties in accordance with the Articles of Association shall be borne by the Company.

Article 7 Remuneration for senior management of the Company shall be determined in accordance with the following standards:

- (1) The remuneration for senior management shall consist of basic salary, performance-based salary and medium- and long-term incentive income, etc;
- (2) Basic salary: The annual basic salary is determined based on the main scope, duties, importance of the senior management position and the remuneration level of positions concerned in the relevant enterprises in the region and industry;

- (3) Performance-based salary: It is divided into quarterly performance-based salary and annual performance-based salary. It is paid based on the achievement of the Company's business goals and the individual goals, in accordance with the results of the quarterly performance appraisal and the annual performance appraisal. The proportion of performance-based salary shall in principle be no less than 50% of the total basic salary and performance-based salary;
- (4) Medium- and long-term incentive income: It is based on equity incentives and employee stock ownership plans formulated by the Company and other special incentives issued according to the actual situation of the Company, etc.

The determination and payment of performance-based salary and medium- and long-term incentive income for senior management of the Company shall use performance evaluation as an important basis.

Article 8 Where a director or senior management member of the Company leaves office for reasons such as change of term of office, re-election or resignation during the term of office, the remuneration and allowances shall be calculated and paid based on the actual term of office.

Chapter 4 Payment of Remuneration and Recourse to Stop Payment

Article 9 Independent director's allowances shall be paid monthly and individual income tax shall be withheld and remitted by the Company in accordance with the relevant provisions of the State and the Company.

The basic salary for directors and senior management who receive remuneration from the Company shall be paid monthly, and performance-based salary and rewards shall be paid after the completion of the approval process at all levels in accordance with the Articles of Association, this System, etc., based on the Company's quarterly and annual operating conditions and performance appraisal results. In respect of all salaries, individual income tax shall be withheld and remitted by the Company in accordance with the relevant regulations of the State and the Company.

The Company shall determine a certain proportion of performance-based salary for directors and senior management to be paid after the disclosure of the annual report and the performance evaluation, which shall be conducted based on audited financial data.

Article 10 In any appraisal year during the term of office of a director or senior management member of the Company, if any of the following circumstances occur, the Company shall consider deciding whether to deduct the performance-based salary of a specific director or senior management member of the Company for the current year, or not to pay his/her performance-based salary for the current year, or to recover part or all of the performance-based salary already paid:

- (1) Seriously violating various rules and regulations of the Company and being subject to internal disciplinary action or punishment by the Company;
- (2) Violating the duty of loyalty or diligence and seriously damaging the interests of the Company, which results in significant economic or reputational losses to the Company, or causes the Company to commit major illegal or non-compliant acts or major risks;

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- (3) Violating laws and regulations or neglect and dereliction of duty, which results in major decision-making mistakes, major safety and liability accidents, causes serious impact on the Company or leads to the loss of the Company's assets;
- (4) Being publicly condemned by the Shanghai Stock Exchange or declared ineligible to serve as a director or senior management member of a listed company;
- (5) Being subject to administrative penalties by securities regulatory authorities for major violations of laws and regulations;
- (6) Leaving office without permission, resigning or being removed from office for personal reasons, or ceasing to qualify for a director or senior management member, or being unable to perform the duties of a director or senior management member;
- (7) Other circumstances as prescribed by laws and regulations or as determined by the Board of Directors of the Company to be a serious violation of the Company's relevant provisions.

Article 11 When the Company retrospectively restates its financial reports due to financial fraud or other misstatements, it shall promptly re-appraise the performance-based salary and medium- and long-term incentive income for directors and senior management and recover the excess portion accordingly.

Where directors and senior management of the Company violate their obligations and cause losses to the Company, or are at fault for illegal or non-compliant acts such as financial fraud, occupation of funds, and illegal guarantee, the Company shall, depending on the severity of the circumstances, suspend the payment of unpaid performance-based salary and medium- and long-term incentive income, make full or partial recovery of performance-based salary and medium- and long-term incentive income paid during the period in which the relevant act has occurred.

Chapter 5 Remuneration Adjustments

Article 12 The remuneration system shall serve the Company's business strategy and be adjusted accordingly as the Company's business conditions change to meet the Company's further development needs.

In the event of major changes in the Company's operating environment or external conditions, if it is necessary to adjust the standards of remuneration for directors, it shall be reported to the Board of Directors for approval and then submitted to the General Meeting for deliberation; and if it is necessary to adjust the standards of remuneration for senior management, approval from the Board of Directors is required.

Article 13 Remuneration may be adjusted accordingly in accordance with the Company's business development. The basis for the adjustment is:

- (1) Remuneration level in the same industry;
- (2) Remuneration level in the region concerned;
- (3) Inflation level;

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- (4) The actual operating conditions of the Company;
- (5) Adjustments to the Company’s organizational structure, changes in positions and duties;
- (6) Other major changes as determined by the Remuneration and Appraisal Committee under the Board of Directors.

Article 14 If the Company has changed from profit to loss or its loss has expanded compared with the previous fiscal year and the average performance-based salary for directors and senior management has not decreased accordingly, the reasons shall be disclosed.

Chapter 6 Supplementary Provisions

Article 15 This System shall come into effect and be implemented upon deliberation and approval by the General Meeting.

Article 16 This System shall be interpreted by the Board of Directors of the Company.

Article 17 Matters not covered by this System or anything contained herein in conflict with relevant national laws and regulations and the Articles of Association shall be governed by relevant national laws and regulations and the Articles of Association.

Chapter 1 General Provisions

Article 1 In order to regulate the resignation procedures of directors and senior management of OmniVision Integrated Circuits Group, Inc. (hereinafter referred to as the “Company”), ensure the stability and continuity of the corporate governance structure, and safeguard the legitimate rights and interests of the Company and its shareholders, this System is developed in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules for Management of Shares Held by Directors and Senior Management of Listed Companies and Their Changes, the Stock Listing Rules of the Shanghai Stock Exchange, the Guidelines No. 1 of the Shanghai Stock Exchange for Self-regulation of Listed Companies — Standardized Operation, and other national laws and administrative regulations, as well as the relevant provisions of the Articles of Association of OmniVision Integrated Circuits Group, Inc. (hereinafter referred to as the “Articles of Association”) and in light of the actual situation of the Company.

Article 2 This System shall apply to the resignation, expiration of term of office, removal and other departure circumstances occurring to all directors and senior management members of the Company.

Chapter 2 Departure Circumstances and Procedures

Article 3 Directors and senior management may resign before the expiration of their terms of office.

Article 4 Where a director or senior management member is ineligible to serve as a director or senior management member of the Company as stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the rules of the stock exchange or the provisions of the Company’s Articles of Association during his/her term of office, the Company shall remove him/her from office and suspend his/her performance of duties.

Article 5 Directors and senior management shall submit a written resignation report and the resignation shall take effect from the date on which the Company receives the resignation report. The Company shall disclose the relevant information within two (2) trading days.

Article 6 Except as otherwise provided by laws, administrative regulations, the CSRC, the stock exchange and the Company’s Articles of Association, where any of the following circumstances occurs, the original directors shall continue to perform their duties in accordance with the provisions of laws, administrative regulations, the CSRC, the stock exchange and the Company’s Articles of Association before the newly elected directors take office:

- (1) The term of office of a director expires without timely re-election, or the resignation of a director during his/her term of office results in the number of members of the Board of Directors being less than the statutory minimum;
- (2) The resignation of an independent director results in the proportion of independent directors in the Board of Directors or its special committees not complying with the laws, regulations or the provisions of the Articles of Association, or there is a shortage of accounting professionals among the independent directors.

Article 7 Where a director resigns, the Company shall complete a supplementary election within sixty (60) days to ensure that the composition of the Board of Directors and its special committees complies with the laws, regulations and the provisions of the Articles of Association.

Article 8 The shareholders' meeting may resolve to remove a director, and the removal shall take effect on the date on which the resolution is adopted. Where a director is removed before the expiration of his/her term of office without justifiable reasons, the director may demand compensation from the Company.

Chapter 3 Responsibilities and Obligations of Departing Directors and Senior Management

Article 9 Directors and senior management shall complete the handover of work, including but not limited to the transfer of important documents, seals and other items related to the Company obtained during their terms of office, to ensure that the Company's operations are not affected. The Company's internal audit institution shall supervise the handover, and the handover records shall be archived for future reference.

Article 10 If necessary, the Company may initiate an off-office audit and report the audit results to the Board of Directors.

Article 11 The duty of loyalty to the Company and shareholders of directors and senior management shall not be automatically relieved upon the expiration of their terms of office. Their obligation to keep confidential the Company's trade secrets, technical secrets and other inside information shall survive the end of their terms of office until such secrets become public information. The duration of other obligations shall be determined in accordance with the principle of fairness, depending on the length of time between the event and the departure from office, and under what circumstances and conditions the relationship with the Company has ended. The responsibilities of directors and senior management for the performance of their duties during their terms of office shall not be exempted or terminated by reason of their departure from office.

Article 12 Directors and senior management shall continue to fulfill a public commitment that has not been fulfilled at the time of their departure, provided that the preconditions for fulfilling such a commitment do not change due to their departure.

Article 13 The Company shall review whether the departing directors and senior management have any unfulfilled obligations or unfulfilled commitments, and whether they are suspected of any illegal or non-compliant behavior.

Article 14 Where a director or senior management member causes damage to others in the course of performing his/her duties, the Company shall bear liability for compensation; directors and senior management who have acted with intent or gross negligence shall also be liable for compensation. Where a director or senior management member causes losses to the Company due to his/her violation of the provisions of laws, administrative regulations, departmental rules or the Company's Articles of Association in the course of performing his/her duties for the Company, he/she shall bear liability for compensation. The aforesaid liability for compensation shall not be exempted or terminated by reason of their departure from office.

Article 15 Where a director or senior management member leaves office without permission before the end of his/her term of office and causes losses to the Company due to his/her violation of laws, administrative regulations, departmental rules or the provisions of the Articles of Association, etc., the Company reserves the right to hold him/her legally responsible.

Chapter 4 Shareholding Management of Departing Directors and Senior Management

Article 16 Directors and senior management of the Company shall report to the Company the shares held by them in the Company and any changes thereto, and shall not transfer more than 25% of the total shares held by them in the Company each year during their terms of office determined at the time of their assumption of office. The aforesaid personnel shall not transfer their shares in the Company within six (6) months after their departure. Where there are other provisions of laws, administrative regulations, the CSRC, the stock exchange or the Company's Articles of Association regarding the transfer of shares held by directors and senior management in the Company, such provisions shall prevail.

Article 17 Where departing directors and senior management make a commitment regarding the proportion of shares held, the holding period, the method of change, the quantity of change, the price of change, etc., they shall strictly fulfill such a commitment.

Chapter 5 Supplementary Provisions

Article 18 This System shall come into effect and be implemented upon deliberation and approval by the Board of Directors.

Article 19 This System shall be interpreted by the Board of Directors of the Company.

Article 20 Matters not covered by this System or anything contained herein in conflict with relevant national laws and regulations and the Articles of Association shall be governed by relevant national laws and regulations and the Articles of Association.

Pursuant to the Articles of Association and the relevant laws and regulations of the jurisdiction where the Shares are listed, to meet the need for the Company's development and to grasp the market opportunities in a flexible manner, the Company proposes at the AGM to grant the Issuance Mandate to the Board by way of a special resolution, according to the market conditions and the Company's needs, to separately or concurrently issue and allot additional A Shares and/or H Shares up to the limit of 20% of the aggregate issued Shares (excluding Treasury Shares), or securities, options and warrants convertible into A Shares or H Shares, or similar rights to subscribe for A Shares or H Shares of the Company (hereinafter referred to as "**Similar Rights**"). Under the relevant laws and regulations of the PRC, even if the Board has been granted a general mandate, where the issuance of securities under the applicable laws and regulations still requires shareholders' approval, the matter must be separately submitted to the general meeting of shareholders for consideration and approval. Specific details of the authorisation include but are not limited to:

- (I) determine the method of issuance, including, but not limited to, one-off or multiple allotments, issuance of, and dealing with the new Shares and Similar Rights, as well as other methods permitted by the Articles of Association, the SSE Listing Rules, the Hong Kong Listing Rules (the "**SEE and Hong Kong Listing Rules**") and laws and regulations.
- (II) subject to the requirements of the SSE and Hong Kong Listing Rules, formulate and implement specific issuance plans, including, but not limited to, the types, pricing methods and/or issue/conversion/exercise prices (including price ranges), size of issuance, quantity to be issued, target subscribers and use of the proceeds raised of the new Shares or Similar Rights to be issued; decide on the timing and duration of issuance as well as whether to allocate to existing Shareholders, etc.
- (III) engage intermediary institutions in relation to the issuance, approve all the acts and execute all the deeds, documents and other related matters as necessary, appropriate, desirable or related to the issuance, and publish announcements related to the issuance; consider, approve and execute issuance-related agreements on behalf of the Company, including but not limited to placing agreements, underwriting agreements and engagement agreements with intermediary institutions.
- (IV) consider, approve and execute on behalf of the Company the issuance-related statutory documents which are required to be submitted to the relevant regulatory authorities, perform the relevant approval procedures in accordance with the requirements of the regulatory authorities and the listing places of the Company, complete all necessary filing, registration and reporting procedures with the relevant government departments in the Company's listing places and/or any other regions or jurisdictions (if applicable), etc.
- (V) amend the relevant agreements or statutory documents as stated in paragraphs (III) and (IV) above based on the requirements of the regulatory authorities within and outside the PRC.
- (VI) decide to affix the Company's seal on the issuance-related agreements and statutory documents.
- (VII) arrange for opening of the relevant bank accounts for the Company.

- (VIII) after new Shares are issued, approve the increase in the Company's registered capital and make all appropriate and necessary amendments to relevant contents in the Articles of Association regarding total share capital, shareholding structure and so on, and complete registration, filing and other statutory procedures as required by the laws both within and outside the PRC to implement the issuance of the relevant Shares and increase in the registered capital of the Company.
- (IX) the Board may delegate to the Chairman of the Board or other persons authorised by the Board to handle and execute all the specific matters related to the issuance on behalf of the Company in accordance with the relevant laws, regulations, regulatory documents and requirements of the regulatory authorities which are necessary or desirable for the issuance of Shares under the Repurchase Mandate.

The abovementioned authorisation shall not exceed the relevant period other than in the circumstance where the Board has already entered into or granted offering proposals, agreements, options, warrants, convertible bonds or Similar Rights for the issuance of A Shares and/or H Shares within the relevant period, and that the Company, if applicable, has also obtained relevant approvals, permits or registrations from the relevant regulatory authorities within the effective period of the authorisation, and that it is likely for such offering proposals, agreements, options, warrants, convertible bonds or Similar Rights to be carried on or continued to be implemented beyond the relevant period. The relevant period shall commence from the date of passing the relevant resolution at the AGM and end on the earliest of the following dates: (i) the conclusion of the 2026 annual general meeting; or (ii) the date on which this proposal is revoked or the authorisation under this proposal is amended by the Shareholders by way of a special resolution at any general meeting.

Pursuant to the Articles of Association and the relevant laws and regulations of the jurisdiction where the Shares are listed, to enhance the flexibility for the Company to repurchase Shares, the Board of Directors intends to propose at the AGM to generally and unconditionally authorize the Board of Directors to repurchase the A Shares and/or H Shares of the Company. The specific authorization is as follows:

- (I) subject to the restrictions set forth in paragraphs II and III below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A Shares listed on the SSE and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, Hong Kong Stock Exchange, the SSE or any other governmental or regulatory body be and is hereby approved;
- (II) the aggregate nominal amount of A Shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the total issued share capital (excluding Treasury Shares) of the Company as at the date of the passing of this resolution at the AGM;
- (III) the first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 - (a) obtaining approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 - (b) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the PRC Company Law and the Articles of Association. If the Company determines to repay any amount to any of its creditors, the Company expects to do so out of its internal funds.
- (IV) subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
 - (a) formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 - (b) notify creditors and issue announcements in accordance with the PRC Company Law, the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (c) open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (d) carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;

- (e) carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 - (f) carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures in the PRC and abroad;
 - (g) carry out the procedures for holding the repurchased shares as Treasury Shares, including but not limited to setting up a segregated account in CCASS to hold such repurchased H shares as treasury H shares and giving clear written instructions to the H Share Registrar and the relevant broker to update the record to clearly identify those repurchased H Shares held in CCASS as treasury H shares; and
 - (h) execute and handle other documents and matters related to the repurchase of shares.
- (V) for the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the general meeting of the Company, until whichever is the earliest of:
- (a) upon conclusion of the 2026 annual general meeting of the Company; or
 - (b) the time at which the authorization conferred by this resolution is revoked or varied by a special resolution of shareholders of the Company at a general meeting.

APPENDIX XI EXPLANATORY STATEMENT ON REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. TOTAL NUMBER OF SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,261,156,675 Shares, including 1,210,415,575 A Shares and 50,741,100 H Shares (including 5,585,763 A Shares held as Treasury Shares by the Company). Subject to the passing of the proposed resolution for the Repurchase Mandate, on the basis that no further Shares are issued on or prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 125,557,091 Shares, representing 10% of the number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the best interest of the Company and its Shareholders. Subject to market conditions and funding arrangements at the time, the repurchase of Shares may increase the net asset value per share and/or earnings per share and will only be made where our Directors believe that such repurchase will benefit the Company and Shareholders.

3. EXERCISE OF THE REPURCHASE MANDATE

Upon the passing of the special resolution set out in the notice of the AGM, the Directors will be granted the Repurchase Mandate which takes effect until the Relevant Period (as defined in the notice of AGM). In addition, the Repurchase Mandate is subject to obtaining approval from the relevant regulatory authorities in China in accordance with the laws, regulations and rules of the PRC.

4. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the requirements of PRC applicable laws or administrative regulations, and subject to the approval of relevant authority, the Company is entitled by its Articles of Association to purchase its Shares. The Company may not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. IMPACT OF REPURCHASE

The Directors are of the view that, in the light of the financial position disclosed in the most recently published audited accounts of the Company for the year ended December 31, 2025, there will not be any material adverse impact on the Company's working capital or gearing levels in the event of the exercise of the Repurchase Mandate in full at any time during the repurchase period. The number of A Shares and/or H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors in due course with the circumstances then prevailing considered and in the best interests of the Company.

6. SHARES PRICES

The highest and lowest prices for H Shares recorded on the Stock Exchange from the Listing Date up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2026		
January (<i>since the Listing Date</i>)	125.000	103.200
February	114.700	97.050
March	110.000	80.000
April (<i>up to the Latest Practicable Date</i>)	85.150	76.450

The highest and lowest prices for A Shares recorded on the SSE during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Highest <i>RMB</i>	Lowest <i>RMB</i>
2025		
April	135.46	111.50
May	137.29	124.60
June	134.10	122.38
July	128.49	121.00
August	146.93	118.30
September	157.50	126.66
October	152.40	126.27
November	130.73	115.32
December	129.57	117.70
2026		
January	135.33	120.47
February	124.20	115.61
March	121.72	94.56
April (<i>up to the Latest Practicable Date</i>)	97.00	89.61

7. GENERAL INFORMATION

Each of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently does not intend to sell any Shares to the Company following the approval by the Shareholders of granting the Repurchase Mandate.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in compliance with the Listing Rules and applicable laws of the PRC.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has confirmed that neither the explanatory statement nor the proposed Repurchase Mandate has any unusual features.

APPENDIX XI EXPLANATORY STATEMENT ON REPURCHASE MANDATE

The Company may cancel such H Shares repurchased or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

9. TAKEOVERS CODE

If, as a result of any repurchase of A and/or H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase in proportionate interest will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate his/her/its/their control of the Company and thereby becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Controlling Shareholders in aggregate held approximately 30.15% of the total issued shares (excluding Treasury Shares) of the Company. In the event that the Directors should exercise the Repurchase Mandate in full, the proportional interests in the voting rights of the Company held by the Controlling Shareholders (who are presumed to be concert parties under the Takeovers Code), would increase to approximately 33.52% of the total issued shares of the Company (excluding any Treasury Shares) (on the basis that none of them participates in such repurchase). The increase would result in the obligation of making a mandatory offer under Rule 26 of the Takeovers Code. The Board has no present intention to exercise the Repurchase Mandate if it would result in a takeover obligation, or consequences that would arise under any similar applicable law of which the Directors are aware. Moreover, the Directors will not repurchase Shares on the Hong Kong Stock Exchange if such repurchase would violate the requirements under Rule 8.08 of the Hong Kong Listing Rules.

10. SHARES REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any H Shares (whether on the Stock Exchange or otherwise) from the Listing Date up to and including the Latest Practicable Date.

During the six months prior to the Latest Practicable Date, the Company repurchased 1,664,600 A Shares from the SSE, details of which are as follows:

Transaction date	Number of A Shares repurchased	Highest price per A Share (RMB)	Lowest price per A Share (RMB)
April 7, 2026	578,900	91.27	90.59
April 8, 2026	362,500	95.45	95.19
April 9, 2026	723,200	94.59	93.63

APPENDIX XII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Details of the proposed amendments to the Articles of Association are as follows:

Provisions of current Articles	Provisions of amended Articles
<p>Article 3 Upon filing with the China Securities Regulatory Commission on December 9, 2025, the Company issued 45,800,000 overseas listed shares in Hong Kong (hereinafter referred to as the “H Shares”), and the aforesaid H Shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”, together with the Shanghai Stock Exchange, collectively referred to as the “Stock Exchanges”) on January 12, 2026.</p>	<p>Article 3 Upon filing with the China Securities Regulatory Commission on December 9, 2025, the Company issued 45,800,000 overseas listed shares and 4,941,100 over-allotment shares in Hong Kong (hereinafter referred to as the “H Shares”), and the aforesaid H Shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”, together with the Shanghai Stock Exchange, collectively referred to as the “Stock Exchanges”) on January 12, 2026 and February 11, 2026, respectively.</p>
<p>Article 6 The registered capital of the Company is RMB[•].</p>	<p>Article 6 The registered capital of the Company is <u>RMB1,260,970,295.</u></p>
<p>Article 21 Upon the completion of the initial public offering of H Shares, the total number of shares of the Company is [•], all of which are ordinary shares, including [•] A-Share ordinary shares, accounting for [•]% of the total number of shares of the Company and [•] H-Share ordinary shares, accounting for [•]% of the total number of shares of the Company.</p>	<p>Article 21 Upon the completion of the initial public offering of H Shares, the total number of shares of the Company is <u>1,260,970,295</u>, all of which are ordinary shares, including <u>1,210,229,195</u> A-Share ordinary shares, accounting for <u>95.98%</u> of the total number of shares of the Company and <u>50,741,100</u> H-Share ordinary shares, accounting for <u>4.02%</u> of the total number of shares of the Company.</p>

OMNIVISION®

OmniVision Integrated Circuits Group, Inc.

豪威集成電路(集團)股份有限公司

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

(Stock code: 0501)

Notice is hereby given that the Annual General Meeting of OmniVision Integrated Circuits Group, Inc. (the “**Company**”) will hold an annual general meeting (the “**AGM**”) at OmniVision Technology Park, 88 Shangke Road, Pilot Free Trade Zone, Shanghai, PRC on Thursday, May 7, 2026 at 2:00 P.M., for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS⁽⁷⁾

1. To consider and approve the 2025 work report of the Board.
2. To consider and approve the 2025 report of the independent non-executive directors.
3. To consider and approve the 2025 annual report and its summary.
4. To consider and approve the 2025 profit distribution plan.
5. To consider and approve the shareholders’ return plan for the next three years (2026–2028).
6. To consider and approve the re-appointment of the audit firm for 2026 financial and internal control audit.
7. To consider and approve the provision of guarantees for controlled subsidiaries.
8. To consider and approve 2026 comprehensive bank credit line and authorization to sign bank loan related contracts.
9. To consider and approve the confirmation of directors’ remuneration for 2025 and remuneration plan for 2026:
 - 9.1 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Yu Renrong;
 - 9.2 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Wu Xiaodong;
 - 9.3 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Lyu Dalong;
 - 9.4 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Jia Yuan;
 - 9.5 To approve the remuneration of 2025 and remuneration plan of 2026 of Ms. Qiu Huanping;
 - 9.6 To approve the remuneration of 2025 and remuneration plan of 2026 of Ms. Chen Yu;

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- 9.7 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Zhu Liting;
- 9.8 To approve the remuneration of 2025 and remuneration plan of 2026 of Mr. Mou Lei; and
- 9.9 To approve the remuneration of 2025 and remuneration plan of 2026 of Ms. Fan Mingxi.
10. To consider and approve the change of use and cancellation of repurchased shares.
11. To consider and approve the appointment of Dr. GAO Wenbao as an executive Director and an authorized representative of the Company under Rule 3.05 of the Listing Rules⁽⁶⁾.
12. To consider and approve the formulation of remuneration policy of the directors and senior management of the Company.
13. To consider and approve the formulation of resignation policy of the directors and senior management of the Company.

SPECIAL RESOLUTIONS⁽⁷⁾

14. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (1) the Board be granted an unconditional general mandate to separately or concurrently issue and allot additional A Shares and/or H Shares up to the limit of 20% of the aggregate issued Shares (excluding Treasury Shares), or securities, options and warrants convertible into A Shares or H Shares, or similar rights to subscribe for A Shares or H Shares of the Company in accordance with all applicable laws, rules and regulations, in respect thereof.
- (2) the Board be authorized to:
 - (a) determine the method of issuance, including, but not limited to, one-off or multiple allotments, issuance of, and dealing with the new Shares and Similar Rights, as well as other methods permitted by the Articles of Association, the SSE Listing Rules, the Hong Kong Listing Rules (the “**SEE and Hong Kong Listing Rules**”) and laws and regulations.
 - (b) subject to the requirements of the SSE and Hong Kong Listing Rules, formulate and implement specific issuance plans, including, but not limited to, the types, pricing methods and/or issue/conversion/exercise prices (including price ranges), size of issuance, quantity to be issued, target subscribers and use of the proceeds raised of the new Shares or Similar Rights to be issued; decide on the timing and duration of issuance as well as whether to allocate to existing Shareholders, etc.

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- (c) engage intermediary institutions in relation to the issuance, approve all the acts and execute all the deeds, documents and other related matters as necessary, appropriate, desirable or related to the issuance, and publish announcements related to the issuance; consider, approve and execute issuance-related agreements on behalf of the Company, including but not limited to placing agreements, underwriting agreements and engagement agreements with intermediary institutions.
 - (d) consider, approve and execute on behalf of the Company the issuance-related statutory documents which are required to be submitted to the relevant regulatory authorities, perform the relevant approval procedures in accordance with the requirements of the regulatory authorities and the listing places of the Company, complete all necessary filing, registration and reporting procedures with the relevant government departments in the Company's listing places and/or any other regions or jurisdictions (if applicable), etc.
 - (e) amend the relevant agreements or statutory documents as stated in paragraphs (c) and (d) above based on the requirements of the regulatory authorities within and outside the PRC.
 - (f) decide to affix the Company's seal on the issuance-related agreements and statutory documents.
 - (g) arrange for opening of the relevant bank accounts for the Company.
 - (h) after new Shares are issued, approve the increase in the Company's registered capital and make all appropriate and necessary amendments to relevant contents in the Articles of Association regarding total share capital, shareholding structure and so on, and complete registration, filing and other statutory procedures as required by the laws both within and outside the PRC to implement the issuance of the relevant Shares and increase in the registered capital of the Company.
 - (i) the Board may delegate to the Chairman of the Board or other persons authorised by the Board to handle and execute all the specific matters related to the issuance on behalf of the Company in accordance with the relevant laws, regulations, regulatory documents and requirements of the regulatory authorities which are necessary or desirable for the issuance of Shares under the Issuance Mandate.
- (3) The abovementioned authorisation shall not exceed the relevant period other than in the circumstance where the Board has already entered into or granted offering proposals, agreements, options, warrants, convertible bonds or Similar Rights for the issuance of A Shares and/or H Shares within the relevant period, and that the Company, if applicable, has also obtained relevant approvals, permits or registrations from the relevant regulatory authorities within the effective period of the authorisation, and that it is likely for such offering proposals, agreements, options, warrants, convertible bonds or Similar Rights to be carried on or continued to be implemented beyond the relevant period. The relevant period shall commence from the date of passing the relevant resolution at the AGM and end on the earliest of the following dates: (i) the conclusion of the 2026 annual general meeting; or (ii) the date on which this proposal is revoked or the authorisation under this proposal is amended by the Shareholders by way of a special resolution at any general meeting.”

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15. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (1) Subject to the restrictions set forth in paragraphs (2) and (3) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A Shares listed on the SSE and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, Hong Kong Stock Exchange, the SSE or any other governmental or regulatory body be and is hereby approved;
- (2) The aggregate nominal amount of A Shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the total issued share capital (excluding Treasury Shares) of the Company as at the date of the passing of this resolution at the AGM;
- (3) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 - (a) obtaining approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 - (b) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the PRC Company Law and the Articles of Association. If the Company determines to repay any amount to any of its creditors, the Company expects to do so out of its internal funds.
- (4) subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
 - (a) formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 - (b) notify creditors and issue announcements in accordance with the PRC Company Law, the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (c) open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (d) carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;

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- (e) carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 - (f) carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures in the PRC and abroad;
 - (g) carry out the procedures for holding the repurchased shares as Treasury Shares, including but not limited to setting up a segregated account in CCASS to hold such repurchased H shares as treasury H shares and giving clear written instructions to the H Share Registrar and the relevant broker to update the record to clearly identify those repurchased H Shares held in CCASS as treasury H shares; and
 - (h) execute and handle other documents and matters related to the repurchase of shares.
- (5) for the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the general meeting of the Company, until whichever is the earliest of:
- (a) upon conclusion of the 2026 annual general meeting of the Company; or
 - (b) the time at which the authorization conferred by this resolution is revoked or varied by a special resolution of shareholders of the Company at a general meeting.”
16. To consider and approve the changes in the registered capital and amendments to the articles of association of the company.

Yours faithfully,
By order of the Board
OmniVision Integrated Circuits Group, Inc.
豪威集成電路(集團)股份有限公司
Mr. YU Renrong
Chairman of the Board and Executive Director

Hong Kong, April 15, 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. In order to determine the list of Shareholders of the Company entitled to attend and vote at the AGM, the Company's H Share register will be closed from Tuesday, May 4, 2026 to Thursday, May 7, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The record date will be Thursday, May 7, 2026. In order to determine Shareholders entitled to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) for registration not later than 4:30 p.m. on Thursday, April 30, 2026. Shareholders whose names appear on the register of members of the Company on Thursday, May 7, 2026 are entitled to attend and vote at the AGM.
2. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspectives of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.
3. Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder of the Company but must attend the AGM in person to represent the relevant Shareholder.

The instrument appointing a proxy must be in writing and signed by the Shareholder or his/her attorney who was duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its Director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

Shareholders must lodge the form of proxy together with the notarized power of attorney or other authorization documents (if any) to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), not less than 24 hours before the time appointed for the AGM (i.e. before 2:00 P.M. on Wednesday, May 6, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) as Shareholders wish.
4. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a shareholders' meeting must be taken by poll. As such, the resolutions set out in the notice of the AGM will be voted on by poll.
5. Shareholders or their proxies attending the AGM (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
6. Pursuant to Article 86 of the Articles of Association, the cumulative voting system indicates that each share has the number of voting rights identical to the number of directors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the Shareholders' Meeting elects the directors. The Board shall announce the resumes and basic information of the candidates for directors.

When the Company adopts the cumulative voting system to elect directors, each shareholder shall have one ballot. The ballot shall list the number of shares held by the shareholder, the number of directors to be elected, and the list of all candidates, and shall be sufficient to meet the functions of the cumulative voting system. The specific operating rules of the cumulative voting system are as follows:

 - (I) the total number of valid voting rights that each shareholder present at the meeting can exercise in the election of directors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors to be elected. Among them, non-independent directors and independent directors shall be elected separately;
 - (II) each shareholder may concentrate all the voting rights of the shares held on one director candidate, or distribute them among any number of director candidates;
 - (III) the number of votes that each shareholder casts for a single director candidate may be higher or lower than the number of voting shares held by the shareholder, and does not have to be an integral multiple of the number of such shares. However, the total number of votes cast by the shareholder for all director candidates shall not exceed the total number of valid voting rights held by the shareholder;
 - (IV) after the voting is completed, based on the number of votes obtained by all candidates and limited to the number of directors to be elected, the elected directors shall be determined in descending order of votes among the candidates who have received votes.
7. For details regarding the resolutions, please refer to the Company's circular dated April 15, 2026.
8. Shareholders and their proxies are required to produce identity proof when attending the AGM or any adjournment thereof (as the case may be). If the attending Shareholder is a corporation, its legal representative shall present his or her ID card, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her ID card and a written power of attorney issued by the relevant Shareholder in accordance with law.
9. Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the circular of the Company dated April 15, 2026 ("**Circular**"). References to dates and time in this notice are to Hong Kong dates and time.
10. This notice of AGM is for the holders of H shares only. The notice of AGM to the holders of A Shares is separately published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>).