
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Shanghai Biren Technology Co., Ltd. (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Shanghai Biren Technology Co., Ltd.
上海壁仞科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6082)

WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025;
ANNUAL FINANCIAL REPORT FOR THE YEAR 2025;
PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES;
PROPOSED GRANT OF GENERAL MANDATE TO ISSUE
SHARES OF THE COMPANY;
ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD;
REMUNERATION OF THE SECOND SESSION OF THE BOARD OF DIRECTORS;
PROPOSED NON-DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR 2025;
RE-APPOINTMENT OF AUDITOR OF THE COMPANY;
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AMENDMENTS TO THE RULES OF PROCEDURE
FOR GENERAL MEETINGS;
AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS;
AND
NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used on this cover have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 3 to 11 of this circular. A notice convening the AGM of the Company to be held at 11/F, Building 16 No. 2388 Chenhang Road, Minhang District, Shanghai, the PRC at 1:30 p.m. on Monday, June 15, 2026, is set out on pages 29 to 32 of this circular. A form of proxy for use at the AGM is also enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.birentech.com).

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorised in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. If the proxy form is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authority, must be notarized.

In the case of joint holders of the H Shares, only the holder whose name stands first in the register of members of the H Shares of the Company shall alone be entitled to vote at the AGM, either in person or by proxy in respect of such H Shares.

Please return the proxy form together with any documents of authority to the H Share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares of the Company), and to the headquarters of the Company in the PRC (for holders of unlisted Shares of the Company) as soon as possible, and in any event not later than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

April 22, 2026

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	4
2. Work Report of the Board of Directors for the Year 2025	4
3. Annual Financial Report for the Year 2025	4
4. Proposed Grant of General Mandate to Repurchase H Shares	4
5. Proposed Grant of General Mandate to Issue Shares of the Company	6
6. Election of Directors of the Second Session of the Board	8
7. Remuneration of the Second Session of the Board of Directors	8
8. Proposed Non-distribution of Final Dividend for the Year 2025	9
9. Re-appointment of Auditor of the Company	9
10. Amendments to the Articles of Association	9
11. Amendments to the Rules of Procedure for General Meetings	10
12. Amendments to the Rules of Procedure for Board Meetings	10
13. Annual General Meeting	10
14. Responsibility Statement	11
15. Recommendations	11
Appendix I – Explanatory Statement	12
Appendix II – Biographical Details of Directors Proposed for Re-election or Appointment at the AGM, and of the Employee Representative Director	15
Appendix III – Amendments to the Articles of Association	23
Appendix IV – Amendments to the Rules of Procedure for General Meetings	26
Appendix V – Amendments to the Rules of Procedure for Board Meetings	27
Notice of Annual General Meeting	29

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11/F, Building 16 No. 2388 Chenhong Road, Minhang District, Shanghai, the PRC at 1:30 p.m. on Monday, June 15, 2026, or any adjournment thereof, the notice of which is set out on pages 29 to 32 of this circular
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of our Company
“Company”	Shanghai Biren Technology Co., Ltd. (上海壁仞科技股份有限公司) (previously known as Shanghai Biren Technology Co., Ltd.* (上海壁仞智能科技有限公司)), a limited liability company established in the PRC on September 9, 2019 and converted into a joint stock limited liability company incorporated in the PRC on September 8, 2023, the H Shares of which are listed and traded on the Hong Kong Stock Exchange (stock code: 6082)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of our Company
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company listed on the Stock Exchange with a nominal value of RMB0.02 each
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 16, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“PRC”	the People’s Republic of China. For the purposes of this circular, excludes the Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan of the PRC
“Shanghai Biliren”	Shanghai Biliren Enterprise Management Consulting Partnership (Limited Partnership)* (上海壁立仞企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on September 26, 2019 and the employee incentive platform of our Company, and a member of our single largest group of Shareholders
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB0.02 each, comprising unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

* For identification purposes only

LETTER FROM THE BOARD



Shanghai Biren Technology Co., Ltd.
上海壁仞科技股份有限公司

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

(Stock Code: 6082)

Executive Directors:

Mr. Wen ZHANG (*Chairman of the Board and
Chief Executive Officer*)

Mr. Zhou HONG

Mr. Linglan ZHANG

Mr. Bing XIAO (肖冰)

Mr. Luting PAN

Non-executive Director:

Mr. Jingguo LIU (劉經國)

Independent non-executive Directors:

Dr. Yuan WANG (王源)

Mr. Siu Wing LAM (林兆榮)

Ms. Jin LIU (劉瑾)

Registered Office:

Room 1302, 13/F, Building 16
No. 2388 Chenhong Road
Minhang District, Shanghai
PRC

Headquarters in the PRC:

Room 1302, 13/F, Building 16
No. 2388 Chenhong Road
Minhang District, Shanghai
PRC

*Principal Place of Business
in Hong Kong:*

Room 1919, 19/F, Lee Garden
One 33 Hysan Avenue
Causeway Bay, Hong Kong

Shanghai, April 22, 2026

To the Shareholders

Dear Sir or Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025;
ANNUAL FINANCIAL REPORT FOR THE YEAR 2025;
PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES;
PROPOSED GRANT OF GENERAL MANDATE TO ISSUE
SHARES OF THE COMPANY;
ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD;
REMUNERATION OF THE SECOND SESSION OF THE BOARD OF DIRECTORS;
PROPOSED NON-DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR 2025;
RE-APPOINTMENT OF AUDITOR OF THE COMPANY;
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AMENDMENTS TO THE RULES OF PROCEDURE
FOR GENERAL MEETINGS;
AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the shareholders with information on, among other things, the following resolutions to be proposed at the AGM: work report of the Board of Directors for the year 2025; annual financial report for the year 2025; proposed grant of general mandate to repurchase H shares; proposed grant of general mandate to issue shares of the Company; proposed election of the second session of the Board; remuneration of the second session of the Board; proposed non-distribution of final dividend for the year 2025; re-appointment of auditor of the Company; amendments to the Articles of Association; amendments to the rules of procedure for general meetings; amendments to the rules of procedure for Board meetings; and other matters contained in the notice of the AGM, so that the Shareholders may make an informed decision on voting in respect of these solutions to be proposed at the AGM.

2. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2025

For the main content of the Work Report of the Board of Directors for the Year 2025, please refer to the relevant section of the Annual Report 2025 of the Company published on the website of the Stock Exchange.

This resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

3. ANNUAL FINANCIAL REPORT FOR THE YEAR 2025

For key information regarding the annual financial report for the year 2025, including the auditor's report and the audited consolidated financial statements for the year ended December 31, 2025, please refer to the relevant section of the Annual Report 2025 of the Company published on the website of the Hong Kong Stock Exchange.

This resolution was considered and approved at the Board meeting held on March 30, 2026, and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

4. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES

The PRC Company Law (to which the Company is subject and has incorporated into its Articles of Association) provides that a joint stock limited company incorporated in the PRC shall not repurchase its shares unless such repurchase is effected for one of the following purposes: (1) reducing the registered capital of the Company; (2) merging with another company which holds the shares of the Company; (3) using shares for share incentive plans and employee share ownership plans; (4) request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or demerger of the Company; (5) using shares for conversion of convertible corporate

LETTER FROM THE BOARD

bonds issued by the Company; (6) necessary for the Company to maintain corporate value and shareholders' interests; or (7) any other circumstances permitted by applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed and the domestic and overseas securities regulatory authorities.

PRC laws and regulations and the Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to repurchase the H shares listed on the Hong Kong Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in a general meeting.

General Information

In accordance with the relevant regulatory requirements, the Company proposes to the AGM to consider and approve the grant of a general mandate to the Board (or the Directors authorised by the Board) to repurchase H Shares by special resolutions:

A general mandate to the Board (or the Directors authorised by the Board), by reference to market conditions and needs of the Company to authorise the Board (or the Directors authorised by the Board) to repurchase H Shares not exceeding 10% of the number of H Shares in issue at the time when this resolution is passed at the AGM be approved.

The Board (or the Directors authorised by the Board) be authorised to (including but not limited to the following):

- (a) formulate and implement specific repurchase plans, including but not limited to determine time of repurchase, period of repurchase, repurchase price and number of Shares to repurchase;
- (b) notify creditors and issue announcements;
- (c) open overseas share accounts and to carry out related change of foreign exchange registration procedures;
- (d) carry out relevant approval procedures, and file with the CSRC; and
- (e) according to the actual repurchase situation, carry out cancellation procedures for repurchased Shares, make corresponding amendments to the Articles of Association relating to total share capital and equity structure and other related matters, carry out registration of changes, and deal with any other documents and matters related to share repurchase.

LETTER FROM THE BOARD

Provided that the mandate is granted by the AGM, the Board will continue to authorize the Chairman of the Board and/or a Director designated by the Chairman of the Board to specifically execute the aforementioned share repurchase matters.

The above repurchase mandate will expire on the earliest of (the “**Relevant Period**”):

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the PRC; or
- (c) the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the Shareholders at any general meetings of the Company.

An explanatory letter giving certain information regarding the H Share repurchase mandate is set out in Appendix I to this circular.

5. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES OF THE COMPANY

To ensure the flexibility of the Board to issue new Shares at its discretion as and when appropriate, the Board will propose a special resolution at the AGM to grant a general mandate to the Board to issue, allot and deal with additional Shares (whether unlisted Shares or H Shares or securities convertible into such Shares, options, warrants or similar rights to subscribe for H Shares of the Company (hereinafter referred to as “**similar rights**”). Specific plan for the general mandate to issue the Shares of the Company is as follows:

- (1) subject to paragraph (b) and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and relevant laws and regulations of the PRC, the granting of a general mandate to the Board to issue, allot and deal with, separately or concurrently, additional unlisted Shares or H Shares or securities convertible into Shares, and similar rights to make or grant offers, agreements and options in relation to such Shares and is subject to the following conditions:
 - (a) relevant grant shall not be made during the Relevant Period (as defined below) except that the Board may during the Relevant Period make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period; and
 - (b) the number of Shares, separately or concurrently, allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of each of the total number of Shares of the Company in issue (excluding treasury Shares, if any), respectively, as at the date of passing of such resolution;

LETTER FROM THE BOARD

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the PRC; or
 - (c) the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the Shareholders at any general meetings of the Company.
- (2) allot, issue and deal with the Shares pursuant to paragraph (1) above, the Board is hereby authorised:
- (a) to approve, execute and do or procure to be executed and done, all such documents, deeds and matters as it may consider necessary in connection with the issue, allotment of and dealing with such Shares including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the targets of the issue and the place and time of the issue;
 - (b) to make all necessary applications to the relevant authorities, enter into an underwriting agreement or any other agreements, and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other regulatory authorities; and
 - (c) to make necessary amendments to the Articles of Association in order to reflect the new shareholding structure of the Company after authorising the Company to allot or issue Shares pursuant to this resolution.

No general meeting shall be required to be convened by the Company when the Board exercises the general mandate to issue, allot and deal with additional Shares (whether unlisted Shares or H Shares or securities convertible into such Shares, options, warrants or similar rights to subscribe for unlisted Shares or H Shares of the Company).

As at the Latest Practicable Date, the Company issued 2,438,858,500 Shares (including 1,238,013,076 unlisted Shares and 1,200,845,424 H Shares). Subject to the approval of the resolution in relation to the general mandate, assuming no new Shares will be issued before the AGM, the Company may allot, issue and/or deal with up to 487,771,700 Shares (representing 20% of the total number of Shares as at the Latest Practicable Date).

The resolution on the general mandate to issue the Shares of the Company is hereby proposed to the AGM for Shareholders' consideration and approval.

LETTER FROM THE BOARD

6. ELECTION OF DIRECTORS OF THE SECOND SESSION OF THE BOARD

The Company's second session of the Board consists of nine Directors, including five executive Directors (one of whom is an employee representative Director), one non-executive Director, and three independent non-executive Directors. The Board has resolved and approved on March 30, 2026 to re-elect Mr. Wen ZHANG, Mr. Zhou HONG, Mr. Bing XIAO and Mr. Luting PAN as executive Directors of the second session of the Board, Mr. Jingguo LIU as a non-executive Director of the second session of the Board, and Mr. Siu Wing LAM and Ms. Jin LIU as independent non-executive Directors of the second session of the Board. The Board has resolved and approved on March 30, 2026 to nominate Dr. Zhiyi YU as an independent non-executive Director of the second session of the Board. The appointments of the aforementioned Director candidates are subject to consideration and approval by Shareholders at the AGM. In addition, on April 8, 2026, the Company convened an employee meeting and elected Mr. Linglan ZHANG as the employee representative director. Since Mr. Linglan ZHANG is re-elected as the employee representative director, his appointment is not subject to the approval by Shareholders at the AGM.

Upon approval by Shareholders at the AGM of the appointments of the above-mentioned Directors, they will, together with Mr. Linglan ZHANG, the employee representative director elected at the employee meeting, form the second session of the Board of the Company with a term of office of three years, commencing on the date of approval by the AGM of the Company. According to the Articles of Association, the above nominated Directors may seek re-election after the expiration of their terms of office.

Pursuant to Rule B.3.4 in Appendix C1 to the Listing Rules, the Nomination Committee and the Board have discussed matters regarding the re-election of Mr. Siu Wing LAM and Ms. Jin LIU, and the nomination of Dr. Zhiyi YU as independent non-executive Directors with reference to the Board Diversity Policy and the Directors' Nomination Policy of the Company. Mr. Siu Wing LAM, Ms. Jin LIU and Dr. Zhiyi YU possess strong and diverse educational backgrounds and extensive experience, particularly in areas such as corporate strategic planning, corporate management, financial management, capital market, and legal compliance. The Nomination Committee believes that they will be able to provide the Company with objective, independent, and sufficient opinions and analysis from different perspectives as a result of their professional knowledge (including knowledge about financial and legal affairs, and listing compliance) and unique experience. The three proposed independent non-executive Directors will also be able to promote the diversity of the structure of the Board in various aspects, including gender, culture, knowledge, educational background, experience and skills. The Board considers that Mr. Siu Wing LAM, Ms. Jin LIU and Dr. Zhiyi YU meet the independence requirements as set out in Rule 3.13 of the Listing Rules.

As of the Latest Practicable Date, the biographical details of Directors proposed to be elected and re-elected at the AGM are set out in Appendix II to this circular. The biographical details of Mr. Linglan ZHANG, the employee representative director, is included as well for reference of the Shareholders.

LETTER FROM THE BOARD

7. REMUNERATION OF THE SECOND SESSION OF THE BOARD OF DIRECTORS

The executive Directors, namely Mr. Wen ZHANG, Mr. Zhou HONG, Mr. Bing XIAO, Mr. Luting PAN and Mr. Linglan ZHANG who is an employee representative director, will receive a remuneration comprising, among other things, basic salary, discretionary bonus and statutory social security benefits from the Company, the amount of which will be determined after assessment in accordance with the Articles of Association, the remuneration policy of the Company and relevant regulations, and based on their roles in the Company and the annual operating performance of the Company. Each of Mr. Siu Wing LAM, Ms. Jin LIU and Dr. Zhiyi YU will receive a Director's remuneration of RMB700,000 (pre-tax) per annum. Such remuneration is determined with reference to their experience, roles, responsibilities and market conditions. Mr. Jingguo LIU will not receive any Director's remuneration as a non-executive Director. The Board of the Company also proposes that Shareholders at the AGM approve and authorize the Board to determine Directors' remuneration in accordance with the aforementioned policy.

This resolution is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

8. PROPOSED NON-DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR 2025

The Board does not recommend any final dividend for the year ended December 31, 2025 (December 31, 2024: nil).

This resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

9. RE-APPOINTMENT OF AUDITOR OF THE COMPANY

The Company proposes to re-appoint PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine the remuneration.

This resolution has been considered and approved at the Board meeting held on March 30, 2026 and is hereby proposed to the AGM as an ordinary resolution for consideration and approval.

10. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Company's announcement dated March 30, 2026 in relation to the proposed amendments to the Articles of Association. Save for the amendments to the provisions as set out in Appendix III to this circular, all other provisions of the Articles of Association shall remain unchanged.

This resolution is subject to approval by the Shareholders at the AGM and will be proposed at the AGM to authorise the Board to handle relevant procedures such as change of registration/filing with the relevant authorities in respect of the amendments to the Articles of Association.

LETTER FROM THE BOARD

The Company's legal advisers on PRC laws and Hong Kong laws have confirmed that the proposed amendments to the Articles of Association comply with the requirements of PRC laws and the Listing Rules. In addition, the Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a PRC company with H shares listed on the Stock Exchange.

11. AMENDMENTS TO THE RULES OF PROCEDURE FOR GENERAL MEETINGS

To further improve the Company's corporate governance structure, promote its standardized operations, and taking into account the Company's actual circumstances, it is proposed to amend the Rules of Procedure for General Meetings of the Company. Please refer to Appendix IV to this circular for the comparison table of the proposed amendments to the Rules of Procedure for General Meetings. Save for the amendments to the provisions as set out in Appendix IV to this circular, all other provisions of the Rules of Procedure for General Meetings shall remain unchanged.

This resolution is subject to approval by the Shareholders at the AGM.

12. AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS

To further improve the Company's corporate governance structure, promote its standardized operations, and taking into account the Company's actual circumstances, it is proposed to amend the Rules of Procedure for Board Meetings of the Company. Please refer to Appendix V to this circular for the comparison table of the proposed amendments to the Rules of Procedure for Board Meetings. Save for the amendments to the provisions as set out in Appendix V to this circular, all other provisions of the Rules of Procedure for Board Meetings shall remain unchanged.

This resolution is subject to approval by the Shareholders at the AGM.

13. ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at 11/F, Building 16 No. 2388 Chenhang Road, Minhang District, Shanghai, the PRC at 1:30 p.m. on Monday, June 15, 2026, is set out on pages 29 to 32 of this circular.

According to domestic securities regulatory rules and the Company's Articles of Association, the Company's Shareholder, Mr. Wen ZHANG, and Shanghai Biliren Enterprise Management Consulting Partnership (Limited Partnership) (a party acting in concert with Mr. Wen ZHANG, the Company's chairman) holding an aggregate of 374,396,200 unlisted Shares with voting rights (as of the Last Practicable Date, representing approximately 15.4% of the total issued Shares based on the Company's 2,438,858,500 issued Shares and assuming no new Shares will be issued before the AGM), will abstain from voting on the resolution in relation to the determination of remuneration of the second session of the Board (that is, resolution number 4 in the notice of AGM). To the best knowledge, information and belief of the Directors

LETTER FROM THE BOARD

having made all reasonable enquiries, except the above Shareholders, no other Shareholder has a material interest in, and would be required to abstain from voting in respect of, the resolutions to be proposed at the AGM.

For the purpose of determining the Shareholders who can participate and vote at the AGM, the register of members of the Company will be closed from Wednesday, June 10, 2026 to Monday, June 15, 2026 (both days inclusive) during which no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, all Share transfer documents accompanied by the relevant share certificates and transfer forms must be lodged with, for holders of H Shares of the Company, the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, and for holders of unlisted Shares of the Company, the headquarters in the PRC of the Company for registration on or before 4:30 p.m. (Hong Kong time) on Tuesday, June 9, 2026. The record date for the purpose of ascertaining the eligibility of the Shareholders to attend and vote at the AGM will be June 15, 2026.

According to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

14. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

15. RECOMMENDATIONS

The Board considers that the proposed resolutions set out in the notice of AGM and other matters are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
Shanghai Biren Technology Co., Ltd.
Wen ZHANG

*Chairman of the Board, Executive Director and
Chief Executive Officer*

In accordance with the Listing Rules, this appendix serves as the explanatory letter to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM for the grant of the repurchase mandate to the Directors.

REPURCHASE MANDATE

REASONS FOR REPURCHASING SHARES

The Directors believe that the flexibility afforded by the repurchase mandate for repurchasing shares would be beneficial to and in the interest of the Company and its Shareholders. Such repurchases of Shares may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

EXERCISE OF REPURCHASE MANDATE

Subject to the passing of the relevant special resolution set out in the notice of the AGM, the special resolution approving the grant to the Board of the repurchase mandate at the AGM, the Board will be granted the repurchase mandate until the earlier of (a) the conclusion of the annual general meeting of the Company for 2026; (b) the expiration date of 12 months after the resolution is passed at the AGM; or (c) the date on which the mandate set out in the special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of the Company. The exercise of the repurchase mandate is subject to relevant approval(s) of and/or filings with State Administration of Foreign Exchange and/or any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the repurchase mandate (on the basis of 1,200,845,424 H Shares in issue as at the Latest Practicable Date and there is no change to the total number of issued H Shares of the Company prior to the date of the AGM) by the Company would result in a maximum of 120,084,542 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total number of H Shares in issue as at the date of passing the relevant resolution.

The Company may cancel the Shares repurchased under the repurchase mandate, and/or hold them as treasury Shares subject to conditions at the relevant time of the repurchases, for example, market conditions, purposes of repurchases and its capital management needs.

FUNDING OF REPURCHASES

In repurchasing its Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company is empowered by the Articles of Association to repurchase its Shares. The Company's registered capital will be reduced accordingly by an amount equivalent to the aggregate nominal value of the Shares so cancelled. The Company may not repurchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange from time to time.

GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital and on the gearing ratio of the Company in the event that the repurchase mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the published audited accounts contained in the annual report of the Company for the year ended December 31, 2025). However, the Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company. The number of Shares to be repurchased on any occasion, the price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the repurchase mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

H SHARES PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange for the period since the Listing Date up to and including the Latest Practicable Date were as follows:

Months	Highest <i>HK dollars</i>	Lowest <i>HK dollars</i>
2026		
January (since the Listing Date)	42.88	30.10
February	41.98	30.80
March	37.80	27.32
April (up to the Latest Practicable Date)	49.26	29.00

SHARES REPURCHASED BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

DISCLOSURE OF INTERESTS

If as a result of a repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obligated to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which will arise under the Takeovers Code and/or other relevant applicable laws, as a result of any repurchases to be made under the repurchase mandate. Moreover, the Directors will not make repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

None of the Directors nor, to their knowledge, having made all reasonable enquiries, any of their close associates presently intends to sell Shares to the Company under the repurchase mandate in the event that the repurchase mandate is approved by the Shareholders and the conditions (if any) to which the repurchase mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) that they have a present intention to sell 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 repurchase mandate is approved by its Shareholders and the conditions (if any) to which the repurchase mandate is subject are fulfilled.

The Company confirms that the Explanatory Statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the Explanatory Statement nor the proposed repurchase has unusual features.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR
RE-ELECTION OR APPOINTMENT AT THE AGM, AND OF
THE EMPLOYEE REPRESENTATIVE DIRECTOR**

As of the Latest Practicable Date, biographical details of Directors proposed for re-election or appointment at the AGM, and of the employee representative director were as follows:

EXECUTIVE DIRECTORS

(1) Mr. Wen ZHANG

Mr. Wen ZHANG (Mr. Zhang), aged 54, is the Chairman of the Board, an executive director and the Chief Executive Officer of the Group. Mr. Wen Zhang founded our Company in September 2019 and has been the Chairman of the Board and the Chief Executive Officer since October 2019 and November 2019, respectively. He was re-designated as an executive director of our Company with effect from January 2, 2026. He is a member of the Remuneration Committee and the Nomination Committee.

Mr. Zhang has extensive experience in the integrated circuit, artificial intelligence and next-generation information technology industries, with demonstrated achievements in corporate strategy, management and capital markets operation. Prior to founding the Group, he worked in SenseTime Group Inc. (商湯集團股份有限公司) (a company listed on the Stock Exchange, stock code: 0020) as the president from January 2018 to October 2019. He served as the chairman and chief executive officer of Shanghai Dingyu Hengrui Equity Investment Fund Management Co., Ltd. (上海鼎域恒睿股權投資基金管理有限公司), an equity investment fund management company, from December 2013 to December 2017. He served as the president and chief executive officer of Enraytek Optoelectronics Co., Ltd. (映瑞光電科技(上海)有限公司), an LED chip company, from August 2010 to December 2013. From March 2007 to February 2009, he worked as an attorney at Kirkland & Ellis LLP.

Mr. Zhang was presented with the Shanghai “Magnolia Gold Award” in 2021; “Outstanding Entrepreneur in IT industry in Shanghai” in 2020; “2021 Annual Entrepreneur” awarded by Dark Horse Technology (創業黑馬); “2022 Annual Entrepreneur” awarded by Cyzone (創業邦); “2025 Forbes China Science and Technology Innovation Influential Person Award” and “2025 Most Influential Entrepreneur Leader” by Cailianshe (財聯社). Mr. Zhang was appointed as a member of the Chief Executive’s Council of Advisers (CECA). He is also an Adjunct Associate Professor at the University of Hong Kong.

Mr. Zhang received an MBA degree from Columbia University in the United States in February 2007, and a Juris Doctor degree from Harvard University in the United States in June 2005. Mr. Zhang was admitted as a licensed attorney-at-law of the State of New York of the United States.

As of the Latest Practicable Date, Mr. Zhang is deemed to be interested in 374,396,200 unlisted Shares, representing 30.24% of the total issued unlisted Shares. Mr. Zhang entered into a voting proxy agreement with, among others, Shanghai Zhuoren Management Consulting Co., Ltd. (“**Shanghai Zhuoren**”) (as the general partner of Shanghai Biliren Enterprise

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR
RE-ELECTION OR APPOINTMENT AT THE AGM, AND OF
THE EMPLOYEE REPRESENTATIVE DIRECTOR**

Management Consulting Partnership (Limited partnership) and its limited partners) and the general partners of all other limited partners of Shanghai Biliren, pursuant to which each of them has agreed and confirmed they have irrevocably and unconditionally proxied their voting rights and other rights as the general partner of Shanghai Biliren and/or the other limited partners of Shanghai Biliren and/or shareholder of Shanghai Zhuoren (as the case maybe) to Mr. Zhang, and thus Mr. Zhang is in a position to control Shanghai Biliren. As such, under the Securities and Futures Ordinance, Mr. Zhang is deemed to be interested in the Shares held by Shanghai Biliren.

(2) Mr. Zhou HONG

Mr. Zhou HONG (Mr. Hong), aged 60, is an executive director and Chief Technology Officer of the Group. Mr. Hong joined our Company in January 2020 and was appointed as a director in July 2020. He was appointed as our Chief Technology Officer in September 2020. He was re-designated as an executive director with effect from January 2, 2026.

Mr. Hong has nearly 30 years of experience in design and engineering of GPU. Prior to joining the Group, from April 1995 to March 2003, Mr. Hong served as the engineering director at S3, Inc., a graphics chip pioneer in U.S. From March 2003 to September 2004, Mr. Hong worked as a principal architect at Nvidia Corporation (a company listed on the NASDAQ Global Market, stock code: NVDA), a leading global manufacturer of high-end GPUs. Mr. Hong worked at Futurewei Technologies, U.S. Research Center of Huawei, as the chief architect from June 2016 to January 2020. From January 2007 to April 2016, he worked at S3 Graphics Inc., a U.S. computer graphics company as a vice president of hardware architecture.

Mr. Hong received his bachelor's degree of science from Peking University (北京大學) in the PRC in July 1986; a master's degree of engineering from Tsinghua University (清華大學) in the PRC in August 1989; and a master's degree of science from State University of New York at Buffalo in the United States in September 1994.

(3) Mr. Bing XIAO (肖冰)

Mr. Bing XIAO (Mr. Xiao), aged 58, is an executive director and General Manager of the Group. Mr. Xiao joined our Company as a senior vice president since February 2020 and was appointed as a director in May 2020. Mr. Xiao was re-designated as an executive director with effect from January 2, 2026.

Mr. Xiao has over 20 years of experience in strategic operation and sales industry. Prior to joining the Group, Mr. Xiao worked in SenseTime Group Inc. (商湯集團股份有限公司) (a company listed on the Stock Exchange, stock code: 0020) as a vice president of business development from May 2019 to February 2020. He had also worked in Petuum Inc., an artificial intelligence solution company, as general manager of China; Oracle Corporation (a company listed on the New York Stock Exchange, stock code: ORCL) as a general manager of

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR
RE-ELECTION OR APPOINTMENT AT THE AGM, AND OF
THE EMPLOYEE REPRESENTATIVE DIRECTOR**

Telecommunications Industry in China region from October 2014 to September 2017; IBM (a company listed on the New York Stock Exchange, stock code: IBM) as software general manager of Telecommunications in China from May 2010 to September 2014; and Teradata China (a company listed on the New York Stock Exchange, stock code: TDC) as a vice president in China region from June 2004 to May 2010.

Mr. Xiao received his bachelor's degree in electronic engineering from Tsinghua University (清華大學) in the PRC in July 1990. Mr. Xiao is a director of certain subsidiaries of the Group, including but not limited to Zhuhai Biren Integrated Circuit Co., Ltd., Beijing Biren Technology Development Co., Ltd., Hangzhou Biren Technology Development Co., Ltd. and Shanghai Aoyan Technology Co., Ltd.

(4) Mr. Luting PAN

Mr. Luting PAN (Mr. Pan), aged 50, is an executive director, secretary of the Board and responsible person of finance. Mr. Pan joined our Company in July 2020 as a vice president. He was appointed as a director in November 2020 and redesignated as an executive director with effect from January 2, 2026.

Mr. Pan has extensive experience in strategic operations, risk management and operations of enterprises. Prior to joining the Group, Mr. Pan served as an associate at BNP Paribas, a French multinational universal bank listed on the Euronext Paris (stock code: BNP) and the London Stock Exchange (stock code: OHB5), from 2007 to 2009. He worked as a senior planning management employee of commodity forecasting department at Consolidated Edison Company of New York, Inc., an energy company listed on the New York Stock Exchange (stock code: ED), from March 2009 to September 2018. Mr. Pan worked in Petuum Inc., an artificial intelligence solution company as a director of Asia and strategic development lead from August 2018 to June 2020.

Mr. Pan received his bachelor's degree in electrical engineering from University of Connecticut in the United States in August 1998; a master's degree in electrical engineering from University of Connecticut in the United States in December 2000; and a Master of Business Administration degree from Columbia University in the United States in May 2007.

NON-EXECUTIVE DIRECTOR

(5) Mr. Jingguo LIU (劉經國)

Mr. Jingguo LIU (Mr. Liu), aged 46, is our non-executive director. Mr. Liu is responsible for providing advice on the operation and development of the Company. Mr. Liu was appointed as a director in June 2025 and was re-designated as a non-executive director with effect from January 2, 2026.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR
RE-ELECTION OR APPOINTMENT AT THE AGM, AND OF
THE EMPLOYEE REPRESENTATIVE DIRECTOR**

Mr. Liu currently serves as an investment and research partner at Shanghai Lingang Kechuang Investment Management Co., Ltd. (上海臨港科創投資管理有限公司), an equity investment firm. From January 2012 to December 2014, Mr. Liu worked at Signify (China) Investment Co., Ltd. (昕諾飛(中國)投資有限公司) (previously known as Philips Lighting (China) Investment Co., Ltd. (飛利浦照明(中國)投資有限公司)) under the Koninklijke Philips N.V., a Dutch multinational corporation listed on the New York Stock Exchange (stock code: PHG) and the Euronext Amsterdam (stock code: PHIA), with his last position being senior system engineer. From January 2015 to February 2017, he served as a securities analyst at TF Securities Co., Ltd. (天風證券股份有限公司), a comprehensive Chinese securities firm listed on the Shanghai Stock Exchange (stock code: 601162). From April 1, 2021 to January 24, 2025, Mr. Liu served as a director of Shanghai Mifeng Laser Technology Co., Ltd. (上海米蜂激光科技有限公司), a company specializing in the research, development, and production of high-power laser equipment. From March 2017 to June 2020, he served as an investment director at Shanghai Linchuang Investment Management Co., Ltd. (上海臨創投資管理有限公司), an investment management company.

Mr. Liu received his bachelor's degree in materials science and engineering from University of Science and Technology Beijing (北京科技大學) in July 2001 and received his master's degree in materials science and engineering from Tsinghua University (清華大學) in July 2004.

EMPLOYEE REPRESENTATIVE DIRECTOR

(6) Mr. Linglan ZHANG

Mr. Linglan ZHANG (Mr. Linglan ZHANG), aged 52, is an executive director and Chief Operating Officer of the Group. Mr. Linglan ZHANG was appointed as a director in December 2019 and joined our Company as vice president of engineering in January 2020. From September 2021, he was appointed as our Chief Operating Officer. He was re-designated as an executive director with effect from January 2, 2026.

Mr. Linglan ZHANG has over 24 years of experience in the semiconductor industry. Prior to joining the Group, he worked in Higon Austin R&D Center Corporation as a deep computing vice president from February 2018 to September 2019. He had also worked at Samsung Electronics United States R&D Center as a senior R&D manager (SMTS) from August 2015 to February 2018; and Advanced Micro Devices, Inc. (a company listed on the NASDAQ Global Market, stock code: AMD) as a PMTS, GPU SoC architect from August 2001 to August 2015.

Mr. Linglan ZHANG received his bachelor's degree in electrical engineering from Zhejiang University (浙江大學) in the PRC in July 1996; a master's degree in electrical engineering from University of Southern California in the United States in August 2001; and a Master of Business Administration degree from University of California, Berkeley in the United States in December 2014.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR
RE-ELECTION OR APPOINTMENT AT THE AGM, AND OF
THE EMPLOYEE REPRESENTATIVE DIRECTOR**

The Directors confirm that to their best knowledge and belief, having made all reasonable enquires, save as disclosed above, none of Mr. Wen ZHANG, Mr. Bing XIAO, Mr. Luting PAN, Mr. Jingguo LIU and Mr. Linglan ZHANG, the employee representative director, held any other positions of the Company or its subsidiaries, nor served as a director of any public company with securities listed on any securities market in Hong Kong or overseas in the past three years, nor have other major appointments and professional qualifications. Save as disclosed above, Mr. Wen ZHANG, Mr. Bing XIAO, Mr. Luting PAN, Mr. Jingguo LIU and Mr. Linglan ZHANG, the employee representative director, do not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, and do not have or are not deemed to have any interest or short position in the Shares, underlying Shares or debentures 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), and have not been subject to any disciplinary action by the CSRC or any other relevant authorities or the Hong Kong Stock Exchange.

As at the date of this circular, save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders, relating to the appointments of Mr. Wen ZHANG, Mr. Bing XIAO, Mr. Luting PAN, Mr. Jingguo LIU and Mr. Linglan ZHANG, the employee representative director.

INDEPENDENT NON-EXECUTIVE DIRECTORS

(7) Mr. Siu Wing LAM

Mr. Siu Wing LAM, aged 65, was appointed as an independent non-executive director of our Company in June 2025 with effect from January 2, 2026. He is the chairman of the Audit Committee.

Mr. Lam has extensive experience in accounting, auditing and business consulting. Mr. Lam was an audit partner at PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所(特殊普通合夥)) and PricewaterhouseCoopers in Hong Kong (collectively “PricewaterhouseCoopers”) from July 2004 to June 2020. He had also worked in various audit firms including KPMG Hong Kong from September 1991 to February 1992, Horwath Australia from August 1987 to August 1991 and the New South Wales Auditor-General’s Office from March 1987 to July 1987.

He has served as (i) an independent non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (上海復旦張江生物醫藥股份有限公司), whose shares are listed on the Hong Kong Stock Exchange (stock code: 1349) and the Shanghai Stock Exchange (stock code: 688505), since May 2023; (ii) an independent non-executive director of Suzhou Basecare Medical Corporation Limited (蘇州貝康醫療股份有限公司), whose shares are listed on the Hong Kong Stock Exchange (stock code: 2170), since July 2023; (iii) an independent non-executive director of Xi’an Kingfar Property Services Co., Ltd. (西安經發物

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR
RE-ELECTION OR APPOINTMENT AT THE AGM, AND OF
THE EMPLOYEE REPRESENTATIVE DIRECTOR**

業股份有限公司), whose shares are listed on the Hong Kong Stock Exchange (stock code: 1354), since May 2024; (iv) an independent non-executive director of Bluestar Adisseo Co., Ltd. (藍星安迪蘇股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 600299), since September 2024; and (v) an independent non-executive director of Qeeka Home (Cayman) Inc. (齊屹科技(開曼)有限公司), whose shares are listed on the Hong Kong Stock Exchange (stock code: 1739), since June 2025. Mr. Lam has also been appointed as an independent non-executive director of Greatpower Nickel And Cobalt Materials Co., Ltd. (上海格派鎳鈷材料股份有限公司) since June 2022.

Mr. Lam received his bachelor of economics degree from Macquarie University in Australia in May 1985, and a master of commerce degree from the University of New South Wales in Australia in October 1989.

Mr. Lam was admitted as a member and was advanced to a fellow member of the Chartered Accountants Australia and New Zealand (previously known as the Institute of Chartered Accountants in Australia) in April 1990 and September 2011, respectively. He was also admitted as an associate member and was advanced to a fellow member of the Hong Kong Institute of Certified Public Accountants in April 1992 and September 2013, respectively.

(8) Ms. Jin LIU

Ms. Jin LIU (Ms. Liu), aged 59, was appointed as an independent non-executive director of our Company in June 2025 with effect from January 2, 2026. She is the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee.

Ms. Liu has around 30 years of consulting, investment and financing, IPO and mergers and acquisitions experience. She has been involved in investment and financing as a vice chairperson, responsible for investment and financing matters as well as strategic cooperation and related work, at Chengdu WestVac Biopharma Co., Ltd. (成都威斯克生物醫藥有限公司), an innovative biopharmaceutical enterprise, since 2020.

Her prior experience includes working as a managing director in global investment banking at Merrill Lynch (Asia Pacific) Limited from 2012 to 2020, an executive director in global banking and markets at Goldman Sachs (China) Securities Company Limited from 2008 to 2012, a director in assurance department at PricewaterhouseCoopers from 2002 to 2008, a manager of China affairs at the Hong Kong General Chamber of Commerce from 1998 to 2002 and etc. Ms. Liu received her bachelor of arts degree from Sichuan University (四川大學) in the PRC in 1988, and an MBA degree from the ESICAD Business School in France in 1996.

Ms. Liu is a member of 11th committee of All-China Federation of Returned Overseas Chinese (中國僑聯第 11 屆委員會). She is the vice chairman of Hong Kong Chinese Financial Association of Hong Kong (香港中國金融協會).

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR
RE-ELECTION OR APPOINTMENT AT THE AGM, AND OF
THE EMPLOYEE REPRESENTATIVE DIRECTOR**

(9) Dr. Zhiyi YU

Dr. Zhiyi YU (虞志益), aged 49, is a professor and the Dean of the School of Microelectronics Science and Technology at Sun Yat-sen University. He served as the hardware engineer at IntellaSys in the United States from 2007 to 2008, the associate researcher at the School of Microelectronics at Fudan University from 2009 to 2015, and he has been working at Sun Yat-sen University since March 2015, including being a visiting professor at Carnegie Mellon University in the United States from 2015 to 2016.

Dr. Yu obtained a Bachelor's degree in Electronics and Information Systems from Fudan University in the PRC in July 2000, and a Master's degree in Circuits and Systems from Fudan University in the PRC in June 2003. He further obtained a Ph.D. degree in Electrical and Computer Engineering from the University of California, Davis in the United States in October 2007. Dr. Yu has extensive R&D experience in the integrated circuits and artificial intelligence chips fields. Dr. Yu has filed 123 invention patents, with 62 of which have been granted. He has also published monographs including *Microprocessor Design: Architecture, Circuits, and Implementation* (《微處理器設計: 架構、電路及實現》), and undertaken key R&D projects including National Science and Technology Major Projects (國家重大科技專項) and National Natural Science Foundation Key Projects (國家自然科學基金重點項目). Dr. Yu has served as Technical Committee Chairperson at multiple international academic conferences including Institute of Electrical and Electronics Engineers (IEEE) International Conference on Integrated Circuits, Technologies & Applications (ICTA), IEEE International Conference on Solid-State and Integrated Circuit Technology (ICSICT), and Asia Pacific Signal and Information Processing Association (APSIPA). He also acts as an expert advisor at the national level and for Guangdong Province and Macao SAR.

The Directors confirm that to their best knowledge and belief, having made all reasonable enquires, save as disclosed above, none of Mr. Siu Wing LAM, Ms. Jin LIU and Dr. Zhiyi YU held any other positions of the Company or its subsidiaries, nor served as a director of any public company with securities listed on any securities market in Hong Kong or overseas in the past three years, nor have other major appointments and professional qualifications. Save as disclosed above, Mr. Siu Wing LAM, Ms. Jin LIU and Dr. Zhiyi YU do not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, and do not have or are not deemed to have any interest or short position in the Shares, underlying Shares or debentures 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), and have not been subject to any disciplinary action by the CSRC or any other relevant authorities or the Hong Kong Stock Exchange.

**APPENDIX II BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR
RE-ELECTION OR APPOINTMENT AT THE AGM, AND OF
THE EMPLOYEE REPRESENTATIVE DIRECTOR**

As at the date of this circular, save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders, relating to the appointments of Mr. Siu Wing LAM, Ms. Jin LIU and Dr. Zhiyi YU.

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Article(s)	Amended Article(s)
<p>Article 62</p> <p>The convener shall notify shareholders the convening of an annual general meeting by way of announcement 21 days before the meeting, and the convening of an extraordinary general meeting by way of announcement 10 working days or 15 days (whichever is longer) before the meeting. If there are provisions otherwise specified by applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the shares are listed and these Articles of Association, those provisions shall prevail. The Company shall not include the day on which the meeting is convened when calculating the notice period.</p>	<p>Article 62</p> <p>The convener shall notify shareholders the convening of an annual general meeting by way of announcement 21 days before the meeting, and the convening of an extraordinary general meeting by way of announcement 15 days before the meeting. If there are provisions otherwise specified by applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the shares are listed and these Articles of Association, those provisions shall prevail. The Company shall not include the day on which the meeting is convened when calculating the notice period.</p>
<p>Article 127</p> <p>Meetings of the Board of Directors are categorized into regular meetings and extraordinary meetings. The Board of Directors shall hold regular meetings at least four times a year, approximately once a quarter, and shall be convened by the chairman of the Board of Directors. The chairman of the Board of Directors shall hold a meeting with the independent non-executive directors without the presence of other directors at least once a year. Notices and documents of regular meetings of the Board of Directors shall be delivered to all directors at least 14 days before the meetings (excluding the day on which the meetings are convened), so as to allow directors to schedule for the meetings.</p>	<p>Article 127</p> <p>Meetings of the Board of Directors are categorized into regular meetings and extraordinary meetings. The Board of Directors shall hold regular meetings at least four times a year, approximately once a quarter, and shall be convened by the chairman of the Board of Directors. The chairman of the Board of Directors shall hold a meeting with the independent nonexecutive directors without the presence of other directors at least once a year. Notices of regular meetings of the Board of Directors shall be delivered to all directors at least 14 days before the meetings <u>and documents thereof shall be delivered at least three days before the meetings</u> (excluding the day on which the meetings are convened), so as to allow directors to schedule for the meetings.</p>

Original Article(s)	Amended Article(s)
<p>Article 128</p> <p>Shareholders representing one-tenth or more of the voting rights, one-third or more of the directors or the Audit Committee may propose to convene an extraordinary meeting of the Board of Directors. The chairman of the Board of Directors shall convene and preside over the meeting of the Board of Directors within 10 days upon receiving the proposal.</p> <p>If the relevant securities regulatory authority requests the Company to convene an extraordinary meeting of the Board of Directors, the chairman of the Board of Directors shall convene and preside over the meeting of the Board of Directors within 10 days upon receiving the request from the securities regulatory authority.</p> <p>The proportion of voting right prescribed in this Article shall be calculated based on the voting right attached to the shares of the Company held by the shareholders as at the date on which the proposal was proposed by such shareholders.</p>	<p>Article 128</p> <p>Shareholders representing one-tenth or more of the voting rights, one-third or more of the directors or the Audit Committee may propose to convene an extraordinary meeting of the Board of Directors. The chairman of the Board of Directors shall convene and preside over the meeting of the Board of Directors within 10 days upon receiving the proposal.</p> <p>The proportion of voting right prescribed in this Article shall be calculated based on the voting right attached to the shares of the Company held by the shareholders as at the date on which the proposal was proposed by such shareholders.</p>
<p>Article 129</p> <p>The notice of an extraordinary meeting of the Board of Directors shall be given to all directors 5 days in advance by facsimile, email or other means. In case of emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p> <p>With the consent of all the directors of the Company, the notice period specified in the preceding paragraph may be waived.</p>	<p>Article 129</p> <p>The notice of an extraordinary meeting of the Board of Directors shall be given to all directors 3 days in advance by facsimile, email or other means. In case of emergency and an extraordinary meeting of the Board of Directors is required to be convened as soon as possible, the notice of meeting may be given by telephone or by other verbal means at any time, but the convener shall provide an explanation at the meeting.</p> <p>With the consent of all the directors of the Company, the notice period specified in the preceding paragraph may be waived.</p>

Note: Following the above amendments, the article numbers of the amended Articles of Association shall be renumbered, and the numbers of other articles referred to in such articles shall be revised accordingly.

The Articles of Association are prepared in Chinese. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Original Rule(s)	Amended Rule(s)
<p>Rule 11</p> <p>When the Company convenes an annual general meeting, it shall give notice to each shareholder by way of announcement at least 21 days prior to the date of the meeting. When the Company convenes an extraordinary general meeting, it shall give notice to each shareholder by way of announcement at least ten (10) working days or fifteen (15) days prior to the date of the meeting, whichever is longer. Where the applicable laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed, or the Company's Articles of Association provide otherwise, such provisions shall prevail. When calculating the notice period, the Company shall not include the day on which the meeting is held.</p>	<p>Rule 11</p> <p>When the Company convenes an annual general meeting, it shall give notice to each shareholder by way of announcement at least 21 days prior to the date of the meeting. When the Company convenes an extraordinary general meeting, it shall give notice to each shareholder by way of announcement at least fifteen (15) days prior to the date of the meeting. Where the applicable laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company's shares are listed, or the Company's Articles of Association provide otherwise, such provisions shall prevail. When calculating the notice period, the Company shall not include the day on which the meeting is held.</p>
<p>Rule 60</p> <p>These Rules shall be subject to approval by the general meeting and shall take effect and be implemented from the date on which the Company's initial public offering of overseas listed shares (H Shares) has been filed with the China Securities Regulatory Commission for record and the shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited.</p>	<p>Rule 60</p> <p>These Rules shall take effect from the date on which they are approved by the general meeting of the Company. The same shall apply to any amendment to these Rules.</p>

The Rules of Procedure for General Meetings are prepared in Chinese. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Original Rule(s)	Amended Rule (s)
<p>Rule 14</p> <p>In any of the following circumstances, the Chairman shall convene an interim board meeting within ten (10) days:</p> <p>(i) when a shareholder representing one-tenth or more of the voting rights so proposes;</p> <p>(ii) when more than one-third of the directors so propose;</p> <p>(iii) when the Audit Committee proposes a meeting;</p> <p>(iv) when the Chairman considers it necessary;</p> <p>(v) when the relevant securities regulatory authority so requests; and</p> <p>(vi) under any other circumstances stipulated in the Company's Articles of Association and these Rules.</p>	<p>Rule 14</p> <p>In any of the following circumstances, the Chairman shall convene an interim meeting of the Board of Directors within ten (10) days:</p> <p>(i) when a shareholder representing one-tenth or more of the voting rights so proposes;</p> <p>(ii) when more than one-third of the directors so propose;</p> <p>(iii) when the Audit Committee proposes a meeting;</p> <p>(iv) when the Chairman considers it necessary;</p> <p>(v) under any other circumstances stipulated in the Company's Articles of Association and these Rules.</p>
<p>Rule 16</p> <p>Written notice for a regular board meeting shall be given at least fourteen (14) days in advance, and written notice for an interim board meeting shall be given at least five (5) days in advance. When calculating the notice period, the Company shall not include the day on which the meeting is held.</p> <p>Methods of notifying board meetings include personal delivery, express courier, facsimile, e-mail, telephone, oral notice, or any other methods stipulated in the Company's Articles of Association and these Rules.</p> <p>An interim board meeting that is convened with the consent of all directors or under special or urgent circumstances, or an interim board meeting to be resolved by means of communication, may be notified at any time and convened immediately.</p>	<p>Rule 16</p> <p>Written notice for a regular meeting shall be issued at least fourteen (14) days in advance, and the meeting documents shall be dispatched at least three (3) days in advance, and written notice for an interim meeting shall be given at least three (3) days in advance. When calculating the notice period, the Company shall not include the day on which the meeting is held.</p> <p>Methods of notifying board meetings include personal delivery, express courier, facsimile, e-mail, telephone, oral notice, or any other methods stipulated in the Company's Articles of Association and these Rules.</p> <p>An interim board meeting that is convened with the consent of all directors or under special or urgent circumstances, or an interim board meeting to be resolved by means of communication, may be notified at any time and convened immediately.</p>

Original Rule(s)	Amended Rule (s)
<p>Rule 38</p> <p>If it is not possible to finalize the meeting minutes immediately after the meeting due to time constraints, the secretary to the board shall be responsible for finalizing the minutes within three (3) days after the conclusion of the meeting and shall deliver the minutes to each director by reasonable methods such as personal delivery, express courier or e-mail. Each director shall sign the meeting minutes within three (3) days after receiving the same and shall return the signed minutes to the Company. If any director has comments or objections to the minutes, he or she may choose not to sign but shall submit his or her written comments to the Company within the time limit and by the same means as required above.</p> <p>If the minutes indeed contain errors or omissions attributable to the secretary to the board, the secretary to the board shall make the necessary corrections, and the directors shall sign the revised meeting minutes.</p>	<p>This Rule is deleted, and the rule numbers of all subsequent Rules shall be renumbered accordingly.</p>
<p>Rule 46</p> <p>These Rules shall be subject to approval by the general meeting and shall take effect and be implemented from the date on which the Company's initial public offering of overseas listed shares (H Shares) has been filed with the China Securities Regulatory Commission for record and the shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited.</p>	<p>Rule 45</p> <p>These Rules shall take effect from the date on which they are approved by the general meeting of the Company. The same shall apply to any amendment to these Rules.</p>

Note: Following the above amendments, the rule numbers of the amended Rules of Procedure for Board Meetings shall be renumbered, and the numbers of other rules referred to in such rules shall be revised accordingly.

The Rules of Procedure for Board Meetings are prepared in Chinese. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING



Shanghai Biren Technology Co., Ltd.

上海壁仞科技股份有限公司

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

(Stock Code: 6082)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (“AGM”) of Shanghai Biren Technology Co., Ltd. (the “**Company**”) will be held at 11/F, Building 16 No. 2388 Chenhang Road, Minhang District, Shanghai, the PRC at 1:30 p.m. on Monday, June 15, 2026, for considering and, if thought fit, passing, the following resolutions:

ORDINARY RESOLUTIONS

To consider and pass the following ordinary resolutions by way of non-cumulative voting:

1. To consider and approve the work report of the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) for the year ended December 31, 2025.
2. To consider and approve the auditor’s report and the audited consolidated financial statements of the Company for the year ended December 31, 2025.
3. To consider and approve the reappointment of PricewaterhouseCoopers as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine the remuneration.
4. To authorize the Board to determine the remuneration of the Directors.
5. To consider the proposal of non-distribution of final dividend for the year 2025.

To consider and pass the following ordinary resolutions by way of cumulative voting:

6. Resolution regarding the election of the second session of the Board.
 - 6.1 Resolution regarding the re-election of Mr. Wen ZHANG as an executive Director of the Company
 - 6.2 Resolution regarding the re-election of Mr. Zhou HONG as an executive Director of the Company

NOTICE OF ANNUAL GENERAL MEETING

- 6.3 Resolution regarding the re-election of Mr. Bing XIAO as an executive Director of the Company
- 6.4 Resolution regarding the re-election of Mr. Luting PAN as an executive Director of the Company
- 6.5 Resolution regarding the re-election of Mr. Jingguo LIU as a non-executive Director of the Company
- 6.6 Resolution regarding the re-election of Mr. Siu Wing LAM as an independent non-executive Director of the Company
- 6.7 Resolution regarding the re-election of Ms. Jin LIU as an independent non-executive Director of the Company
- 6.8 Resolution regarding the appointment of Dr. Zhiyi YU as an independent non-executive Director of the Company

SPECIAL RESOLUTIONS

To consider and pass the following ordinary resolutions by way of non-cumulative voting:

7. To consider and approve the granting of a general mandate to the Board to repurchase H Shares.
8. To consider and approve the granting of a general mandate to the Board to issue Shares of the Company.
9. To amend the Articles of Association.
10. To amend the rules of procedure for general meetings.
11. To amend the rules of procedure for board meetings.

On behalf of the Board
Shanghai Biren Technology Co., Ltd.
Wen ZHANG
*Chairman of the Board, Executive Director
and Chief Executive Officer*

Shanghai, April 22, 2026

As at the date of this announcement, the Board comprises: (i) Mr. Wen ZHANG, Mr. Zhou HONG, Mr. Linglan ZHANG, Mr. Bing XIAO and Mr. Luting PAN as executive Directors; (ii) Mr. Jingguo LIU as a non-executive Director; and (iii) Dr. Yuan WANG, Mr. Siu Wing LAM and Ms. Jin LIU as independent non-executive Directors.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any vote at the AGM must be taken by poll.
2. The register of members of the Company will be closed from Wednesday, June 10, 2026 to Monday, June 15, 2026 (both days inclusive) during which no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, all Share transfer documents accompanied by the relevant share certificates and transfer forms must be lodged with, for holders of H shares of the Company, the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, and for holders of unlisted Shares of the Company, the headquarters in the PRC of the Company for registration on or before 4:30 p.m. (Hong Kong time) on Tuesday, June 9, 2026. The record date for the purpose of ascertaining the eligibility of the Shareholders to attend and vote at the AGM will be June 15, 2026.
3. A Shareholder entitled to attend and vote at the AGM may appoint a proxy or proxies (whether he or she is a Shareholder or not) to attend and vote instead of him or her.
4. In order to be valid, the proxy form for the AGM must be deposited by hand or by post to the H share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the AGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the Shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the Shareholder may authorise one or more persons it considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of Shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual Shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.

A vote provided in according to the instruments in such proxy forms shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.

5. In case of joint Shareholder for any Share, only the person whose name is at the first place on the register of Shareholders has the rights to receive the certificate of relevant Shares and notice from the Company and to attend the general meeting or exercise all of the votes relating to the Shares.
6. Shareholders or their proxies shall provide their identity documents when attending the AGM.
7. Regarding resolution number 6, a cumulative voting system will be adopted. "Cumulative voting system" refers to a system of voting for election of Directors at general meetings under which each Share shall be entitled to the number of votes equivalent to the number of the Directors to be elected at the general meeting. Shareholders may consolidate their votes for one or more Director(s). The principles below shall be followed for voting under the cumulative voting system:
 - (1) the number of candidates for the roles of Directors may be greater than that of the Directors to be elected at the general meeting, but the number of candidates to be voted by each Shareholder shall not exceed the number of Directors to be elected at the general meeting, and the total number of votes allocated to the Shareholders shall not exceed the number of votes held by them; otherwise, the votes shall be invalid;

NOTICE OF ANNUAL GENERAL MEETING

- (2) voting for the executive, non-executive and independent non-independent Directors shall be carried out separately. For the election of independent non-executive Directors, the number of votes each Shareholder is entitled to shall be equal to the number of Shares held by the Shareholder multiplied by the number of independent non-executive Directors to be elected, and such votes must be cast only for the candidates for the role of the Company's independent non-executive Directors; for the election of executive and non-executive Directors, the number of votes each Shareholder is entitled to shall be equal to the number of Shares held by the Shareholder multiplied by the number of executive and non-executive Directors to be elected, and such votes must be cast only for the candidates for the role of the Company's executive and non-executive Directors; and
 - (3) the candidates to be finally elected as Directors shall be determined according to the numbers of votes they have received, but the minimum number of votes each candidate elected has received must exceed half of the total number of Shares held by Shareholders (including proxies thereof) attending the AGM.
8. The AGM is expected to last for no more than half a day. Shareholders or their proxies attending the AGM are responsible for their own transportation and accommodation expenses.
9. The address of the Company's headquarters is Room 1302, 13/F, Building 16, No. 2388 Chenhang Road, Minhang District, Shanghai, the PRC.
10. All times refer to Hong Kong local time, except as otherwise stated.