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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 Montage Technology Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Warning:** If you are in any doubt about any of the contents of this circular, you should obtain independent professional advice.

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**Montage Technology Co., Ltd.**

**瀾起科技股份有限公司**

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

**(Stock Code: 6809)**

## **ANNUAL GENERAL MEETING OF THE YEAR 2025**

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The AGM of the Company is proposed to be held at 3:00 p.m. on Wednesday, June 24, 2026 at Bright View Hall, 4th Floor, Building 2, Shanghai Hongqiao State Guest House, 1591 Hongqiao Road, Shanghai, the PRC. The notice of the AGM is set out in this circular, and is also published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) together with the relevant form of proxy. Whether or not you are able to attend the AGM, you are requested to complete the relevant form of proxy in accordance with the instructions printed thereon and return the same to H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time specified for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

All time and dates mentioned in this circular refer to Hong Kong time and dates.

June 1, 2026

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## DEFINITIONS

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

“A Share(s)”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which is/are traded in Renminbi and listed on the SSE STAR Market
“A Shareholder(s)”	holder(s) of the A Share(s)
“Actual Selling Price”	an amount that is equal to the actual price at which the Award Shares are sold (net of brokerage, Hong Kong Stock Exchange trading fee, transaction levy, purchase price and any other applicable costs) on vesting of an Award to the Scheme or in the case of a vesting when there is an event of change in control or privatisation of the Company pursuant to the Scheme Rules, the consideration receivable under the related scheme or offer
“Adoption Date”	the date on which the H Share Incentive Scheme is adopted by the Shareholders in general meeting or if applicable, the date on which any other requisite approval(s) for the adoption of the Scheme as required under the Listing Rules is obtained, whichever is later
“AGM” or “Annual General Meeting”	the annual general meeting of the Company for the year 2025 to be held at 3:00 p.m. on Wednesday, June 24, 2026 at Bright View Hall, 4th Floor, Building 2, Shanghai Hongqiao State Guest House, 1591 Hongqiao Road, Shanghai, the PRC and any adjournment thereof
“AI”	artificial intelligent
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	shall have the meaning ascribed to it in the Listing Rules
“Audit Committee”	the audit committee of the Board
“Authorized Persons”	has the meaning ascribed to it under the section headed “LETTER FROM THE BOARD – 2. MATTERS TO BE CONSIDERED AT THE AGM – (IX) Proposed Granting of General Mandate to Issue H Shares” in this Circular
“Award(s)”	an award granted under the H Share Incentive Scheme by the Scheme Administrator to a Grantee, which may take the form of a Share Option or a Share Award, as determined in the sole discretion of the Scheme Administrator

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## DEFINITIONS

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“Award Letter”	a letter issued by the Company to each grantee in such form as the Scheme Administrator may from time to time determine, setting out the terms and conditions of the Award
“Award Shares”	Shares underlying an Award, and includes (i) Treasury Shares, (ii) the new Shares allotted and issued by the Company to the trustee(s) under the Trust, or (iii) existing H Shares purchased or acquired on-market or off-market by the trustee(s) under the Trust or existing H Shares transferred by any Shareholder(s) to the trustee(s) under the Trust for the purpose of implementation of H Share Incentive Scheme, as determined at the sole discretion of the Scheme Administrator
“Board”	the board of Directors, from time to time
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“CCASS”	the Central Clearing and Settlement System, a securities settlement system established and operated by the Hong Kong Securities Clearing Company Limited
“Chief Executive”	shall have the meaning given to it in the Listing Rules
“CKD”	a DDR5 clock driver, a specialized buffer IC used on client DDR5 memory modules to buffer and re-drive signals from the memory controller to the DRAM chips, which improves signal integrity by reducing clock jitter and loading, supporting higher frequencies for client modules
“Company” or “the Company” or “our Company”	Montage Technology Co., Ltd. (瀾起科技股份有限公司) (formerly known as Montage Technology (Shanghai) Co., Ltd. (瀾起科技(上海)有限公司), a limited liability company incorporated in the PRC on May 27, 2004 and restructured into a joint stock company with limited liability in October 2018, and the A Shares of which are listed on the SSE STAR Market (stock code: SSE 688008) and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6809)
“Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法)

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## DEFINITIONS

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“Core Management Incentive Plan”	the employee incentive plan of our core senior management approved and adopted on September 19, 2024 and as amended on December 26, 2025
“CPU”	central processing unit, a mass integrated circuit that serves as the computational and controlling core of electronic devices
“CXL”	compute express link, an open industry standard high speed interconnect that enables efficient, low-latency communication between CPUs and accelerators, memory expanders, or other devices, supporting memory coherence and advanced computing
“DDR”	double data rate
“Director(s)”	director(s) of the Company
“DRAM”	dynamic random access memory, a semiconductor storage device
“Eligible Participant(s)”	the Employee Participant(s), Related Entity Participant(s) or Service Provider Participant(s)
“Employee Incentive Plan 2023”	the employee incentive plan of our Company approved and adopted on June 29, 2023
“Employee Incentive Plan 2024”	the employee incentive plan of our Company approved and adopted on September 19, 2024
“Employee Incentive Plans”	the Employee Incentive Plan 2023, Employee Incentive Plan 2024 and the Core Management Incentive Plan
“Employee Participant(s)”	any person who is a director (excluding the independent non-executive Directors) or an employee (whether full-time or part-time) of any member of the Group on the Grant Date including persons who are granted Awards under H Share Incentive Scheme as an inducement to enter into employment contracts with any member of the Group, provided that a person shall not cease to be an employee in the case of (a) any leave of absence approved by the relevant member of the Group; or (b) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment

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## DEFINITIONS

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“Exercise Period”	in respect of any Share Option, the period during which the Grantee may exercise the Share Option
“Exercise Price”	in respect of any Share Option, the price per Share at which a Grantee may subscribe for Shares upon the exercise of a Share Option awarded under the H Share Incentive Scheme
“Existing Shareholders”	the existing shareholders of Montage Electronics (Zhuhai Hengqin) (except the Company), namely Zhuhai Hengqin Yushan Investment Partnership (Limited Partnership)* (珠海橫琴漁山投資合夥企業(有限合夥)), Alberti Holdings (Hong Kong) Limited, Xi Yu Holdings Limited, Shanghai Chengxi Mosuo Enterprise Management Partnership (Limited Partnership)* (上海橙溪模梭企業管理合夥企業(有限合夥)), CXL Investment Hong Kong Limited
“General Mandate”	has the meaning ascribed to it under the section headed “LETTER FROM THE BOARD – 2. MATTERS TO BE CONSIDERED AT THE AGM – (IX) Proposed Granting of General Mandate to Issue H Shares” in this Circular
“Global Offering”	has the meaning ascribed to it in the prospectus of the Company dated January 30, 2026
“Grant Date”	the date on which the grant of an Award is made to a Grantee, being the date of the Award Letter in respect of such Award, which must be a Business Day
“Grantee”	any Eligible Participant approved for participation in the Scheme and who has been granted any Award pursuant to the Scheme Rule
“Group”	the Company and its Subsidiaries from time to time, and the expression “member of the Group” shall be construed accordingly
“H Share(s)”	the ordinary Share(s) of the Company with a par value of RMB1.00 each, listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6809)
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hainan Yunfeng”	Hainan Yunfeng Fund Center (Limited Partnership)* (海南雲鋒基金中心(有限合夥)), the limited partnership incorporated in the PRC

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## DEFINITIONS

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“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange” or “the Stock Exchange”	The Stock Exchange of Hong Kong Limited
“JEDEC”	Joint Electron Device Engineering Council (now known as the JEDEC Solid State Technology Association), a global organization in developing open standards for the microelectronics industry
“Latest Practicable Date”	May 29, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“MDB”	multiplexed rank data buffer, a memory buffer chip that manages data signals for multiple memory ranks by multiplexing them, which improves memory system performance and capacity by efficiently handling data flow between the memory controller and several DRAM ranks on a module
“Montage Electronics (Zhuhai Hengqin)”	Montage Electronics (Zhuhai Hengqin) Co., Ltd.* (瀾起電子科技(珠海橫琴)有限公司), a limited liability company incorporated in the PRC and a non-wholly owned subsidiary of the Company
“MRCD”	multiplexed rank registering clock driver, a specialized buffer chip used in memory modules to buffer and re-drive clock, address, and command signals efficiently across multiple memory ranks, improving signal integrity and enabling higher memory speeds and capacities
“MT/s”	mega transfers per second, a unit measuring data transfer rate
“MXC”	memory expansion controller, the core chip of high bandwidth and high-capacity memory expansion modules based on the CXL protocol, which connects to the host via the CXL interface and enables high-bandwidth and low-latency memory access for server systems

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## DEFINITIONS

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“Nomination Committee”	the nomination committee of the Board
“ODM”	original design manufacturer
“OEM”	original equipment manufacturer
“PCIe”	peripheral component interconnect express, a high-speed serial interface standard used to connect components like graphics cards, SSDs, and NICs to a computer’s motherboard, offering fast data transfer and scalable bandwidth through multiple lanes
“PCIe Retimer”	a high-speed PCIe signal conditioning chip that compensates for channel attenuation and mitigates jitter to enhance signal integrity and extend signal reach, which serves as a critical interconnect component in applications such as cloud computing, AI, and data centers
“PCIe Switch”	PCIe switch chip, a core interconnect component in data centers, AI acceleration systems, and storage systems, expands PCIe topology to enable efficient communication among multiple devices, addressing bandwidth bottleneck issues between hosts and peripheral devices
“PRC” or “China”	the People’s Republic of China (for the purpose of H Share Incentive Scheme only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Purchase Price”	in respect of a Share Award, is the price per share a Grantee is required to pay for obtaining the H Shares comprising the Share Award (if any), which will be stated in the Award Letter
“RCD”	registering clock driver, a device used to buffer and re-drive address, command and control signals coming from the memory controller to DRAM devices
“Related Entity Participant”	any person who is a director or an employee (whether full-time or part-time) of any company that is an associated company of the Company (an “associated company” refers to an entity in which the Company or any member of the Group individually or collectively hold 20% or more of its interest)
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Board

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## DEFINITIONS

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“Repurchase Mandate”	a general mandate proposed to be granted to the Board at the AGM to repurchase H Shares on the Stock Exchange of not exceeding 10% of the total number of issued H Shares (excluding Treasury Shares, if any) as at the date of passing of the relevant resolutions
“R&D”	research and development
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange
“Scheme” or “The Scheme” or “H Share Incentive Scheme”	the “2026 H Share Incentive Scheme” to be adopted by the Company as proposed by the resolution of the Board passed on June 1, 2026
“Scheme Administrator”	any committee of the Board or other person to whom the Board has delegated its authority in accordance with the Scheme Rule
“Scheme Mandate Limit”	the limit on H Shares which may be issued in respect of all awards and Award Shares to be granted under the H Share Incentive Scheme adopted by the Company, as increased, refreshed or renewed or altered from time to time in accordance with the Scheme Rules, subject to compliance with any applicable laws, rules and regulations, which must not exceed 5% of the total number of Shares in issue (excluding Treasury Shares, if any) on the Adoption Date
“Scheme Rules”	the rules set out herein relating to the Scheme as amended from time to time
“SerDes”	Serializer/Deserializer, a reusable hardware design block used in chip design, which enables high-speed serial data communication by converting parallel data into serial form for transmission and converting it back on reception
“Service Provider(s)” or “Service Provider Participant(s)”	persons (including natural persons and entities) that provide services on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group where the continuity and frequency of their services are akin to those of employees of the Group

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## DEFINITIONS

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“Service Provider Sublimit”	a sublimit within the Scheme Mandate Limit on H Shares which may be issued in respect of new Shares under the H Share Incentive Scheme adopted by the Company granted to the Service Providers, which must not exceed 1% of the total number of Shares in issue (excluding Treasury Shares, if any) on the Adoption Date
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Rongying”	Shanghai Rongying Enterprise Management Partnership (Limited Partnership) (上海融迎企業管理合夥企業(有限合夥)), formerly known as Zhuhai Rongying Investment Partnership (Limited Partnership) (珠海融英投資合夥企業(有限合夥) and Zhuhai Rongying Equity Investment Partnership (Limited Partnership) (珠海融英股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on February 4, 2016, the shareholder of the Company
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, including A Shares and H Shares, or, if there has been a sub-division, consolidation, re-classification or re-construction of the share capital of the Company, shares forming part of the ordinary share capital of the Company of such other nominal amount as shall result from such sub-division, consolidation, re-classification or re-construction
“Share Award(s)”	award(s) which subject to fulfilment of the conditions as may be specified in the Award Letter, vests such number of H Award Shares as the Scheme Administrator may determine on the specified Eligible Participant in accordance with the terms of the Scheme Rules
“Share Option(s)”	award(s) which vests in the form of the right to subscribe for such number of H Shares as the Scheme Administrator may determine during the Exercise Period at the Exercise Price in accordance with the terms of the Scheme Rules
“Shareholder(s)”	holders of Shares
“Similar Rights”	has the meaning ascribed to it under the section headed “LETTER FROM THE BOARD – 2. MATTERS TO BE CONSIDERED AT THE AGM – (IX) Proposed Granting of General Mandate to Issue H Shares” in this Circular

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## DEFINITIONS

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“SSE STAR Market”	Shanghai Stock Exchange Science and Technology Innovation Board
“SSE STAR Market Listing Rules”	the Rules Governing the Listing of Stocks on the SSE STAR Market, as amended from time to time
“Strategy and ESG Committee”	the strategy and ESG committee of the Board
“Subsidiary” or “Subsidiaries”	any subsidiary (as such term is defined in the Listing Rules) of the Company
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“Treasury Shares”	shall have the meaning ascribed to it in the Listing Rules
“Trust”	shall have the meaning as set out in the Scheme Rule
“Trustee”	means the professional trustee from time to time of H Share Incentive Scheme appointed by the Company pursuant to the Scheme Rule
“Vesting Date”	the date or dates, as determined from time to time by the Scheme Administrator, on which an Award (or part thereof) is to vest in the relevant Grantee and upon which the Grantee may exercise the Award as determined by the Scheme Administrator pursuant to the Scheme Rule, unless a different Vesting Date is deemed to occur in accordance with the Scheme Rule
“Vesting Period”	in respect of any Award(s), the period commencing on the date of grant and ending on the date on which the relevant Award(s) (or any tranche thereof) vest in the Grantee in accordance with the vesting schedule and conditions specified in the relevant Award Letter, during which the Grantee has no right to the Award(s) (or any portion thereof that has not yet vested)
“YF Hestia”	YF Hestia II Limited, a limited liability company incorporated in the British Virgin Islands
“%”	per cent

\* *For identification only*

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## LETTER FROM THE BOARD

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### Montage Technology Co., Ltd.

### 瀾起科技股份有限公司

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

(Stock Code: 6809)

*Executive Directors:*

Dr. Howard C. Yang

Mr. Stephen Kuong-Io Tai

*Non-executive Directors:*

Dr. Wang Rui

Ms. Fang Zhoujie

*Independent Non-executive Directors:*

Dr. Li Ruoshan

Professor Ko Ping Keung

Dr. Yuhua Cheng

Dr. Shan Hailing

*Head office and principal place of  
business in the PRC:*

15th Floor, Building 1

No. 181 Caobao Road Xuhui District,

Shanghai

PRC

*Principal place of business in Hong Kong:*

Room 1918, 19/F, Lee Garden One

33 Hysan Avenue,

Causeway Bay

Hong Kong

June 1, 2026

*To the Shareholders*

Dear Sir/Madam,

### ANNUAL GENERAL MEETING OF THE YEAR 2025

#### 1. INTRODUCTION

The AGM of the Company is proposed to be held at 3:00 p.m. on Wednesday, June 24, 2026. The purpose of this circular is to provide you with all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions set out in the notice of the AGM.

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## LETTER FROM THE BOARD

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### **2. MATTERS TO BE CONSIDERED AT THE AGM**

#### **(I) Proposal on the 2025 Annual Report and Its Summary**

The A Share Annual Report and its Summary was published on the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) on March 31, 2026 and the H Share Annual Report was published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.montage-tech.com>) on April 24, 2026. The 2025 annual report has been considered and approved by the Board, and is hereby proposed at the AGM for review and approval by way of an ordinary resolution.

#### **(II) Proposal on the 2025 Work Report of the Board**

In 2025, the Board, in accordance with the Company Law, Securities Law, SSE STAR Market Listing Rules, the Articles, the Rules of Procedure of the Board, and other relevant laws, regulations, normative documents, and company systems, earnestly performed the duties of the Board in accordance with the law. The Directors, with the goal of safeguarding the rights and interests of all Shareholders, diligently and responsibly exercised their powers, earnestly implemented the resolutions of the general meeting, and conscientiously carried out the various work of the Board. The 2025 Work Report of the Board is set out in Appendix I.

In line with the requirements of the Articles, the work report of the Board for 2025 has been considered and approved by the Board. An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Work Report of the Board.

#### **(III) Proposal on the 2025 Profit Distribution Plan**

The Board considered and approved the resolution in relation to the 2025 Profit Distribution Plan at the board meeting held on March 30, 2026. The proposed profit distribution is as follows:

The Company plans to distribute a cash dividend of RMB3.90 (inclusive of tax) for every 10 shares, based on the total share capital registered on the record date for rights distribution minus the shares repurchased in the Company's repurchase special account. As of February 28, 2026, the total share capital of the Company is 1,222,200,021 shares, of which 12,533,000 shares are in the repurchase special account. Therefore, the share capital base for this cash dividend distribution is 1,209,667,021 shares, resulting in a total proposed cash dividend of RMB471,770,138.19 (inclusive of tax).

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## LETTER FROM THE BOARD

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The mid-2025 profit distribution plan is as follows: based on the total share capital registered on the record date for rights distribution minus the shares repurchased in the Company's repurchase special account, the Company distributed a cash dividend of RMB2.00 (inclusive of tax) for every 10 shares, with an actual cash dividend of RMB226,856,066.00 (inclusive of tax), which was implemented in October 2025. In addition, in 2025, the Company repurchased shares with cash consideration through centralized bidding amounting to RMB420,723,405.89 (excluding commission, transfer fees, and other transaction costs).

In summary, the total cash dividends of the Company for 2025 amount to RMB1,119,349,610.08 (inclusive of tax), accounting for 50.07% of the 2025 profit attributable to shareholders of the parent.

Dividends on A Shares will be paid in RMB and dividends on H Shares in HKD. The actual dividend amount for H Shares will be based on the RMB-to-HKD central parity rate (HKD1 = RMB0.88361) announced by the People's Bank of China on the trading day immediately preceding the Board's consideration of this dividend plan (March 27, 2026). A dividend of HKD4.41 (tax inclusive) will be payable for every 10 H Shares.

For details of the tax arrangement in respect of the final dividend, please refer to the 2025 annual report issued by the Company and published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.montage-tech.com>).

The 2025 Profit Distribution Plan has been considered and approved by the Board, and is hereby proposed at the AGM for review and approval by way of an ordinary resolution.

#### **(IV) Proposal on Authorising the Board to Determine the 2026 Interim Profit Distribution Plan**

In order to safeguard the Company's value and shareholders' rights and interests, on the premise that the current profits and accumulated unappropriated profits are positive, the Company's cash flow can meet the needs of normal operations and sustainable development, and other profit distribution conditions stipulated in the Articles are met, the Company intends to declare an interim dividend for 2026, with the total cash dividend not exceeding the net profit attributable to the shareholders of the parent for the relevant period.

To simplify the dividend process, the Board proposes to the general meeting to authorize the Board to handle all matters related to the Company's 2026 interim dividend, provided the dividend conditions are met, including but not limited to deciding whether to distribute profits, formulating a profit distribution plan, and implementing profit distribution. The authorization period shall be from the date the proposed matter is approved at the AGM until the date of the next annual general meeting.

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## LETTER FROM THE BOARD

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The authorisation for the Board to determine the 2026 Interim Profit Distribution Plan has been considered and approved by the Board, and is hereby proposed at the AGM for review and approval by way of an ordinary resolution.

### **(V) Proposal for the Company's External Guarantee Limit for 2026**

In order to meet the daily operational and development needs of the Company's Subsidiaries and ensure the smooth conduct of the Company's business under the premise of controllable risks, the company plans to provide a total guarantee limit of no more than RMB1.2 billion for Subsidiaries within the scope of consolidated financial statements (including newly established Subsidiaries or those included within the consolidated financial statements within the authorized period) for raw material and equipment procurement, software and technology procurement, processing and other service procurement businesses, as well as applications for credit from banks and other financial institutions. The guarantee limit can be mutually adjusted and used among the Subsidiaries.

The aforementioned guarantees include the Company providing guarantees for its Subsidiaries and mutual guarantees among Subsidiaries, and do not include providing guarantees for entities other than Subsidiaries.

The validity period of the guarantee limit is from the date of approval by AGM until the date of approval of the new guarantee limit at the next annual general meeting. During this validity period, the guarantee limit can be reused.

The Proposal for the Company's External Guarantee Limit for 2026 has been considered and approved by the Board, and is hereby proposed at the AGM for review and approval by way of an ordinary resolution.

### **(VI) Proposal on the Appointment of Financial and Internal Control Audit Firm for 2026**

On April 27, 2026, the company held the 13th meeting of the Audit Committee of the Third Board of Directors, during which the "Proposal on Appointment of Financial and Internal Control Audit Firm for 2026" was reviewed and approved. The Audit Committee agrees to appoint Ernst & Young Hua Ming LLP ("EY") as the company's financial and internal control audit firm for 2026 and agrees to submit this proposal to the Board for consideration.

At the 16th meeting of the third board of directors held by the company on April 27, 2026, the proposal on appointing the financial and internal control audit institution for 2026 was reviewed and approved. It was agreed to appoint EY as the company's financial and internal control audit institution for 2026, and to submit to the AGM to authorize the management of the Company to determine the audit fees for 2026 financial and internal control audits based on the specific workload and market price levels in 2026.

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## LETTER FROM THE BOARD

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Following preliminary negotiations between the Company and EY, taking into account the Company's current business conditions, scope of consolidated financial statements, estimated audit workload for 2026 and prevailing market fee levels, the total audit fees for financial statements and internal control services for 2026 are estimated to range from RMB2.60 million to RMB3.00 million. Should there be any material changes to the Company's business operations or consolidation scope, the audit fees will be adjusted accordingly based on actual circumstances.

The Appointment of Financial and Internal Control Audit Firm has been considered and approved by the Board, and is hereby proposed at the AGM for review and approval by way of an ordinary resolution.

### **(VII) Proposal on Formulating the Remuneration Management System for the Directors and Senior Management**

In order to standardize the salary management of the Directors and senior management of the Company, establish a sound and effective incentive and restraint mechanism, fully motivate their enthusiasm and creativity, improve the company's operational management efficiency, and promote the Company's sustainable development, the Company insists on being market-oriented, combining its own operating conditions, strategic planning, and human resources strategies, to establish a total salary decision-making mechanism that fits the company's actual situation. In accordance with the relevant provisions of the Company Law, the Securities Law of the PRC, the Code of Corporate Governance for Listed Companies in China, and the Articles, the Remuneration Management System for the Directors and Senior Management has been formulated.

The full text of the Remuneration Management System for the Directors and Senior Management is set out in Appendix II. The Proposal on Formulating of the Remuneration Management System for the Directors and Senior Management has been considered and approved by the Board, and is hereby proposed at the AGM for review and approval by way of an ordinary resolution.

### **(VIII) Proposal on the Remuneration for the Directors for 2026**

According to the relevant provisions of the Code of Corporate Governance for Listed Companies in China and the Articles, with reference to the director remuneration plans of listed companies in the same industry and in combination with the company's actual situation, the Company's 2026 annual director remuneration plan is formulated as follows:

#### *Independent Directors:*

In addition to covering the expenses necessary for independent Directors to perform their duties, the company shall pay each independent director an annual allowance of RMB360,000 (pre-tax), with the allowance paid monthly.

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## LETTER FROM THE BOARD

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### *Non-independent Directors:*

- (1) Non-independent Directors who concurrently hold other positions in the Company or its Subsidiaries (serving in daily roles in the company) shall receive remuneration according to the salary system of their respective positions, and the Company shall not provide additional remuneration for serving as a director. For positions appointed or removed by the Board, the remuneration plan shall be decided by the Board; for positions not appointed or removed by the Board, the remuneration plan shall be implemented in accordance with the Company's human resources management system.
- (2) Non-independent Directors who do not concurrently hold other positions in the Company or its Subsidiaries shall only have their necessary expenses for performing their duties covered by the Company, and no additional remuneration shall be paid for serving as a director.

The above director remuneration plan is consistent with the Company's current director remuneration plan and applies to the year 2026 and subsequent years. If the director remuneration plan is adjusted, the relevant review procedures shall be carried out in accordance with the regulations; if the director remuneration plan remains unchanged, no additional review procedures are required.

For the sake of prudence, all Directors abstained from voting on this proposal, and an ordinary resolution will be proposed at the AGM to consider and approve the proposal on the remuneration for the Directors for 2026.

### **(IX) Proposed Granting of General Mandate to Issue H Shares**

A special resolution is to be proposed at the AGM to consider and approve a general mandate on additional issuance of H Shares of the Company.

In order to seize market opportunities and ensure the flexibility of issuing new Shares (including the sale or transfer of Treasury Shares), and in accordance with the relevant provisions of the Company Law, the Listing Rules, and the Articles, the Board proposes at the AGM to generally and unconditionally authorize the Board to re-delegate the chairman of Board and its authorized persons (the "**Authorized Persons**") to determine to allot, issue and deal with the H Shares of up to 5% of the total number of the Shares in issue of the Company (including A Shares and H Shares and excluding Treasury Shares) at the time when this resolution is considered and passed at the general meeting of the Company, or securities, share options, warrants which may be converted into such Shares or the similar rights which could subscribe for the H Shares of the Company (hereinafter referred to as the "**Similar Rights**", and the above-mentioned authorization is hereinafter referred to as the "**General Mandate**"). As at the Latest Practicable Date, the total number of the Shares in issue of the Company (excluding Treasury Shares) is 1,209,667,021 Shares. Subject to the

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passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 60,483,351 H Shares.

The effective period of the General Mandate shall be from the date of passing of this resolution by the general meeting to the following date, whichever is earlier:

- (I) The date of the conclusion of the 2026 AGM;
- (II) At the time of passing a special resolution at any general meeting to revoke or vary the mandate under this resolution.

The Board will only exercise its power under the General 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 III to this circular.

### **(X) Proposed Granting of General Mandate to Repurchase H Shares**

A special resolution is to be proposed at the AGM to consider and approve the general mandate to repurchase not more than 10% of the total number of H Shares of the Company in issue (excluding Treasury Shares) as at the date of the passing of this resolution at the general meeting. As at the Latest Practicable Date, the total number of H Shares of the Company in issue (excluding Treasury Shares) is 75,773,500 Shares. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 7,577,350 H Shares.

To meet the operational needs of the Company, in accordance with the relevant laws and provisions, the Listing Rules, and the Articles, the Board proposes to the AGM to grant a general mandate to the Board on the repurchase of H Shares issued (the “**Repurchase Mandate**”).

The effective period of the Repurchase Mandate shall be from the date of passing of this resolution by the general meeting to the following date, whichever is earlier:

- 1. The date of the conclusion of the 2026 AGM;
- 2. At the time of passing a special resolution at any general meeting to revoke or vary the mandate under this resolution.

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The Directors wish to state that they have no immediate plan to repurchase any H Shares pursuant to the Repurchase Mandate. 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 granting of the Repurchase Mandate is set out in Appendix IV to this circular.

### **(XI) Proposal on the Adoption of the H Share Incentive Scheme**

The Company adopted the Employee Incentive Plan 2023, Employee Incentive Plan 2024 and the Core Management Incentive Plan on June 29, 2023, September 19, 2024 and September 19, 2024, respectively. The underlying restricted Shares under the Employee Incentive Plan 2023, Employee Incentive Plan 2024 and the Core Management Incentive Plan had already been issued and no further restricted shares will be granted thereunder upon the Listing Date. The scope of participants of the Employee Incentive Plan 2023, the Employee Incentive Plan 2024 and the Core Management Incentive Plan include key employees of the Group in the field of technology and business, all of which do not cover the Service Providers and the source of the underlying Shares under the Employee Incentive Plan 2023, the Employee Incentive Plan 2024 and the Core Management Incentive Plan are A Shares. As there is no share scheme as defined under and complying with Chapter 17 of the Listing Rules which grants the awards in a wider scope of participants including the Employee Participants, Related Entity Participants and Service Provider Participants, the Board proposed the adoption of the H Share Incentive Scheme, and considers that it would be in the best interests of the Company and its Shareholders to adopt the H Share Incentive Scheme, and to adopt the Scheme Mandate Limit and Service Provider Sublimit.

On June 1, 2026, the Board has resolved to propose the adoption of the H Share Incentive Scheme for the approval by the Shareholders. In approving the adoption of the H Share Incentive Scheme, the Board has considered the factors including the demands for the Group to attract, incentive and retain talents. The Shares under the H Share Incentive Scheme shall be satisfied by the (i) Treasury Shares, (ii) new Shares allotted and issued by the Company to the trustee(s) under the Trust, or (iii) existing H Shares purchased or acquired on-market or off-market by the trustee(s) under the Trust or existing H Shares transferred by any Shareholder(s) to the trustee(s) under the Trust.

The total number of new Shares which may be issued and allotted under H Share Incentive Scheme, being 60,483,351 H Shares (representing approximately 5.00% of the total number Shares in issue (excluding Treasury Shares) on the Adoption Date and assuming that there is no change in the issued Shares during the period from the Latest Practicable Date to the Adoption Date. The Scheme Mandate Limit may be adjusted or refreshed from time to time in accordance with the Scheme Rules, subject to compliance with any applicable laws, rules and regulations. Within the Scheme Mandate Limit, the initial total number of new Shares which may be issued pursuant to Awards to be granted to Service Provider Participants under H Share Incentive Scheme is 12,096,670 H Shares (the “**Service Provider Sublimit**”), representing approximately 1.00% of the total number Shares in issue (excluding Treasury Shares) on the Adoption Date and assuming that there is no change in the issued Shares during the period from the Latest Practicable Date to the Adoption Date.

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The basis for determining the Service Provider Sublimit (namely, 1.00% of the total number Shares in issue (excluding Treasury Shares) on the Adoption Date) includes (a) the potential dilution effect arising from grants to the service providers; (b) the importance of striking a balance between achieving the purpose of the H Share Incentive Scheme and protecting the Shareholders from the dilution effect from granting a substantial amount of Awards to the service providers; (c) the extent of use of Service Providers in the Group's businesses; (d) the expected contribution to the development and growth of the Company attributable to the Service Providers; and (e) the fact that the Company expects that a majority of awards will be granted to the Employee Participants and as such there is a need to reserve a larger portion of the Scheme Mandate Limit for grants to the Employee Participants.

The H Share Incentive Scheme becoming effective is conditional upon:

- (i) the passing of the special resolution by the Shareholders at the AGM to approve the adoption of the Scheme; and
- (ii) the Listing Committee granting approval of the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to Awards.

Application will be made to the Hong Kong Stock Exchange for the approval of the listing of, and the permission to deal in, the H Shares to be issued with respect to the Award Shares granted under the H Share Incentive Scheme of up to 5% of the total number of issued Shares (including A Shares and H Shares and excluding Treasury Shares, if any) as at the date of the AGM.

As of the Latest Practicable Date, the Company does not have any specific plan for the grant of any Awards to any Grantees and no Trustee has been appointed under the H Share Incentive Scheme yet. None of the Directors will be the Trustee of the H Share Incentive Scheme or will have a direct or indirect interest in the Trustee (if any). The Trustee(s) (if any) holding unvested H Shares under the Trust shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

Summary of the principal terms of the H Share Incentive Scheme are as follows:

### **A. Purpose**

The purposes of the H Share Incentive Scheme are:

- (a) to further strengthen the Company's long-term incentive mechanism so as to attract and retain outstanding talent, thereby establishing a solid talent foundation for the long-term development of the Company; and

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- (b) to fully motivate the Eligible Participants and encourage them to contribute to the business performance and development of the Company, and to effectively align the long-term interests of the Shareholders, the Company and the selected participants, thereby promoting the sustainable development of the Company.

### ***B. Eligible Participants and Basis of Determining the Eligibility***

#### *Eligible Participants*

Eligible Participants as determined by the Board or the Scheme Administrator from time to time shall be eligible to participate in the Scheme. The Eligible Participants shall include the following:

- (a) any Employee Participant(s): including any directors (excluding independent non-executive Directors) and an employee (whether full-time or part-time) of any member of the Group on the Grant Date including persons who are granted Awards under the H Share Incentive Scheme as an inducement to enter into employment contracts with any member of the Group, provided that a person shall not cease to be an employee in the case of (i) any leave of absence approved by the relevant member of the Group; or (ii) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment;
- (b) any Related Entity Participant(s): any person who is a director or an employee (whether full-time or part-time) of any company that is an associated company of the Company (an “associated company” refers to an entity in which the Company or any member of the Group individually or collectively hold 20% or more of its interest); and
- (c) any Service Provider Participant(s): persons (including natural persons and entities) that provide services on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group where the continuity and frequency of their services are akin to those of employees of the Group.

#### *a. Inclusion of Related Entity Participants*

The Board is of the view that the inclusion of Related Entity Participants as Eligible Participants under the H Share Incentive Scheme is aligned with the purpose of the H Share Incentive Scheme and the long-term interests of the Company and its Shareholders as a whole. In particular: (i) by virtue of their positions within the broader corporate group, the Related Entity Participants contribute to the Group’s operations and strategic development, and their inclusion is consistent with the Group’s business needs; (ii) the criteria for selecting Related Entity Participants

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are objective to ensure that only individuals whose contributions benefit the Group will be included; and (iii) the terms of any Grants will be determined by the Scheme Administrator with reference to the purpose of the H Share Incentive Scheme and each participant's contribution to the Group. Accordingly, the grant of Awards to such individuals is intended to foster closer alignment of interests between Related Entity Participants and the Shareholders, to incentivize continued collaboration and to reinforce a shared commitment to the long-term growth and value creation of the Group. The independent non-executive Directors shared the same view of the Board above and are of the view that the inclusion of the Related Entity Participants aligns with the purpose of the H Share Incentive Scheme and the long term interests of the Company and its Shareholders.

The Group may engage in collaboration with related entities as part of its operational activities. Although the Related Entity Participants are not direct employees of the Group, they may contribute to the Group's operations and strategic development in the following manners: (i) strategic partnerships: the collaboration with these Related Entity Participants may be essential for expanding markets, securing supply chains, delivering integrated services; (ii) Operational synergy: they may provide industrial supporting resources and business assistance to the Group, effectively improve business layout and consolidate market competitive advantages (iii) innovation and expertise: the Related Entity Participants may bring technical know-how, R&D capabilities, or industry expertise that strengthens the Group's product development and innovation pipeline; (iv) market access: through collaboration with the Group, such Related Entity Participants may gain access to new geographic markets, customer bases, or regulatory approvals, advancing the Group's strategic expansion; (v) alignment of interests: by including them in the H Share Award Scheme, the Group ensures that their goals are aligned with the Company and Shareholders, fostering collaboration rather than individual standalone interests.

Entities in which the Group holds an associate interest are generally aligned with the Group's strategic deployment, and the Group retains the option to increase its shareholding in such entities going forward. Although directors and employees of such associated companies are not direct employees of the Group, these companies in which the Group holds substantial stakes can support the Group's operational advancement and strategic layout in key business fields. They may help broaden market reach, consolidate cooperative ties and foster innovative development that underpins the Group's long-term growth. Granting incentives to directors and employees of these associated companies can effectively boost their work initiative, further deepen business collaboration between the Group and such entities, and better galvanize their strength to serve the Group's development goals. Given their positive role in driving the Group's business growth, the Company incorporates these Related Entity Participants into the incentive scheme. This ensures all strategically vital contributors to the Group's performance are properly motivated by aligning their work with the Group's overall targets, strengthening internal and external collaboration, driving performance improvement, and facilitating sustainable development consistent with Shareholders' interests. Based on the above, the independent non-executive Directors are of the view that the proposed category of the Related Entity Participants is in line with the Company's business needs and the industry norm.

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In assessing the eligibility of Related Entity Participants, the Board or the Scheme Administrator will consider a range of factors, such as the length of service, job position and job duties in the related entity, the shareholding relationship between the Group and the related entity and the benefits and synergies provided by the related entity to the Group. Such criteria for the selection of Related Entity Participants align with the purpose of the Scheme as (i) by considering service length and job duties, the Scheme ensures that only participants with meaningful contributions are incentivized; (ii) the Scheme's performance targets and vesting requirements (if any) are designed to tie rewards directly to contributions that advance the Group's business performance; (iii) the inclusion of shareholding relationships and synergies ensures that participants' incentives are aligned with the Group's long-term strategic interests; (iv) the tangible and intangible value the related entity provides to the Group, such as operational support, innovation, or market access is an important factor the Group will consider when assessing their contributions, which aligns with the purpose of the scheme. The independent non-executive Directors are of the view that criteria for the selection of Related Entity Participants align with the purpose of the Scheme.

The terms of the grants, including vesting requirements and performance targets (if any), are structured to ensure that Awards remain consistent with the Scheme's purpose of attracting, retaining, and motivating talent while aligning their interests with those of the Company and its Shareholders. Vesting requirements are designed to encourage long-term commitment and sustained contribution, while performance targets, where applicable, directly link rewards to measurable achievements that advance the Group's business objectives. By applying these criteria, the Scheme ensures that eligible participants are incentivized not merely for tenure but for delivering tangible value, thereby reinforcing the Company's long-term incentive mechanism, motivating eligible participants to contribute to operational and strategic development, and promoting sustainable growth in alignment with Shareholder interests. The independent non-executive Directors are of the view that the terms of the grants (such as vesting requirements and performance targets, if any) align with the purpose of the Scheme.

*b. Inclusion of Service Provider Participants*

Specific categories of Service Providers shall be:

- **Market Expansion and Distribution Service Providers:**

This category refers to distributors, agents, contractors, and key market benchmark partners, that provide the Group with market expansion, customer acquisition, technical support and product sales services, as well as assist in enhancing the Group's market influence. The scope of their services are and will be: (i) formulating and executing region-specific or industry-specific go-to-market entry strategies; (ii) identifying potential customers and business cooperation opportunities to convert prospective clients; (iii) maintaining relationships with key customer and assisting in sales negotiations and contract execution; (iv) providing technical support to clients during market expansion and sales processes of the Group; (v) gathering market dynamics, competitive intelligence and customer feedback to support the

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Group in optimizing product positioning and marketing strategies; (vi) assisting and supporting the timely delivery of the Group's products and business, thereby facilitating revenue realisation; (vii) providing the Company with brand planning, marketing promotion, public relations, digital marketing and similar services to enhance the Group's brand promotion and market influence; and (viii) serving as benchmark partners that maintain ongoing cooperation with the Company in key markets of the Group's strategic development, thereby enhancing the Group's influence and industry competitiveness in target markets.

In particular, such distributors, agents, contractors, and key market benchmark partners will provide a range of specific services of (i) regularly identifying and converting potential clients, maintaining a steady pipeline of opportunities on a recurring basis, similar to the employees prospecting daily or weekly; (ii) maintaining long-term relationships with key customers, providing continuity of trust and engagement and frequently assisting in negotiations and contract execution whenever business opportunities arise; (iii) continuously monitoring market dynamics, competitors, and customer feedback, which are delivered at regular intervals, ensuring the sales and business team of the Group stays informed; (iv) providing ongoing technical consultation and pre-sales/post-sales support to clients throughout the market expansion and sales processes, with response as soon as possible for client inquiries, or conducting periodic (monthly or quarterly) technical training sessions and product demonstrations to facilitate customer adoption and satisfaction; (v) assisting in timely delivery of products and services, ensuring continuity in operations, the coordination of which occurs frequently, often daily or weekly, to meet deadlines and revenue goals; and (vi) providing ongoing marketing, public relations, and digital campaigns to enhance the Group's market visibility and brand awareness and such efforts are continuous.

Such services provided by distributors, agents, contractors, and key market benchmark partners closely resemble employee contributions in both continuity and frequency. Their continuity lies in the fact that these services remain embedded in the Group's operations over the long term as they consistently support go-to-market strategies, maintain customer relationships, deliver market intelligence, and uphold benchmark partnerships in strategic markets. Their frequency is reflected in the recurring nature of their tasks where (i) customer acquisition involves regular prospecting and outreach; sales negotiations and contract execution occur whenever opportunities arise; (ii) product delivery support requires daily or weekly coordination; and (iii) brand promotion unfolds through periodic campaigns and continuous visibility efforts. Therefore, these distributors, agents, contractors, and key market benchmark operate in a similar manner as employees and their contributions are both sustained over time and repeated at regular intervals, ensuring the Group's market expansion, customer engagement, and brand influence remain uninterrupted.

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In view of the contribution of such Service Providers to revenue growth and market share expansion, enhancing the Group's market influence and the high correlation between the performance of such Service Providers and the long-term business outcomes of the Group, the grant of Awards to them helps to align their interests with those of the Company and encourages them to drive value enhancement from a shareholder perspective.

The services provided by such market expansion and distribution Service Providers are (i) provided exclusively for the Group's operational needs; (ii) material and relevant to the operations of the Group; and (iii) provided on a regular or recurring basis, with the continuity and frequency of their services being comparable and akin to those of employees. The Board considers that such market expansion Service Providers are in substance akin to an extension of the Group's market expansion functions, and that the inclusion of such Service Providers as Eligible Participants under the H Share Incentive Scheme is fair and reasonable and in the overall interests of the Company.

In assessing the eligibility of distributors, agents, contractors, and key market benchmark partners being the Service Provider Participants, the Board or the Scheme Administrator take into consideration factors such as:

- the closeness of the business relationship between such distributors, agents, contractors, and key market benchmark partners and the Group;
- the duration of services to be provided by the distributors, agents, contractors, and key market benchmark partners;
- the contributions to the business development of the Group;
- the performance achieved or to be achieved in market expansion, customer acquisition and technical support and product sales services, as well as assist in enhancing the Group's market influence;
- the frequency of collaboration and continuity of their services delivered or to be delivered; and
- the materiality of their role in market expansion, customer acquisition and technical support and product sales services, as well as assisting in enhancing the Group's market influence.

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- **Chip R&D and Manufacturing Suppliers and IP Service Providers**

This category refers to business partners that provide the Group with specialised technology development, R&D support, foundry and outsourced semiconductor assembly and test services and intellectual property (“IP”) services. The scope of their services are and will be (i) providing wafer fabrication, packaging, testing and reliability verification services for the Group’s various products; (ii) providing the Group with electronic design automation (EDA) tool licensing and technical support; (iii) providing design, system architecture and software development services related to the Group’s business; (iv) assisting with the Group’s intellectual property strategy, technical documentation, product quality control and standardization of R&D processes; and (v) providing raw materials for chip production, production services, logistics services, administrative services and other goods or services.

In particular, such business partners will provide a range of specific services of (i) handling the full semiconductor production cycle from wafer creation to packaging and reliability checks, which is a continuous service embedded in the Group’s product development, with frequent repetition for each batch or product line; (ii) providing ongoing access to EDA tools, ensuring the Group’s engineers always have the necessary software. Such technical support is delivered frequently, whenever new projects, updates, or troubleshooting needs arise; (iii) collaborating continuously on product design and architecture, contributing expertise across multiple projects. Their involvement is frequent, with each new iteration or product requiring design input and development cycles; (iv) assisting in maintaining long-term IP protection and compliance, ensuring continuity in safeguarding innovations, and at the same time, frequently updating technical documentation, enforcing product quality standards, and helping standardize R&D processes; (v) ensuring continuity by supplying essential raw materials for chip production. Deliveries and production services occur frequently, aligned with manufacturing schedules and demand cycles; and (vi) providing ongoing operational support, ensuring smooth supply chain and administrative processes, which involves frequent coordination of shipments, inventory management, and back-office services to keep production flowing.

Business partners that provide specialised technology development, R&D support, foundry services, outsourced semiconductor assembly and test, and intellectual property services operate in a manner of continuity and frequency that mirrors contribution of the employees of the Group. Their continuity is evident in the way they remain embedded in the Group’s long-term innovation and production cycle as they consistently deliver wafer fabrication, packaging, testing, and reliability verification; provide ongoing EDA tool licensing and technical support; and sustain collaboration in design and software development. They also continuously assist with IP strategy, documentation, product quality control, and standardization of R&D processes, ensuring that the Group’s technological foundation remains strong. Their frequency is reflected in recurring tasks that happen at regular intervals, similar

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to employees' daily or weekly responsibilities: fabrication and testing cycles occur repeatedly for each product batch; technical support and tool updates are provided whenever new projects arise; design and architecture services are engaged for each new product iteration; and logistics, raw material supply, and administrative services are delivered on a steady, ongoing basis. These partners function as external extensions of the workforce and their services are both continuous, sustaining the Group's long-term technological capabilities, and frequent, recurring in cycles that align with production schedules, R&D milestones, and operational needs.

The services provided by such Service Providers are highly specialized, continuous and strategically critical, and their deliverables impact the competitiveness of the Group's product portfolio, underlying technology extensibility and innovation capabilities. The grant of Awards to such Service Providers helps to ensure long-term alignment of interests between such Service Providers and the Company.

The services provided by such chip R&D and manufacturing suppliers and IP Service Providers are (i) provided exclusively for the Group's needs; (ii) material and relevant to the operations of the Group; and (iii) provided on a regular or recurring basis, with the continuity and frequency of their services being comparable and akin to those of employees. The Board considers that such chip R&D and manufacturing suppliers and IP Service Providers are in substance akin to an extension of the Group's technology and research and development functions, and that the inclusion of such Service Providers as Eligible Participants under the H Share Incentive Scheme is fair and reasonable and in the overall interests of the Company.

In assessing the eligibility of chip R&D and manufacturing suppliers and IP Service Providers being the Service Provider Participants, the Board or the Scheme Administrator take into consideration factors such as:

- the closeness of the business relationship between such chip R&D and manufacturing suppliers and IP service providers and the Group;
- the duration of services to be provided by the chip R&D and manufacturing suppliers and IP Service Providers;
- the contributions to the business development of the Group;
- the performance achieved or to be achieved in areas of specialised technology development, R&D support, foundry and outsourced semiconductor assembly and test services and IP services;

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- the frequency of collaboration and continuity of their services delivered or to be delivered; and
  - the materiality of their role in areas of specialised technology development, R&D support, foundry and outsourced semiconductor assembly and test services and IP services.
- **Consulting and Professional Service Providers on Business Planning, Industry Consulting and Human Resources Consulting**

This category refers to service providers that provide the Group with business planning, industry consulting and human resources consulting. Provided that (i) placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions, or (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity shall not be Service Provider Participants for the purposes of H Share Incentive Scheme.

In particular, such business planning, industry consulting and human resources consulting business partners will provide a range of specific services of (i) providing continuous strategic guidance to align the Group's long-term goals with market realities and their inputs are frequent with regular updates during planning cycles, quarterly reviews, and whenever new initiatives are launched similar to employees in strategy or planning roles; (ii) continuously monitoring industry trends and competitive landscapes, ensuring the Group remains informed and adaptive and delivering reports, benchmarking, and recommendations frequently, often monthly or quarterly, similar to employees in market research or business development; (iii) sustaining continuity by embedding human resources best practices into the Group's operations from talent acquisition to organizational design. Their services are frequent, with recurring interventions such as recruitment drives, training programs, performance reviews, and restructuring projects, akin to human resources employees' ongoing responsibilities; (iv) continuously scouting for growth avenues, partnerships, or diversification strategies, introducing opportunities frequently, whenever market conditions shift or new prospects emerge, similar with employees in business development regularly pursue leads; (v) providing sustained access to specialized knowledge in areas like organizational efficiency, leadership development, and workforce optimization. Their expertise is applied frequently through workshops, advisory sessions, and project-based interventions, mirroring employees' role in applying skills to daily tasks.

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Such business planning, industry consulting and human resources consulting business partners contribute to the Group in a manner of continuity and frequency that mirror employee functions. Their continuity is seen in the way they remain embedded in the Group's strategic and operational framework as they consistently provide business planning, industry consulting, and human resources consulting to sustain competitiveness and long-term organizational development. This ongoing presence ensures that the Group continually benefits from external expertise, similar to employees who are permanently part of the workforce. Their frequency is reflected in recurring tasks and interventions as consultants frequently introduce new business opportunities, deliver periodic analyses of industry trends, and provide regular human resources advisory services such as talent management, organizational restructuring, and workforce optimization. These cycles of advice and implementation occur whenever new challenges, projects, or opportunities arise, similar to employees performing recurring duties aligned with business needs.

In view of the contribution of such Service Providers to the Group's strategic planning capabilities, operational efficiency and long-term competitiveness, and the high correlation between the quality and continuity of their professional services and the sustainable development of the Group's business, the grant of Awards to them helps to align their interests with those of the Company and encourages them to deliver high-quality, dedicated professional services from a shareholder value enhancement perspective.

The services provided by such Service Providers are (i) provided exclusively for the Group's need; (ii) material and relevant to the operations of the Group; and (iii) provided on a regular or recurring basis, with the continuity and frequency of their services being comparable and akin to those of employees. The Board considers that such Service Providers are in substance akin to an extension of the Group's strategic planning, human resources management and business development functions, and that the inclusion of such Service Providers as Eligible Participants under the H Share Incentive Scheme is fair and reasonable and in the overall interests of the Company.

In assessing the eligibility of the business planning, industry consulting and human resources consulting business partners being the Service Provider Participants, the Board or the Scheme Administrator take into consideration factors such as:

- the closeness of the business relationship between such business planning, industry consulting and human resources consulting business partners and the Group;
- the duration of services to be provided by the business planning, industry consulting and human resources consulting business partners;
- the contributions to the business development of the Group;

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- the performance achieved or to be achieved in areas of business planning, industry consulting and human resources consulting;
- the frequency of collaboration and continuity of their services delivered or to be delivered; and
- the materiality of their role in areas of business planning, industry consulting and human resources consulting.

The Service Providers are both senior professionals with extensive business networks in their respective fields and professional institutional service providers. Even though the Group has paid service fees to these Service Provider Participants for their services provided, grant of Awards to the Service Provider Participants aligns their interests with the long-term development interests of the Group. By giving the Service Provider Participants a stake in the Company, it not only enhances their loyalty but also encourages them to invest in the quality and innovation of their services.

The Board is of the view that the inclusion of Service Provider Participants as Eligible Participants under the H Share Incentive Scheme is fair and reasonable and aligns with the purpose of the H Share Incentive Scheme and the long-term interests of the Company and its Shareholders as a whole. In particular, (i) the proposed categories of Service Provider Participants are in line with the Group's business needs and consistent with industry norm; (ii) the criteria for selecting Service Provider Participants within each category are sufficiently specific to ensure that only those whose engagement would support the usually ordinary of business of the Group on a recurring and continuing basis and are essential to operations as well as the sustainable and success development of the Group will be included; and (iii) the terms of any grants will be determined by the Scheme Administrator with reference to the purpose of the H Share Incentive Scheme and each participant's contribution to the Group. The independent non-executive Directors also shared the same view and considered that the proposed categories of Service Providers are in line with the Company's business needs or the industry norm and the criteria for the selection of Eligible Participants and the terms of the grants (such as vesting requirements and performance targets, if any) align with the purpose of the scheme.

The Board considers that, compared with other alternatives which are "one-off" incentives and may not encourage Service Providers to continue employment with or service to the Group in the long term, the granting of Awards allows the Group to use share incentives to encourage persons outside of the Group to contribute to the Group and align the mutual interests of each party, such that by holding on to equity incentives, both the Company and Service Providers will mutually benefit from the long term growth of the Group. In addition, the grant of Awards to the Service Providers can align the interests of such Service Providers and the Company by providing them with the opportunity to partake in the Group's future

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prospects and benefit from an attractive and competitive remuneration package with additional rewards through their contributions, which will bind the interests of such Service Providers and the Group to work towards the realisation of the Company's strategic development objectives and to drive the performance growth. With the equity based remuneration in the form of grant of Award Shares, any increase in the future share price of the Company would increase the remuneration or reward granted to Service Providers, thereby aligning their interests with those of the Company. The Board has also considered that equity-based incentives offer distinct advantages for the Company's long-term objectives as alternative cash incentives may adversely affect the cash reserves of the Company which could otherwise be spent on business operation, development and debt reduction of the Company.

*c. The eligibility of the Eligible Participants*

The eligibility of any Eligible Participant to a grant of Awards shall be determined by the Board or the Scheme Administrator from time to time on the basis of Eligible Participant's contribution to the development and growth of the Group in accordance with the Scheme Rules. Without limiting the generality of the foregoing:

- (a) in assessing the eligibility of Employee Participants, the Board or the Scheme Administrator will consider, among other things, overall performance, time commitment, the length of service, work experience and duties, contribution to the Group, etc.;
- (b) in assessing the eligibility of Related Entity Participants, the Board or the Scheme Administrator will consider a range of factors, such as the length of service, job position and job duties in the related entity, the shareholding relationship between the Group and the related entity and the benefits and synergies provided by the related entity to the Group; and
- (c) in assessing the eligibility of Service Provider Participants, the Board or the Scheme Administrator take into consideration factors such as the closeness of the business relationship between such Service Provider and the Group, the duration of services, and the contributions to the business development of the Group.

The Group may seek services from consultants or advisers with the expertise, professional qualifications and industry experience, which can bring positive impacts or strategic benefits to the Group's business growth and development in light of the Group's business plan from time to time. Granting award to such Service Providers will motivate them to continuously devote resources towards the Group and serve to bind their interests with the Group's interests in the long term. In particular, the "closeness of the business relationship" is assessed by reference to the degree of operational integration, the exclusivity and dedication of resources assigned to the Group, the frequency and continuity of engagement, the depth of information sharing and mutual trust, and the duration and stability of the cooperative relationship. The Service Provider demonstrating a

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high degree of closeness indicates that its interests are substantively intertwined with those of the Group, making equity-based incentivisation appropriate and effective. Regarding grant terms, the Awards will be subject to vesting periods conditional upon continued exclusive service provision and satisfactory performance, and may include performance targets such as achievement of service delivery milestones, measurable contributions to the Group's revenue growth or technological advancement, and maintenance of service continuity.

As at the Latest Practicable Date, the Board confirms that no Awards have been granted to any Related Entity Participants or Service Provider Participants under the H Share Incentive Scheme or any other share scheme of the Company in the past.

The inclusion of the proposed categories of Service Providers as Eligible Participants, although they might not have been granted Awards by the Company previously, aligns with the purpose of the H Share Incentive Scheme and the long-term interests of the Company and its Shareholders. Each category of Service Providers provides services that are strategically critical to the Group's operations and support the Group's strategic decision-making, organisational development and operational efficiency. The grant of equity-based Awards aligns these Service Providers' economic interests with the Company's long-term share price performance and business outcomes, incentivising them to allocate their best resources to the Group on a priority basis, adopt a shareholder-oriented perspective and maintain service continuity and commitment.

The semiconductor industry is characterised by a highly specialised and vertically disaggregated value chain, where companies routinely collaborate with external partners for market expansion, wafer fabrication, packaging and testing, design services and professional advisory functions. Each category of Service Provider performs functions that are in substance akin to an extension of the Group's internal operations, with their services being provided exclusively to the Group on a regular and recurring basis. It is a well-established market practice among semiconductor companies and comparable Hong Kong-listed technology companies to include such Service Providers as eligible participants under equity-based incentive schemes.

Based on the foregoing, the independent non-executive Directors independently conclude that the inclusion of the proposed categories of Service Providers, the selection criteria and the grant terms are fair, reasonable, aligned with the purpose of the Scheme and in the overall interests of the Company and its shareholders.

*d. Non-eligible Participants*

Any person who falls under any of the following circumstances shall not participate in the Scheme and shall not be regarded as an Eligible Participant under the Scheme:

- (a) resident in a place where the grant, acceptance or exercise of an Award pursuant to the Scheme is not permitted under, or contrary to, the laws and regulations of such place; or

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## LETTER FROM THE BOARD

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- (b) where, in the view of the Scheme Administrator, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person.

### ***C. Scheme Mandate Limit and Service Provider Sublimit***

The total number of new Shares which may be issued and allotted under H Share Incentive Scheme, being 60,483,351 H Shares (the “**Scheme Mandate Limit**”) representing approximately 5.00% of the total number of Shares in issue (excluding Treasury Shares) on the Adoption Date assuming that there is no change in the issued Shares during the period from the Latest Practicable Date to the Adoption Date. In any event, the total number of new Shares which may be issued pursuant to all Awards to be granted under H Share Incentive Scheme and options and awards to be granted under any other share award schemes of the Company shall not exceed 10% of the Shares in issue (excluding Treasury Shares) on the Adoption Date. The Scheme Mandate Limit may be adjusted or refreshed from time to time in accordance with the Scheme Rules, subject to compliance with any applicable laws, rules and regulations.

Within the Scheme Mandate Limit, the total number of new Shares which may be issued pursuant to Awards to be granted to Service Provider Participants under H Share Incentive Scheme is 12,096,670 H Shares (the “**Service Provider Sublimit**”), representing approximately 1.00% of the total number of Shares in issue (excluding Treasury Shares) on the Adoption Date assuming that there is no change in the issued Shares during the period from the Latest Practicable Date to the Adoption Date. The Service Provider Sublimit may be adjusted or refreshed from time to time in accordance with the Scheme Rules, subject to compliance with any applicable laws, rules and regulations.

Shares which may be issued pursuant to Awards which have lapsed in accordance with the terms of the Scheme Rules shall not be counted for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit. For the avoidance of doubt, Awards which have been cancelled shall be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit.

The basis for determining the Service Provider Sublimit includes (i) the purposes of the H Share Incentive Scheme; (ii) the need to balance the objective of incentivising the Service Provider Participants with the protection of Shareholders from disproportionate dilution; and (iii) the expected contribution of the Service Provider Participants to the development and growth of the Group. The Group also values long-standing relationships with its Service Providers who are key to the Group’s success. The Group believes that, through engaging, collaborating, and cultivating strong relationships with the Service Providers, the Group can strive to achieving corporate sustainability, delivering high quality products to its potential customers and developing mutual trust and enhancing communication and commitment between the Group and its suppliers to maintain sustainable growth.

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Taking into account that (i) the benefit to and needs of the Group to provide long-term equity incentives, which in contrast to short-term cash-based compensation or consideration, would encourage the Service Providers to adopt a long-term perspective, maintain continuity in their services, and prioritize the Group's business success; (ii) the minimal potential dilution to the shareholding of public Shareholders following the exercise of the options and/or vesting of awards to be granted to Service Providers under the Service Provider Sublimit, given the fact that the individual limit under Rule 17.03D(1) of the Listing Rules is also 1% and 1% is well within the market norms for equity incentives arrangements; and (iii) the Service Provider Sublimit can also be utilized for making grants to other Eligible Participants and thereby reducing the impact of any excessive dilution of existing Shareholders' shareholding, the Board is of the view that the Service Provider Sublimit is appropriate and reasonable. The Service Provider Sublimit is subject to approval by way of special resolution by the Shareholders at the AGM.

### ***D. Refreshing the Limit and Sublimit***

The Company may refresh either of the Scheme Mandate Limit and/or the Service Provider Sublimit in certain period after three years from the date of Shareholders' approval for adoption of the Scheme Mandate Limit and Service Provider Sublimit or the last refreshment according to the Scheme Rules and the Listing Rules.

The total number of Shares which may be issued in respect of all Awards to be granted under H Share Incentive Scheme and awards to be granted under all other schemes of the Company under the Scheme Mandate Limit as refreshed pursuant to Scheme Shares shall not exceed 10% of the Shares in issue (excluding Treasury Shares) as at the date of the aforesaid approval to refresh the Scheme Mandate Limit by the Shareholders in general meeting.

### ***E. Grants beyond the Scheme Mandate Limit and Service Provider Sublimit***

The Company may seek separate approval of the Shareholders in general meeting to grant Awards beyond the Scheme Mandate Limit to Eligible Participants specifically identified by the Company, subject to compliance with the requirements set out in the Listing Rules.

As at the Latest Practicable Date, the Board confirms that there are no grant options and/or awards under the H Share Incentive Scheme.

### ***F. Exercise Period and Vesting Period***

The Exercise Period for any vested Share Options shall be such period determined by the Scheme Administrator in its absolute discretion and notified to the Eligible Participant in the Award Letter, provided that the Exercise Period shall not be longer than ten (10) years from the Grant Date. A Share Option shall lapse automatically and shall not be exercisable (to the extent not already exercised) on the expiry of the tenth anniversary from the Grant Date.

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The Vesting Period for any award of Share Awards shall be such period determined by the Scheme Administrator in its absolute discretion and notified to the Eligible Participant in the Award Letter. For the avoidance of doubt, the Scheme Administrator may determine the Vesting Period of a Share Awards to be not applicable and determine that the Award Shares shall fall to be settled upon the Vesting Date without further action by the Grantee.

Except for certain circumstances as allowed under the H Share Incentive Scheme (as set out in “Vesting of awards” of Appendix VI to this circular), the Vesting Period in respect of any Award granted shall be no less than twelve (12) months from (and including) the date of grant.

### ***G. Performance targets***

The Scheme Administrator may, in respect of each Award and subject to all applicable laws, rules and regulations, determine such performance targets, criteria or conditions for vesting of Awards in its sole and absolute discretion. Any such performance targets, criteria or conditions shall be set out in the Award Letter. For the avoidance of doubt, an Award shall not be subject to any performance targets, criteria or conditions if none are set out in the relevant Award Letter.

The Scheme Administrator shall specify in the Award Letter the person(s) of the Company that will assess how and whether such targets, criteria or conditions are satisfied.

Performance targets, criteria or conditions are to be specified in the relevant Award Letter. Performance targets may combine qualitative and quantitative requirements and include an annual assessment of an Eligible Participant and/or performance of the Company. From time to time the Scheme Administrator will conduct an assessment to compare performance to pre-established targets in order to determine whether and to what extent such targets have been achieved. After the assessment, if the Scheme Administrator determines that any of the specified performance targets have not been achieved, the unvested Award Shares will automatically lapse.

The Board (including the independent non-executive Directors) is of the view that it is not practicable to expressly set out a generic set of performance targets in the Scheme Rules, as each Grantee will play different roles and contribute in different ways to the Group. Instead, the Scheme Rules include factors to be considered by the Scheme Administrator for determining individual performance targets, if any, from time to time. Such performance targets may include, without limitation, the Company’s business, financial, or operational performance, or any performance assessment criteria deemed reasonable and applicable to the Eligible Participant as to be determined by the Board or the Scheme Administrator in its absolute discretion, based on, among other considerations:

- (i) for Employee Participants: business or financial milestones, transaction milestones, performance appraisal within a specified period reaching a desirable level, or the Grantee’s anticipated future contribution to the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets etc.);

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## LETTER FROM THE BOARD

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- (ii) for Related Entity Participants: Grantee's anticipated contribution and support to the long-term development of the Group (including with respect to their job position and job duties); and
- (iii) for Service Provider Participants: the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.).

For the avoidance of doubt, the H Share Incentive Scheme does not specify any performance targets which will be set forth in the applicable Award Letter.

The Board considers that it may not always be appropriate to impose performance targets particularly when the purpose of granting the Awards is to recognize Eligible Participants for their contributions. The Board believes that it is more beneficial to retain the flexibility in determining whether the performance targets are appropriate in view of the individual context of each grant. Such flexibility will place the Company in a better position to reward its personnel and retain human resources that are valuable to the growth and development of the Company as a whole, which will thereby facilitate the Company's achievement of purposes of the H Share Incentive Scheme which include providing equity incentives to Eligible Participants and recognizing their contributions to the long-term growth and prosperity of the Group. It is expected that these mechanisms can encourage and incentivize Eligible Participants to strive to achieve performance goals with integrity, in turn benefiting the Company and its Shareholders as a whole, whilst preventing Eligible Participants from pursuing personal interests through unethical behaviour or misconduct. As such, the Board considers that the relevant terms of the H Share Incentive Scheme align with its purpose by keeping the interests of the grantees in line with the interests of the Company and Shareholders.

Where no performance targets are to be imposed upon an Eligible Participant in the granting of any Award, the Board would have considered the quality of and potential contribution from the Eligible Participant, which would serve as a reward to the Eligible Participant to retain and incentivize high-calibre personnel that will be valuable to the long-term growth of the Group.

The Directors are of the view that it is not practicable to expressly set out a generic set of performance targets in the Rules for the H Share Incentive Scheme, as each Grantee will play different roles and contribute in different ways to the Group. The Board shall have regard to the purpose of the H Share Incentive Scheme in making such determinations and ensure that appropriate specific performance targets will be set under particular circumstances of the relevant Grantee(s).

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## LETTER FROM THE BOARD

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### **H. Clawback**

Circumstances in which the Scheme Administrator may in its discretion consider it appropriate to apply malus and/or clawback to an Award include, but are not limited to, the following:

- a. The Scheme Administrator reasonably considers that the Grantee has, by reason of negligence, fraud or gross misconduct, caused or is reasonably likely to cause:
  - a) material reputational damage to any member of the Group;
  - b) a material adverse effect on the financial condition of any member of the Group;
  - c) a material adverse effect on the business opportunities, ongoing performance or profitability prospects of any member of the Group;
  - d) a breach of the terms of the Scheme in any material respect; or
  - e) the Award granted to such Grantee ceasing to be appropriate and consistent with the purposes of the Scheme.
- b. the Grantee is charged with, sanctioned for or convicted of an offence, where such charge, sanction or conviction involves the integrity or honesty of the Grantee;
- c. a Grantee has committed a serious breach of any applicable laws or regulations in any relevant jurisdiction or of an internal policy, guidelines or code of any member of the Group or agreement with any member of the Group;
- d. without prejudice to the generality of paragraph c above, the Grantee commits any act of professional misconduct, disclosure of the Group's confidential information, dereliction of duty, bribery or solicitation, misappropriation, theft, fraud, breach of a non-compete undertaking, or any other act prejudicial to the interests of the Group;
- e. where the Company is required to exercise a clawback in accordance with the applicable laws, rules and regulations and/or pursuant to a request from any regulatory authority (including without limitation the Stock Exchange).

then the Scheme Administrator may make a determination at its absolute discretion that: (A) any Awards granted but not yet exercised shall immediately lapse, and (B) with respect to any H Shares delivered, or cash payment paid, to the Grantee pursuant to any Awards granted under H Share Incentive Scheme, the Grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number or a portion of H Shares, (2) an amount in cash equal to the market value of such H Shares or the cash payment, or (3) a combination of (1) and (2).

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The Directors are of the view that such clawback mechanism in the Scheme Rules provides a choice for the Company to claw back the Awards granted to Grantees culpable of misconduct, ensuring that H Share Incentive Shares are granted only to those who act in the Company's best interests, which aligns with the purpose of the H Share Incentive Scheme. It provides the Board or the Scheme Administrator with more flexibility in setting the terms and conditions of the H Share Incentive Shares under particular circumstances of each grant, which would facilitate the objective to offer meaningful incentives to attract, motivate and retain skilled and experienced individuals that are valuable to the development of the Group, and is in line with the purpose of the H Share Incentive Scheme and the interests of Shareholders as a whole.

In conclusion, the Directors are of the view that the terms of H Share Incentive Scheme align with the purpose of the H Share Incentive Scheme.

### **Document on Display**

A copy of the H Share Incentive Scheme will be published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website (<https://www.montage-tech.com>) for at least 14 days prior to the date of the AGM and will be available for inspection at the AGM.

### **Listing Rules Implications**

Pursuant to Chapter 17 of the Listing Rules, the H Share Incentive Scheme will constitute a share scheme of the Company involving the issue of new Shares and therefore the adoption of the H Share Incentive Scheme is subject to the approval of the Shareholders. The terms of the H Share Incentive Scheme are in accordance with the relevant requirements under Chapter 17 of the Listing Rules.

The above resolution has been approved by the Board and is hereby proposed at the AGM for Shareholders' consideration and approval by special resolutions.

### **Others**

The Company understands that whilst the Share Scheme is not restricted to executives and employees of the Group, the adoption of the Share Scheme would not constitute an offer to public and be subject to prospectus requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

### **(XII) Authorization to the Board and/or the Scheme Administrator to Handle Matters Relating to the H Share Incentive Scheme**

In order to ensure the smooth implementation of the H Share Incentive Plan, it is proposed to submit to the AGM for authorization to the Board and/or the Scheme Administrator to handle matters related to the Scheme, including but not limited to:

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## LETTER FROM THE BOARD

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- i. construe and interpret the Scheme Rules and the terms of the Awards granted from time to time;
- ii. make or vary such arrangements, guidelines, procedures and/or regulations for the administration, interpretation, implementation and operation of the Scheme, provided that they shall not substantially alter the material terms of the Scheme Rules;
- iii. perform all acts necessary to implement the H Share Incentive Scheme, including but not limited to: (i) the appointment of qualified trustees; (ii) execution of all trust instruments; (iii) issuance of new H Shares pursuant to the Scheme Rules; and (iv) directing trustees to subscribe for such H Shares on behalf of participants;
- iv. grant Awards to those Eligible Participants whom they shall select from time to time;
- v. determine and adjust the terms and conditions of Awards granted under the Scheme including but not limited to number of Awards, list of Eligible Participants, Grant Date, Purchase Price, Exercise Price, Vesting Dates, vesting criteria, performance targets, clawback arrangements and other conditions;
- vi. approve the form of Award Letters;
- vii. decide how the vesting of the Awards Shares will be settled pursuant to Scheme Rule;
- viii. make such appropriate and equitable adjustments to the terms of Awards granted under the Scheme as they deem necessary;
- ix. determine the commencement or termination date of the Award subject to the commencement or termination of an Eligible Participant's or Grantee's employment with any member of the Group;
- x. upon completion of the allotment and issuance of new Shares under the Scheme, to increase the registered capital of the Company and make such appropriate and necessary amendments to the Articles of the Company in accordance with the manner, class, number of new Shares so allotted and issued and the equity structure of the Company at the time of completion of such allotment and issuance, and to handle the relevant registration matters with the competent registration authorities in accordance with applicable domestic and overseas laws, regulations and normative documents;
- xi. if the Board deems appropriate, terminating the Scheme early before its expiration; and
- xii. take such other steps or actions as they deem necessary or prudent to give effect to the terms and intent of the Scheme Rules and/or Awards.

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## LETTER FROM THE BOARD

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The above authorization to the Board and/or the Scheme Administrator shall remain effective during the validity period of the Scheme.

### **(XIII) Election of Non-executive Director**

Recently, the Board received a resignation letter from Dr. Wang Rui (王銳) who resigned as a non-executive Director and a member of the Strategy and ESG Committee due to retirement. Dr. Wang has confirmed that she has no disagreement with the Board and that there are no matters relating to her resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange. Dr. Wang's resignation shall take effect upon the election of the new non-executive director at the AGM. In accordance with the relevant provisions of the Company law of the PRC, the Listing Rules and the Articles of Association, the Board proposes to carry out the election of non-executive Director.

Upon prudent review by the nomination committee of the Board, aiming to standardise board operations and align with the Company's development strategy, as well as the Listing Rules and selection criteria for Directors including the integrity, academic qualification, professional qualifications and work experience, time to be devoted, etc. in accordance with the nomination policy of the Company, the Board proposes to nominate Mr. Wang Zhicong (王稚聰) as candidate for the non-executive Director of the third session of the Board.

In order to ensure the stability and continuity of the Board's normal operation, Dr. Wang Rui will continue to perform her duties in accordance with the relevant laws and regulations until Mr. Wang Zhicong formally assumes office.

An ordinary resolution will be proposed at the AGM to consider and approve the election of Mr. Wang Zhicong as non-executive Director. Biographical details of the above candidate for non-executive Director is set out in Appendix VII to this circular.

### **(XIV) Capital Increase and Share Expansion of the Subsidiary and Related Party Transactions**

Montage Electronics (Zhuhai Hengqin) is currently owned as to 44.88% by the Company. Montage Electronics (Zhuhai Hengqin) is accounted for and consolidated in the audited consolidated accounts of the Company, as the Company has control over the majority of its board of directors, Montage Electronics (Zhuhai Hengqin) is therefore a subsidiary of the Company.

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## LETTER FROM THE BOARD

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Montage Electronics (Zhuhai Hengqin) intends to increase its registered capital from RMB143.5 million to RMB165.7 million, with an additional registered capital of RMB22.2 million at RMB22.50 per registered capital unit, and the investors in capital increase will contribute a total of RMB499.5 million. On June 1, 2026, the Board proposed that the Company entered into the capital increase agreement with Montage Electronics (Zhuhai Hengqin), Hainan Yunfeng, YF Hestia and the Existing Shareholders pursuant to which the Company, Hainan Yunfeng and YF Hestia agreed to contribute RMB249.75 million, RMB51.75 million and USD equivalent to RMB198 million to subscribe for a registered capital increase in Montage Electronics (Zhuhai Hengqin) in the amount of RMB11.1 million, RMB2.3 million and RMB8.8 million, respectively. The remaining Existing Shareholders will not participate in this round of capital injection. In this connection, the Company also entered into the shareholders' agreement with Montage Electronics (Zhuhai Hengqin), Hainan Yunfeng, YF Hestia and the Existing Shareholders to stipulate shareholder rights among them upon completion.

Upon completion, the Company's equity interest in Montage Electronics (Zhuhai Hengqin) will increase from 44.88% to 45.56% and accordingly, Montage Electronics (Zhuhai Hengqin) will continue to be the Subsidiary and the financial results of Montage Electronics (Zhuhai Hengqin) will continue to be included in the consolidated financial statements of the Company.

As all the percentage ratios (as defined under Chapter 14 of the Listing Rules) in respect of the capital increase agreement and the transactions contemplated thereunder are less than 5%, the proposed capital increase will not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date:

- (1) Hainan Yunfeng, YF Hestia and their respective ultimate beneficial owners are not connected persons under Chapter 14A of the Listing Rules;
- (2) each of Alberti Holdings (Hong Kong) Limited and Xi Yu Holdings Limited, being the Existing Shareholders which will not participate in the share increase, held 4.63% in Montage Electronics (Zhuhai Hengqin). Both Alberti Holdings (Hong Kong) Limited and Xi Yu Holdings Limited are connected persons of the Company, as (i) Alberti Holdings (Hong Kong) Limited is ultimately beneficially owned by Dr. Howard C. Yang, the Executive Director and the chief executive officer of the Company; and (ii) Xi Yu Holdings Limited is ultimately beneficially owned by Mr. Stephen Kuong-Io Tai, the Executive Director and President of the Company; and
- (3) save as to Alberti Holdings (Hong Kong) Limited and Xi Yu Holdings Limited, all of the remaining Existing Shareholders, are not connected persons under Chapter 14A of the Listing Rules.

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## LETTER FROM THE BOARD

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In view of the above, the capital increase agreement and the transactions contemplated thereunder would not constitute a connected transaction for the Company under Chapter 14A of the Listing Rules. Having said that, the capital increase agreement and the transactions contemplated thereunder constitute related party transactions under the SSE STAR Market Listing Rules and are therefore subject to shareholders approval under the relevant rule requirements of the SSE STAR Market Listing Rules.

Dr. Howard C. Yang (the chairman of the Board and the chief executive officer of the Company) and Mr. Stephen Kuong-Lo Tai (the Executive Director and President of the Company) are considered to have a material interest in the Capital Increase Agreement under the SSE STAR Market Listing Rules and the transactions contemplated thereunder, and have therefore abstained from voting on the Board resolutions in relation to the approval of the capital increase agreement and the transaction contemplated thereunder. Save as disclosed above, none of the Directors are deemed to have a material interest in the capital increase agreement and the transaction contemplated thereunder and none of them had to abstain from voting on the Board resolution in relation to the approval of the capital increase agreement and the transaction contemplated thereunder. The four independent non-executive directors all approved the proposal.

An ordinary resolution will be proposed at the AGM to consider and approve the capital increase and share expansion of the subsidiary and related party transactions.

### 3. AGM ARRANGEMENT

The AGM will be held at 3:00 p.m. on Wednesday, June 24, 2026 at Bright View Hall, 4th Floor, Building 2, Shanghai Hongqiao State Guest House, 1591 Hongqiao Road, Shanghai, the PRC to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the AGM. The notice of AGM is set out in this circular. The register of members of H Shares will be closed from Thursday, June 18, 2026 to Wednesday, June 24, 2026 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of H Shares kept at H Share Registrar on Wednesday, June 24, 2026 (being the record date) are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents of H Shares of the Company, accompanied by the relevant share certificates, must be lodged by the holders of H Shares with the H Share Registrar, at Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Wednesday, June 17, 2026 (being the last registration date).

As at the Latest Practicable Date, each of Dr. Howard C. Yang and Mr. Stephen Kuong-Lo Tai held 2,180,000 A Shares and was the limited partner of and held 45.5% of the interest of WLT Partners, which held 45,012,524 A Shares. Shanghai Rongying, which was a concert party to vote at the shareholders' meetings of the Company pursuant to the opinion of WLT Partners as formalized in the written acting-in-concert confirmation dated July 1, 2025, also held 25,677,987 A Shares.

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## LETTER FROM THE BOARD

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In view of the relationships set out above, Dr. Howard C. Yang, Mr. Stephen Kuong-Lo Tai, WLT Partners and Shanghai Rongying will abstain from voting on the resolutions in relation to the capital increase agreement and the transaction contemplated thereunder at the AGM. To the best knowledge and belief of our Directors after having made all reasonable enquiries, save as Dr. Howard C. Yang, Mr. Stephen Kuong-Lo Tai, WLT Partners and Shanghai Rongying who will abstain from voting on the resolutions in relation to the capital increase agreement and the transaction contemplated thereunder at the AGM, no Shareholder is required to abstain from voting in respect of the resolutions to be proposed at the AGM.

The above documents and the form of proxy for use at the AGM are published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company (<https://www.montage-tech.com>). To be valid, for holders of H Shares, the form of proxy and notarized power of attorney or other document of authorization must be delivered to the H Share Registrar not less than 24 hours before the time appointed for the AGM. Completion and return of the proxy form will not preclude you from attending and voting at the AGM in person if you so wish.

#### **4. VOTING AT THE AGM**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by 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 only. Therefore, all resolutions proposed at the AGM shall be voted by poll.

As at the Latest Practicable Date, the Company held 12,533,000 Treasury A Shares of RMB1.00 each. Treasury shares registered in the name of the Company shall carry no voting rights at the AGM.

The voting results of the AGM will be published on both websites Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.montage-tech.com>) in accordance with the Listing Rules.

#### **5. RECOMMENDATION**

The Board (including the independent non-executive Directors) considers that the proposed resolutions set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of the relevant resolutions at the AGM.

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## LETTER FROM THE BOARD

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### 6. 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 misleading.

**Your attention is also drawn to the additional information set forth in appendices to this circular.**

By order of the Board  
**Montage Technology Co., Ltd.**  
**Dr. Howard C. Yang**  
*Chairman*

**MONTAGE TECHNOLOGY CO., LTD.****2025 WORK REPORT OF THE BOARD**

In 2025, the Board, in accordance with the Company Law, Securities Law, Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, the Articles, the Rules of Procedure of the Board, and other relevant laws, regulations, normative documents, and company systems, earnestly performed the duties of the Board in accordance with the law. The Directors, with the goal of safeguarding the rights and interests of all Shareholders, diligently and responsibly exercised their powers, earnestly implemented the resolutions of the general meeting, and conscientiously carried out the various work of the Board. The 2025 (“**the Reporting Period**”) Work Report of the Board is hereby reported as follows:

**2025 BUSINESS PERFORMANCE**

During the Reporting Period, we actively seized the industry opportunity presented by the AI industry trend. By intensifying our R&D innovation and market expansion, we achieved a substantial growth in operational results by leveraging our core technological advantage, alongside continuous improvement in development quality. In 2025, the Group achieved revenue of RMB5,456 million, representing an increase of 49.9% over the previous year. The gross profit margin was 62.2%, up 4.1 percentage points over the previous year. Net profit attributable to shareholders of the parent was RMB2,236 million, representing an increase of 58.4% over the previous year. Net profit after deduction of non-recurring profit or loss attributable to shareholders of the parent was RMB2,022 million, representing an increase of 62.0% over the previous year. The Group’s net profit margin attributable to shareholders of the parent was 41.0%, representing an increase of 2.2 percentage points over the previous year. Net cash flows from operating activities were RMB2,022 million, achieving growth for the fourth consecutive year, highlighting our robust profitability and operational quality.

In 2025, our interconnect chip product line achieved sales revenue of RMB5,139 million, representing an increase of 53.4% over the previous year. Its gross profit margin was 65.6%, up 2.9 percentage points over the previous year, mainly due to the increased revenue contribution from products with higher gross profit margin. The Jintide product line achieved sales revenue of RMB308 million, representing an increase of 10.2% over the previous year.

In 2025, our revenue, sales revenue from interconnect chips, net profit attributable to shareholders of the parent, net profit after deduction of non-recurring profit or loss attributable to shareholders of the parent, and net cash flows from operating activities all reached record highs.

In 2025, the Group's share-based payment expenses amounted to RMB431 million, which were recognized in recurring profit or loss. The impact of such expenses on net profit attributable to shareholders of the parent was RMB412 million (after considering the effect of related income tax expenses). Accordingly, the net profit attributable to shareholders of the parent after excluding the impact of share-based payment expenses in 2025 was RMB2,647 million, representing an increase of 81.0% over the previous year. The net profit after deduction of non-recurring profit or loss attributable to shareholders of the parent after excluding the impact of share-based payment expenses was RMB2,433 million, representing an increase of 87.3% over the previous year.

In the fourth quarter of 2025, we achieved revenue of RMB1,399 million, representing a year-on-year increase of 31.0%, of which the sales revenue from the interconnect chips product line was RMB1,306 million, representing a year-on-year increase of 34.4%, with a gross profit margin of 67.8%, representing an increase of 2.1 percentage points compared with the third quarter. Net profit attributable to shareholders of the parent was RMB603 million, representing a year-on-year increase of 39.1%; net profit after deduction of non-recurring profit or loss attributable to shareholders of the parent was RMB554 million, representing a year-on-year increase of 48.0%.

## **1. Rapid DDR5 Penetration and Progressive Adoption of New Products Consolidate the Leading Position in Memory Interconnect Domain**

### ***(1) Continuously Promoting DDR5 Downstream Penetration and Ongoing Iterations of Sub-generations***

In 2025, as a result of the growth of demand in the server market driven by rapid development of the global AI industry, the downstream penetration of DDR5 products rose quickly with continuous iterations of their sub-generations. As a leader in the memory interconnect chip industry and in formulating international standards for DDR5 RCD chips, we have maintained a leading global position in the DDR5 market.

During the Reporting Period, we capitalized on the dual industry trends of DDR5 evolution and AI development to advance our product roadmap. This led to a substantial increase in shipments of our DDR5 RCD chips. Notably, during the DDR5 generational iterations, our Gen 3 RCD chips ramped up to volume shipment, while our Gen 4 RCD chips (with data rates of 7,200MT/s) entered mass production. In the second half of 2025, our sales revenue from DDR5 Gen 3 RCD chips outpaced that of Gen 2 products, further solidifying our market leadership in driving the DDR5 generational iteration. Building on our outstanding technological capabilities and highly stable and reliable products, we have successfully captured the opportunities presented by the DDR5 iteration, thereby strengthening our industry-leading position. Driven by the strong growth of DDR5-related products, our interconnect chips product line achieved sales revenue of RMB5,139 million during the Reporting Period, a year-on-year increase of 53.4%. Its gross profit margin was 65.6%, up 2.9 percentage points from the previous year, reflecting the continuous improvement in our product competitiveness.

***(2) Leading Innovation in DDR Interface Technology and Accelerating Commercialization of New Memory Interconnect Products***

Leveraging our core technology in memory interfaces, our innovative products – MRCD/MDB and CKD chips – have undergone continuous iteration and achieved widespread market adoption during the Reporting Period.

MRCD/MDB chips are the key components for a new type of high-bandwidth server memory module known as MRDIMM, and are used in AI and cloud computing applications with stringent memory bandwidth requirements. As defined by JEDEC, each MRDIMM shall be standard-equipped with one MRCD chip and ten MDB chips. As one of the only two suppliers capable of supplying DDR5 Gen 1 MRCD/MDB chips in the world, in January 2025, the Group introduced the Gen 2 products which support a data rate of up to 12800MT/s, representing a 45% improvement compared to the Gen 1 products. Since the fourth quarter of 2025, our Gen 2 MRCD/MDB chips shipments have increased significantly and have been well-received by customers for the outstanding performance and excellent stability, positioning us strongly for the upcoming market expansion.

CKD chips are key components for the PC memory modules known as CUDIMM and CSODIMM. As defined by JEDEC, when DDR5 data rates reach 6400MT/s or above, PC memory modules are required to adopt a dedicated CKD chip to buffer and re-drive clock signals, in order to maintain the integrity and reliability of high-speed clock signals. Following our pioneering of the industry's first trial production of DDR5 CKD chips supporting up to 7200MT/s in 2024, the Group launched a new generation of CKD chips during the Reporting Period, which support data rates up to 9200MT/s. This advancement provides crucial technological support for the next generation of advanced PCs. Throughout 2025, the industry penetration rate of CKD chips increased substantially, driving a rapid rise in our product shipments. As the lead contributor to the international standards for DDR5 RCD, MDB, and CKD chips, we drive innovation in memory interconnect-related technologies and continuously maintain industry leadership through excellent product quality and technical support.

As the JEDEC spec owner of DDR5 RCD, MDB and CKD chips, we pioneer technological innovation in the memory interconnect field and consistently maintain our industry leadership through superior product quality and technical support.

## **2. Expanding Our Product Portfolio with Solid Technical Expertise to Enhance Our Comprehensive Competitiveness in the PCIe/CXL Interconnect Domain**

### ***(1) Strong Growth Trajectory for PCIe Retimer Chips***

PCIe Retimer chips are core high-speed interconnect components for AI servers, mainly used in applications such as AI servers, active electrical cables (AEC), NVMe SSDs, and Riser cards. For example, a typical AI server equipped with 8 GPUs generally requires 8 to 16 PCIe Retimer chips while certain domestic AI servers are equipped with 24 PCIe Retimer chips in order to meet scalable demands. Consequently, the growth in AI server shipments will directly drive increasing demand for these chips.

During the Reporting Period, we have continuously expanded our market presence. Leveraging our leading technical capabilities and superior product performance, our PCIe Retimer chips have shown a strong growth trajectory. As one of the two major companies supplying PCIe 5.0 Retimer chips in the world, our in-house SerDes technology provides a solid foundation for continuous product iteration. In January 2025, we launched and began sampling PCIe 6.x/CXL 3.x Retimer chips to customers. In January 2026, we released PCIe 6.x/CXL 3.x AEC solutions. At present, we are actively processing in the R&D of PCIe 7.0 Retimer chips.

Looking ahead, as demand for AI servers continues to grow and PCIe protocol data rates constantly improve, PCIe Retimer chips are playing an increasingly vital role. Their application scenarios are expected to further expand, driving sustained growth in the market scale.

### ***(2) Steadily Advancing the R&D of PCIe Switch Chips***

PCIe Switch chips are core interconnect components in data centers, AI acceleration and storage systems. They expand PCIe topology to enable efficient communication among multiple devices, addressing bandwidth bottlenecks between hosts and peripheral devices. High-speed SerDes technology is the core technology for both PCIe Switch chips and PCIe Retimer chips, which share largely overlapping customer bases: server OEMs/ODMs as direct customers and cloud computing service providers as end users. Through the successful in-house development of SerDes technology and the industrialization of PCIe Retimer chips, the Group has accumulated profound expertise in SerDes and a broad customer network, laying a solid foundation for the rollout of PCIe Switch chips. During the Reporting Period, we made steady progress in the engineering development of PCIe Switch chips.

**(3) Accelerating CXL MXC Chip Product Upgrades and Market Adoption**

CXL MXC chips, as the third type of device defined by the CXL protocol, are mainly used for memory expansion and memory pooling, which can effectively enhance memory capacity and bandwidth to meet the needs of data-intensive applications such as cloud computing and AI. During the Reporting Period, we have continuously driven the commercialization of CXL technology together with our partners. More and more server manufacturers have introduced CXL memory expansion solutions based on Montage's MXC chips, and the CXL-related ecosystem is maturing. In January 2025, our MXC chips were successfully listed as one of the first batch of compliant suppliers for CXL 2.0 standards announced by the CXL Consortium. Both Samsung Electronics and SK Hynix, as memory suppliers on the list, used our MXC chips in their tested products. In September 2025, we launched MXC chips which comply with CXL 3.1 standards and began sampling the chips to major customers.

As an industry cutting-edge technology, CXL is currently in an emerging field. Looking ahead, with the maturing CXL ecosystem and the technology's broadening adoption, the market for MXC chips is poised for vast growth opportunities.

**3. Committed to Innovation-Driven Development, Continuously Strengthening R&D Investment and Technical Capabilities**

As a technology-driven and innovative enterprise, we have always adhered to innovation-driven development and consistently increased the R&D investment to enhance our core competitiveness. In 2025, our R&D expenses amounted to RMB915 million, representing an increase of 19.9% over the previous year and accounting for 16.8% of our revenue. Our R&D expenses have increased annually since our listing on the Shanghai Stock Exchange STAR Market in 2019. Our R&D team is composed of internationally experienced personnel with excellent expertise. As at the end of 2025, the Group had 583 R&D staff, representing 74.4% of our total employees. Approximately 64% of these R&D personnel held a master's degree or higher.

During the Reporting Period, we achieved the following R&D milestones:

*Interconnect chips product line:*

- (1) Memory Interconnect Chips: Successfully achieved mass production of DDR5 Gen 4 RCD chips and completed the development of the mass production versions of DDR5 Gen 5 RCD chips, Gen 2 MRCD/MDB chips, and a new generation of CKD chips.
- (2) PCIe Interconnect Chips: Advanced the development of the mass production version of PCIe 6.x/CXL 3.x Retimer chips, applying them in PCIe 6.x/CXL 3.x AEC solutions. We also actively advanced the engineering development of PCIe 7.0 Retimer chips and PCIe Switch chips.
- (3) CXL Interconnect Chips: Completed the development of the mass production version of CXL 2.0 MXC chips and the engineering development of CXL 3.x MXC chips.

- (4) Clock Chips: Completed the engineering development of the first batch of Clock Buffers and Spread Spectrum Oscillators.

*Jintide product line: Launched the 6th Gen Jintide P-core CPU.*

Intellectual Property: We filed 40 new invention patent applications and were granted 36 invention patents. We also filed 19 new applications for integrated circuit layout design registrations and obtained 24 integrated circuit layout design certificates. As at the end of 2025, we had a total of 224 granted invention patents, 1 utility model patent, 103 integrated circuit layout design registration certificates, and 13 computer software copyright registration certificates.

#### **4. Establishing a Long-Term Return Mechanism and Sharing Our Success with Shareholders**

Upholding our investor-oriented development philosophy, we strive to balance performance growth with high-quality, sustainable development. At the same time, we remain committed to establishing a long-term reward mechanism to share the Company's growth and development results with our shareholders. During the Reporting Period, we implemented the 2024 annual and the 2025 interim profit distribution plans, distributing a total cash dividend of approximately RMB670 million. For the 2025 annual dividend proposal, we proposed a cash dividend of RMB3.90 (tax inclusive) per 10 shares, with an estimated total cash dividend of RMB472 million. In addition to cash dividends, the Company launched two share repurchase schemes during the Reporting Period. The first scheme, intended for employee stock ownership plans and/or share incentive plans, has been completed with a total repurchase amount of RMB200 million. The second scheme aims to reduce the Company's registered capital, with a planned total investment of between RMB200 million and RMB400 million; as at the end of 2025, the Company had repurchased shares totaling RMB220 million. Since our listing on the Shanghai Stock Exchange STAR Market in July 2019 and as at the end of 2025, we have distributed a total cash dividend of RMB2,367 million and completed share repurchases totaling RMB1,430 million. Furthermore, the Group has continuously refined its market capitalization management mechanism, incorporating market cap into the annual performance appraisal of senior management for four consecutive years to further align management's focus with value creation and shareholder interests.

We attach great importance to investor relations and are committed to establishing transparent and effective communication mechanisms to effectively communicate corporate value. Recognized for our strong performance in investor relations, during the Reporting Period, the Group received multiple awards from the capital market, including "TOP 5 Listed Companies Most Favored by Institutions (STAR Market)" and "Tianma Award for Investor Relations Management" by Securities Times, "Best Practice in Investor Relations Management for Listed Companies in 2024" and "Best Practice in 2024 Annual Results Presentation by Listed Companies" by China Association for Public Companies, etc.

During the Reporting Period, the Company was honored as one of “Forbes China’s 50 Most Innovative Companies 2025” and “Fortune China Technology 50”. Our first inclusion in the SSE 50 Index significantly boosted our profile in the capital market.

## **5. Advancing Our International Strategy and Achieving a Successful H-Share Listing**

To advance the Group’s international strategy, continuously attract and retain top-tier R&D and management talent, and bolster our offshore financing capabilities, while further enhancing our global influence and core competitiveness, during the Reporting Period, we steadily moved forward the issuance of H shares and listing on the Stock Exchange of Hong Kong in response to our development strategy and operational needs.

In July 2025, the Group submitted its application to the Stock Exchange of Hong Kong for the offering and listing of H shares. In December 2025, we successfully completed the overseas listing filing with China Securities Regulatory Commission and passed the listing hearing in the Stock Exchange of Hong Kong. In February 2026, the Company was listed on the Main Board of the Stock Exchange of Hong Kong and commenced trading (stock code: 6809.HK), through which we have established our A+H dual platform for capital raising, laying a solid foundation for our global business layout and long-term and sustainable development. Our global offering of H shares received strong interest from international investors: in respect of cornerstone investors, we introduced multiple top-tier international long-term investors, strategic investors and renowned technology-focused funds, with subscription by cornerstone investors accounting for 50% of the base offering size. In respect of anchor investors, we received more than 500 orders in the international placement, with order sizes exceeding US\$30 billion, representing an oversubscription multiple of over 60 times the amount allocated to them. This demonstrated the high recognition from the global capital market for the Group’s development strategy and investment value.

## **BOARD PERFORMANCE IN 2025**

During the Reporting Period, the Board was composed of two non-independent Directors, Dr. Howard C. Yang and Dr. Wang Rui, three independent Directors, Dr. Li Ruoshan, Dr. YUHUA CHENG, and Dr. Shan Hailing, and two employee Directors, Mr. Stephen Kuong-Io Tai and Ms. Fang Zhoujie, with Dr. Howard C. Yang serving as the chairman of the Board.

### **1. Convening of Board Meetings and Main Resolutions**

During the Reporting Period, the Company held a total of nine Board meetings. The procedures for convening and holding the meetings, as well as the voting procedures, were in compliance with relevant laws, regulations, and the Articles, and the resolutions of the meetings are legal and valid.

On February 8, 2025, the Company held the fifth meeting of the third session of the Board, at which Resolution on Daily Related-party Transactions of the Company (《關於公司日常關聯交易的議案》) was considered and approved.

On April 10, 2025, the Company held the six meeting of the third session of the Board, at which 22 resolutions were considered and approved, including the Resolution on the 2024 Work Report of the General Manager (《公司 2024 年度總經理工作報告》).

On April 23, 2025, the Company held the seventh meeting of the third session of the Board, at which Resolution on the 2025 First Quarterly Report (《關於公司<2025 年第一季度報告>的議案》) was considered and approved.

On June 20, 2025, the Company held the eighth meeting of the third session of the Board, at which 70 resolutions were considered and approved, including the Resolution on the Amendment of the Articles and Relevant Procedural Rules (《關於修訂<公司章程>及相關議事規則的議案》).

On July 7, 2025, the Company held the ninth meeting of the third session of the Board, at which 2 resolutions were considered and approved, including the Resolution on Capital Increase to the Holding Subsidiary and Related Transaction (《關於向控股子公司增資暨關聯交易的議案》).

On August 29, 2025, the Company held the tenth meeting of the third session of the Board, at which 4 resolutions were considered and approved, including the Resolution on the 2025 Interim Report and its Summary (《關於公司<2025 年半年度報告>及其摘要的議案》).

On October 30, 2025, the Company held the eleventh meeting of the third session of the Board, at which 6 resolutions were considered and approved, including the Resolution on the 2025 Third Quarterly Report (《關於公司<2025 年第三季度報告>的議案》).

On December 9, 2025, the Company held the twelfth meeting of the third session of the Board, at which 3 resolutions were considered and approved, including the Proposal on the Appointment of Financial and Internal Control Audit Firm for 2025 (《關於聘任 2025 年度財務及內部控制審計機構的議案》).

On December 26, 2025, the Company held the thirteenth meeting of the third session of the Board, at which 3 resolutions were considered and approved, including the Resolution on Confirmation of Matters in Connection with the Global Offering of the Company's H Shares and Listing on the Stock Exchange of Hong Kong (《關於確定公司 H 股全球發售及在香港聯交所上市相關事宜的議案》).

## **2. The Board's Implementation of General Meeting Resolutions**

The Board, guided by the principle of safeguarding Shareholders' interests, has diligently and prudently performed the duties entrusted by the general meetings, and fully implemented the resolutions of the 2024 Annual General Meeting, the 2025 First Extraordinary General Meeting, and the 2025 Second Extraordinary General Meeting.

### 3. Attendance of Directors at Board and General Meetings

Name of Directors	Independent or not	Attendance at Board Meetings						Attendance at General Meetings
		Required Attendance During the Year	Attendance in Person	Attendance By Communication	Attendance by Proxy	Number of Absence	Absence from Two Consecutive Meetings or not	Attendance at General Meetings
Howard C. Yang	No	9	9	2	0	0	No	3
Stephen Kuong-lo Tai	No	9	9	2	0	0	No	3
Wang Rui	No	9	9	9	0	0	No	3
Li Ruoshan	Yes	9	9	4	0	0	No	3
YUHUA CHENG	Yes	9	9	3	0	0	No	3
Shan Hailing	Yes	9	9	5	0	0	No	3
Fang Zhoujie	No	9	9	2	0	0	No	3

During the Reporting Period, all Directors diligently performed their duties, faithfully and conscientiously carrying out their responsibilities, actively attending relevant meetings, paying attention to the Company's operations, financial status, and progress of major matters, carefully discussing and making informed decisions on proposals submitted to the Board, providing advice for the Company's business development, and promoting the Company's continuous, stable, and healthy development.

The independent Directors are able to perform their duties in accordance with the Rules of Procedure for Board Meetings, Independent Directors Work Guidelines, and relevant regulatory requirements. During the Reporting Period, the independent Directors conscientiously fulfilled their supervisory functions, rigorously examined various proposals, made independent, objective, and impartial judgments, and, in accordance with relevant regulations, expressed opinions on major matters such as equity incentives, related-party transactions, share repurchases, and director nominations, effectively safeguarding the interests of the Shareholders.

The chairman of Board is able to diligently preside over Board and general meetings in accordance with regulations, promote scientific decision-making by the board, and actively advance the further improvement of the Company's standardized governance level. He/she supervises the Company to promptly provide Board members with relevant background materials for each agenda item, urges directors to carefully review board meeting proposals, express personal opinions scientifically, objectively, and fairly, encourages and supports directors with differing opinions to fully express their views, and ensures that the Company effectively implements various resolutions of the Board and general meetings.

#### 4. Performance of Each Specialized Committee of the Board

The third Board of Directors has established the Strategy and ESG Committee, Audit Committee, Remuneration and Appraisal Committee, and Nomination Committee.

In 2025, the specialized committees of the Board, in accordance with relevant laws, regulations, the Articles, and the rules of procedure for the Board's specialized committees, conscientiously performed their duties, carried out effective work, standardized the company's governance structure, and provided professional advice for the Company's development.

The Strategy and ESG Committee held two meetings in total, reviewing the company's development strategy, the 2024 Environmental, Social and Corporate Governance (ESG) report, and matters related to the H Share listing.

The Audit Committee held six meetings in total, carefully reviewing major matters such as the company's financial reports and audit work, engaging in thorough communication with auditing institutions, guiding the company's internal audit work, and strictly overseeing the construction of the Company's internal control system.

The Remuneration and Appraisal Committee held seven meetings in total, reviewing matters related to the Employee Incentive Plan 2023 and Employee Incentive Plan 2024, and the Core Management Incentive Plan of the third Board of Directors, as well as reviewing the performance awards baseline, assessment indicators, and scoring standards for the Company's senior management for 2025, and conducting the annual assessment of relevant personnel in accordance with regulations.

The Nomination Committee held one meeting in total, reviewing the qualifications of the independent Director candidates of the company's third Board of Directors and finding no circumstances that would disqualify them from serving as directors. At the same time, in accordance with the relevant requirements of the Listing Rules, the roles of the Directors after the issuance of overseas-listed H Shares and listing on the Stock Exchange were confirmed.

During the Reporting Period, the Company held three special meetings of independent Directors, reviewing and approving proposals such as the Company's routine related-party transactions, the estimated routine related-party transaction limit for the first half of 2025, and capital increases to controlling subsidiaries, effectively playing a supervisory role in standardizing corporate governance and safeguarding the legitimate rights and interests of minority Shareholders.

**COMPANY INFORMATION DISCLOSURE IN 2025**

During the Reporting Period, the Board conscientiously and proactively fulfilled its information disclosure obligations, effectively improving the company's standardized operation level and transparency. In accordance with the relevant rules, it completed the disclosure of regular and interim reports, issuing a total of four regular reports and 78 interim announcements. The information disclosed was true, accurate, and complete, objectively reflecting the relevant events of the Company, with no false records, misleading statements, or significant omissions. In October 2025, the Shanghai Stock Exchange released the evaluation results of information disclosure for listed companies in Shanghai for the 2024-2025 period, and the Company was awarded the highest A-level rating for three consecutive years.

At the same time, the Directors, senior management of the Company, and other relevant insiders strictly complied with confidentiality obligations, and there were no cases of insiders illegally trading the Shares.

**BUSINESS PLAN IN 2026**

Our business plan and key work priorities for 2026 are outlined below:

**1. Consolidate Leadership in Memory Interconnect and Seize New Product Market Penetration Opportunities**

We will track market demand and technical trends in the memory interconnect chip market, while continuously optimizing our product performance and quality to consolidate our market leadership. Driven by the AI industry wave, the global memory interconnect chip market is poised for significant growth opportunities. We will steadily advance the generational iterations of DDR5 RCD chips and increase shipments of our Gen 3 and Gen 4 products. The Group will focus on opportunities for market penetration of new products such as MRCD/MDB and CKD chips and respond rapidly to customer demand with superior product performance to further strengthen our competitiveness.

**2. Expand PCIe/CXL Business Footprint to Drive Sustainable Revenue Growth**

We will deepen strategic cooperation with cloud computing service providers, server OEM/ODMs, and GPU/CPU vendors, accelerate the adoption of our new generation of PCIe Retimer and CXL MXC chips in customers' supply chains to lay a solid foundation for ramping up shipments. In addition, we will further expand the market to drive sustainable revenue growth of related products. Through continued technological innovation, the Group aims at improving its comprehensive competitiveness and industrial influence by providing comprehensive and leading PCIe/CXL interconnect solutions.

### **3. Deepen Expertise in Core High-Speed Interconnect Technologies and Continuously Enrich Our Product Portfolio**

- (1) Memory interconnect: As the JEDEC spec owner of DDR5 RCD, MDB and CKD chips, we will continue to lead and invest in the iteration and innovation of memory interface technology to consolidate our technological leadership. Specific plans include: completing the engineering development of DDR5 Gen6 RCD and Gen 3 MRCD/MDB chips; actively participating in the JEDEC standardization process for DDR6 memory interface chips; and commencing the engineering development of DDR6 Gen 1 memory interconnect products.
- (2) PCIe/CXL interconnect: We will increase R&D investment in core foundational technologies such as high-speed SerDes and actively advance the iteration and new product development for PCIe/CXL interconnect chips. Key plans include: completing the development of mass-production versions of PCIe 6.x/CXL 3.x Retimer and CXL 3.x MXC chips; and completing the tape-out of engineering samples for PCIe 7.0 Retimer and PCIe Switch chips.
- (3) Ethernet interconnect: Leveraging our in-house high-speed SerDes technology and long-standing customer relationships, we will actively advance the R&D of high-speed Ethernet PHY Retimer chips and plan to complete the tape-out of engineering samples.
- (4) Clock chips: We plan to complete the development of mass-production versions for the first and second batches of clock buffer chips.

### **4. Strengthen the Talent Development System to Solidify the Foundations for Innovation-Driven Growth**

In February 2026, the Group achieved its listing on the Main Board of the Stock Exchange of Hong Kong and became an A+H dual-listed company. The milestone elevates our global footprint and broader brand influence. Leveraging the synergistic advantages of dual capital markets, we will continue to attract top-tier, versatile talents globally and further solidify our core talent competitiveness.

In the face of rapid technological evolution and increasingly complex business demands, we place talent at the core of our strategy. We have established a comprehensive career development path from newcomers to experts, systematically elevating engineers' technical prowess and project management acumen through curated curricula, flagship projects, and critical technology breakthroughs. Simultaneously, we are leveraging AI-driven tools to construct an intelligent knowledge base and a personalized learning platform, enhancing training efficiency and the learning experience. By fostering a culture of innovation through project retrospectives, thematic workshops, technical sharing, and robust incentive mechanisms, we are a continuously evolving learning organization. Ultimately, by synergizing talent development, technological empowerment, and team building, we will create a virtuous cycle of growth, innovation, and sustainable corporate development. These efforts provide a solid talent foundation and innovative momentum for executing our strategy and achieving high-quality, sustainable growth.

#### **5. Deepen ESG Management to Empower Sustainable Development**

Building on the momentum from our H-share listing, we will further refine our ESG governance structure to enhance compliance with regulatory requirements of both A-share and H-share markets. We will benchmark our practice against global reporting standards and management best practices, with the aim of enhancing standardization of our ESG data management. We will progressively advance quantitative analysis of financial materiality issues and deeply integrate ESG principles into our daily operations, thereby driving long-term value growth through sustainable development.

## CHAPTER 1 GENERAL PROVISIONS

**Article 1** In order to standardize the remuneration management of the Directors and senior management of Montage Technology Co., Ltd. (hereinafter referred to as the “**Company**”), establishing a sound and effective incentive and restraint mechanism, fully motivating their enthusiasm and creativity, improving the Company’s operational management efficiency, and promoting the sustainable development of the Company, the Company adheres to a market-oriented principle, combining its own operating conditions, strategic planning and human resources strategies, establishes a total payroll determination mechanism suited to its actual circumstances. In accordance with the relevant provisions of the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies in China, other applicable laws, regulations and normative documents, as well as the Articles of Association of the Company (hereinafter referred to as the “**Articles**”), the Remuneration Management System for the Directors and Senior Management has been specially formulated.

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

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

- (1) Align with job value and responsibilities, and competitively benchmarked against equivalent roles at peer companies within the industry;
- (2) Be performance-driven by the Company’s operating results and tied to individual divisional work targets and performance delivery;
- (3) Integrate quantitative and qualitative evaluation to assess performance outcomes in a full and impartial manner;
- (4) Based on the Company’s long-term interests, effectively motivate directors and senior management to promote the sustainable, healthy and stable development of the Company.

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.

**Article 4** For directors and senior management who are leading scientific and technological talents in high-end, sophisticated, cutting-edge and shortage fields, as well as other domestic and international top scarce technical talents, a special remuneration determination mechanism permitted by applicable laws and regulations may be adopted, which shall not be linked to the Company's operating performance.

**Article 5** The Company shall reasonably determine the remuneration distribution ratio for directors, senior management and ordinary employees by taking into account industry benchmarks, development strategies, job value and other relevant factors. It shall tilt remuneration distribution toward R&D and technical positions as well as other high-level and highly skilled talents, and help raise the remuneration level of ordinary employees.

## **CHAPTER 2 MANAGEMENT AUTHORITY**

**Article 6** The Remuneration and Appraisal Committee is authorized by the Board of Directors to formulate the remuneration plan for the Company's directors and senior management, specifying the basis for determining remuneration and specific composition thereof.

The remuneration plan for Directors shall be determined by the general meeting and disclosed. When the Board or the Remuneration and Appraisal Committee evaluates or discusses the remuneration of an individual Director, that Director shall abstain from voting. The remuneration plan for senior management shall be approved by the Board, explained to the general meeting, and disclosed.

**Article 7** Relevant functional departments of the Company shall implement the approved remuneration plan for directors and senior management.

## **CHAPTER 3 REMUNERATION COMPOSITION AND STANDARDS**

**Article 8** Remuneration standards of Directors:

(1) Independent directors

Independent Directors shall be paid by way of fixed allowances. The specific allowance scale shall be formulated by the Board of Directors and approved by the Shareholders' General Meeting.

(2) Non-independent directors

- a) Non-independent directors who hold concurrent other positions in the Company or its subsidiary companies (regular on-site appointments within the Company) shall receive remuneration in accordance with the remuneration policy applicable to their respective positions, and the Company shall not pay any additional remuneration for their directorship. For positions appointed by the Board of Directors, the corresponding remuneration scheme shall be determined by the Board; for positions not appointed by the Board, the remuneration scheme shall be implemented in accordance with the Company's human resources management policies.
- b) Non-independent directors who do not hold any concurrent position in the Company or its subsidiaries shall only be reimbursed for reasonable expenses incurred in the performance of their directorial duties, and shall not receive any separate remuneration for serving as directors.

Directors' travel expenses incurred in attending meetings of the Board of Directors and the shareholders, as well as reasonable expenses required for them to perform their duties in compliance with applicable laws and regulations, shall be borne by the Company.

**Article 9** The remuneration of senior management members of the Company shall consist of four components: basic remuneration, performance-based remuneration, and medium- and long-term incentive, and other benefits among which the proportion of performance-based remuneration is in principle no less than 50% of the total of basic remuneration and performance-based remuneration.

- (1) Basic remuneration: It refers to the basic position remuneration received for performing job responsibilities.
- (2) Performance-based remuneration: It is divided into annual performance bonus and special work target reward. The annual performance bonus refers to the bonus granted for achieving the annual performance assessment indicators set by the Remuneration and Appraisal Committee; the special work target reward refers to the reward obtained for completing special work targets confirmed by the Board of Directors from time to time.
- (3) Medium- and long-term incentive: It refers to incentive schemes formulated by the Company, including equity incentive plans, employee stock ownership plans and other special medium- and long-term incentive rewards, which shall follow the procedures stipulated under the applicable rules of the relevant schemes.

- (4) Other benefits: It includes but not limited to social insurance, housing provident fund, patent incentive bonuses, various allowances, commercial insurance and other benefits. The Company shall handle social insurance and housing provident fund in accordance with applicable national and local laws and regulations; all other items shall be implemented in accordance with the Company's unified rules.

#### **CHAPTER 4 PAYMENT OF REMUNERATION AND RECOURSE TO STOP PAYMENT**

**Article 10** Remuneration of independent directors shall be paid on a monthly basis, with individual income tax withheld and remitted by the Company in accordance with relevant provisions.

The basic remuneration of directors and senior management receiving remuneration from the Company shall be paid in accordance with the Company's relevant salary regulations. All remuneration payable to the Company's directors and senior management is stated on a pre-tax basis. Individual income tax, various social insurance contributions and any other expenses payable personally by the individuals (if applicable) shall be withheld and remitted by the Company in accordance with relevant provisions.

Where the performance remuneration of the Company's senior management is linked to operating performance, payment shall be deferred until after the disclosure of the annual report and the completion of performance evaluation. Such performance evaluation shall be conducted based on audited financial data.

**Article 11** Where a director or senior management member leaves office due to reasons such as term renewal, re-election, or resignation during the term of office, their relevant remuneration shall be calculated and paid based on their actual tenure served.

**Article 12** 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 under the Company Law and the Articles 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 remuneration and medium- and long-term incentive, make full or partial recovery of performance-based remuneration and medium- and long-term incentive paid during the period in which the relevant act has occurred.

**CHAPTER 5 REMUNERATION ADJUSTMENTS**

**Article 13** The remuneration system for the Company's directors and senior management shall serve the Company's business strategy and be adjusted timely in light of changes in the Company's operating conditions, so as to motivate their enthusiasm and initiative in performing duties and create greater value for the Company.

**Article 14** In light of changes in the Company's operating environment, business performance, remuneration levels of peer enterprises and other relevant circumstances, the Remuneration and Appraisal Committee may put forward corresponding adjustment proposals in respect of the remuneration standards for directors and senior management, and complete the corresponding review procedures in accordance with applicable laws, regulations and the Company's internal rules.

**Article 15** If the Company turns from profit to loss or its losses widen compared with the immediately preceding fiscal year, and the performance remuneration of directors and senior management fails to decline correspondingly, the reasons therefor shall be disclosed. When the Company incurs losses, it shall specifically explain at each review stage of the remuneration of directors and senior management whether any changes in such remuneration comply with the performance linkage requirements.

**CHAPTER 6 SUPPLEMENTARY PROVISIONS**

**Article 16** Matters not covered by this System shall be governed by the relevant national laws, regulations, normative documents and the provisions of the Articles. In the event of any inconsistency between this System and the aforesaid laws, regulations, normative documents or the Articles, the provisions of the latter shall prevail.

**Article 17** This System shall take effect on the date of its approval by the Shareholders' General Meeting. The 2026 annual remuneration plans for the Company's directors and senior management shall be implemented in accordance with this System.

**Article 18** This system shall be interpreted by the Board of Directors.

In order to seize market opportunities and ensure the flexibility of issuing new Shares (including the sale or transfer of Treasury Shares), and in accordance with the relevant provisions of the Company Law, the Listing Rules, and the Articles, the Board proposes at the AGM to generally and unconditionally authorize the Board to re-delegate the chairman of Board and its authorized persons (the “**Authorized Persons**”) to determine to allot, issue and deal with the H Shares of up to 5% of the total number of the Shares in issue of the Company (including A Shares and H Shares and excluding Treasury Shares) at the time when this resolution is considered and passed at the general meeting of the Company, or securities, share options, warrants which may be converted into such Shares or the similar rights which could subscribe for the H Shares of the Company (hereinafter referred to as the “**Similar Rights**”, and the above-mentioned authorization is hereinafter referred to as the “**General Mandate**”).

The specific authorization is as follows:

- (I) To generally and unconditionally authorize the Board to re-delegate the chairman of Board and its authorized persons to separately or jointly determine to allot, issue and deal with the H Shares or Similar Rights, and to determine the terms and conditions for allotment, issuance and disposal of new Shares or issue Similar Rights, including but not limited to:
  - 1. Class and number of new Shares to be issued;
  - 2. Pricing mechanism and/or issue price of the new Shares (including price range);
  - 3. The starting and closing dates of such issue, etc.;
  - 4. The category and number of new Shares to be issued to existing Shareholders;
  - 5. Making or authorizing sale of Shares proposals, agreements, share options, conversion rights, or other rights that may require the exercise of such rights (including relevant rights under the share incentive plan, unless otherwise stipulated by applicable laws and regulations).
  
- (II) The number of the H Shares (excluding the Shares issued by way of the conversion of public reserve into share capital) to be allotted, issued and dealt with (whether pursuant to a Share Option or otherwise) determined separately or jointly by the Authorized Persons in accordance with the General Mandate referred to above shall not exceed 5% of the total number of the Shares in issue of the Company (including A Shares and H Shares and excluding Treasury Shares) at the time when this resolution is considered and passed at the general meeting of the Company.
  
- (III) To authorize the Authorized Persons to obtain approvals from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws to exercise the General Mandate.

- (IV) To authorize the Authorized Persons to approve, execute, modify and do or procure to execute and do, all such documents, deeds and things as it may consider related to the allotment, issuance and disposal of any new Shares under the abovementioned General Mandate, handle the necessary procedures and take other necessary actions.
- (V) Where the Authorized Persons have, during the effective period of the General Mandate, determined to allot, issue and deal with the H Shares or Similar Rights, and the Company also has, during the effective period of the General Mandate, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, and the Board or the Chairman and its authorized persons may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal and other works.
- (VI) To authorize the Authorized Persons, after the completion of allocation and issuance of the new H Shares, to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles in accordance with the way, type and number of the allotment and issuance of new Shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new Shares.
- (VII) The effective period of the General Mandate shall be from the date of passing of this resolution by the general meeting to the following date, whichever is earlier:
1. The date of the conclusion of the 2026 AGM;
  2. At the time of passing a special resolution at any general meeting to revoke or vary the mandate under this resolution.

Any reference in this resolution to “allot, issue, grant, offer, place, subscribe and dispose” shall be deemed to include the sale or transfer of Treasury Shares (including any obligations arising from the conversion or exercise of any convertible securities, options, warrants, or similar rights to subscribe for shares), subject to compliance with the Listing Rules and applicable laws and regulations.

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## APPENDIX IV      GENERAL MANDATE TO REPURCHASE H SHARES

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To meet the operational needs of the Company, in accordance with the relevant laws and provisions, the Listing Rules, and the Articles, the Board proposes to the AGM to grant a general mandate to the Board on the repurchase of H Shares issued (the “**Repurchase Mandate**”). The specific authorization is as follows:

- I. To approve the repurchase by the Board during the valid term of the general mandate on the repurchase of H Shares issued in accordance with the relevant requirements of the regulatory body of securities or supervisory agencies in the PRC, the Stock Exchange, the Shanghai Stock Exchange, the applicable laws, regulations and/or rules, and other laws, regulations, and relevant provisions that the Company shall comply with;
- II. To authorize the Board to repurchase pursuant to the approval mentioned above during the valid term of the general mandate no more than 10% of the total H Shares of the Company in issue (excluding Treasury Shares) as at the date of the passing of this resolution at the general meeting;
- III. To authorize the Board or the chairman of the Board and its authorized persons to execute, complete and submit all such documents, deeds and things as it may consider related to the Repurchase Mandate, handle the necessary procedures and take other necessary actions including but not limited to:
  1. Formulate and implement the specific repurchase plans including but not limited to repurchase price, repurchase amount, and the time and duration of the repurchase;
  2. Notify creditors and make announcements (if necessary) and issue announcements and public disclosures (and keep them publicly available) in accordance with the requirements of the Company Law and other relevant laws, regulations, normative documents, and the Articles;
  3. Open overseas share and related accounts and carry out the related changes of foreign exchange registration procedures, if necessary;
  4. Carry out the relevant approval and filing procedures as required by regulatory authorities and the competent bodies of the trading venues where the Shares are admitted to trading or traded, if necessary;

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**APPENDIX IV      GENERAL MANDATE TO REPURCHASE H SHARES**

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5. According to applicable laws and regulations, the securities regulatory requirements and listing rules of the stock exchange where the Shares are listed, as well as the actual repurchase situation, handle the disposal of repurchased shares, and carry out the cancellation or transfer of repurchased shares (as applicable); if applicable, reduce the company's registered capital, amend relevant provisions of the Articles concerning total share capital, share capital structure, and other related content, and complete the domestic and foreign change registration and filing procedures related to the repurchase;
  6. Execute and implement all such documents, do all such acts and things or take any steps in connection with and to give effect to the Repurchase Mandate.
- IV. The effective period of the Repurchase Mandate shall be from the date of passing of this resolution by the general meeting to the following date, whichever is earlier:
1. The date of the conclusion of the 2026 AGM;
  2. At the time of passing a special resolution at any general meeting to revoke or vary the mandate under this resolution.

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 granting of the Repurchase Mandate is set out in Appendix V to this circular.

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. REGISTERED CAPITAL**

As at the Latest Practicable Date, (i) the registered capital of the Company was RMB1,222,200,021, comprising 1,146,426,521 A Shares and 75,773,500 H Shares of RMB1.00 each; and (ii) the Company held 12,533,000 Treasury A Shares of RMB1.00 each.

Subject to the passing of the special resolution in respect of the granting of the Repurchase Mandate at the AGM and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 1,146,426,521 A Shares and 75,773,500 H Shares as well as 12,533,000 Treasury A Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of not exceeding 7,577,350 H Shares, representing 10% of the total number of H Shares in issue (excluding Treasury Shares, if any) as at the date of the AGM.

### **2. REASONS FOR SHARE REPURCHASE**

The Board believes that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on the market conditions and funding arrangements at the time, leads to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Board believes that such repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be. For the avoidance of doubt, the proceeds from the Global Offering will not be used to fund any repurchase of Shares under the Repurchase Mandate.

**4. IMPACT OF SHARE REPURCHASE**

There will be no material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2025) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period on the basis of the audited accounts contained in the annual report of the Company for the year ended December 31, 2025. However, the Board does not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company will cancel any repurchased Shares and/or hold the repurchased Shares as Treasury Shares based on the circumstances at the time of repurchasing the Shares (such as market conditions and its capital management needs).

For Treasury Shares (if any) deposited with CCASS pending resale on the Hong Kong Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; (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 (iii) 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.

**5. MARKET PRICES OF H SHARES**

The highest and lowest prices per Share at which the H Shares have been traded on the Stock Exchange during the period from February 9, 2026 (the H Shares listing date) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
2026		
February	229.8	156.0
March	204.4	152.7
April	275.0	161.0
May	543.0	268.2

**6.    GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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 H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the PRC. To the best of the knowledge of the Directors, there is nothing unusual in this Explanatory Statement and the Repurchase Mandate.

**7.    TAKEOVERS CODE**

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

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code and/or any similar applicable law as a result of an exercise of the proposed Repurchase Mandate. Moreover, the Directors will not make share repurchases if such repurchases would result in the requirements under Rule 8.08 and Rule 19A.28B(2) of the Listing Rules not being complied with.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

Within six months prior to the Latest Practicable Date, the Company had repurchased the Shares (whether on the Hong Kong Stock Exchange or otherwise) as follows:

Month of repurchase	Number of A Shares repurchased (Shares)	Price paid per A Share		Total amount paid (RMB, excluding transaction fees)
		Highest (RMB)	Lowest (RMB)	
December	157,000	120.88	115.00	18,668,636.49
January	–	–	–	–
February	–	–	–	–
March	–	–	–	–
April	–	–	–	–
May	–	–	–	–

Month of repurchase	Number of H Shares repurchased (Shares)	Price paid per H Share		Total amount paid (HKD, excluding transaction fees)
		Highest (HKD)	Lowest (HKD)	
December	–	–	–	–
January	–	–	–	–
February	–	–	–	–
March	–	–	–	–
April	–	–	–	–
May	–	–	–	–

*The following is a summary of the principal terms of the H Share Incentive Scheme to be adopted at the AGM. It does not form part of, nor is it intended to be part of the terms of the H Share Incentive Scheme. The Directors reserve the right at any time prior to the AGM to make such amendments to the H Share Incentive Scheme as they may consider necessary or appropriate provided that such amendments do not conflict with any material aspects with the summary in this Appendix.*

## **1. PURPOSES**

The purposes of the H Share Incentive Scheme are:

- a. to further strengthen the Company's long-term incentive mechanism so as to attract and retain outstanding talent, thereby establishing a solid talent foundation for the long-term development of the Company; and
- b. to fully motivate the Eligible Participants and encourage them to contribute to the business performance and development of the Company, and to effectively align the long-term interests of the Shareholders, the Company and the selected participants, thereby promoting the sustainable development of the Company.

## **2. SOURCE OF AWARD SHARES**

The Shares under the H Share Incentive Scheme shall be satisfied by the (i) Treasury Shares; (ii) new Shares allotted and issued by the Company to the trustees under the Trust, or (iii) existing H Shares purchased or acquired on-market or off-market by the trustee(s) under the Trust or existing H Shares transferred by any Shareholder(s) to the trustee(s) under the Trust.

## **3. LIFE OF SCHEME**

Except for early termination as determined by the Board pursuant to the Scheme Rules, the H Share Incentive Scheme is valid for a period of ten (10) years starting from the Adoption Date.

**4. ELIGIBLE PARTICIPANTS AND BASIS OF DETERMINING ELIGIBILITY**

Eligible Participants as determined by the Board or the Scheme Administrator from time to time shall be eligible to participate in the Scheme. The Eligible Participants shall include the following:

- (a) any Employee Participant(s): including any directors (excluding independent non-executive Directors) and an employee (whether full-time or part-time) of any member of the Group on the Grant Date including persons who are granted Awards under the H Share Incentive Scheme as an inducement to enter into employment contracts with any member of the Group, provided that a person shall not cease to be an employee in the case of (i) any leave of absence approved by the relevant member of the Group; or (ii) any transfer of employment amongst members of the Group or any successor, and provided further that a person shall, for the avoidance of doubt, cease to be an employee with effect from (and including) the date of termination of his/her employment;
- (b) any Related Entity Participant(s): any person who is a director or an employee (whether full-time or part-time) of any company that is an associated company of the Company (an “associated company” refers to an entity in which the Company or any member of the Group individually or collectively hold 20% or more of its interest); and
- (c) any Service Provider Participant(s): persons (including natural persons and entities) that provide services on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group where the continuity and frequency of their services are akin to those of employees of the Group.

Service Provider Participants under the Scheme shall refer to persons (including natural persons and entities) that provide services on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group where the continuity and frequency of their services are akin to those of employees of the Group. Specific categories of Service Providers are:

- **Market Expansion and Distribution Service Providers**

This category refers to distributors, agents, contractors, and key market benchmark partners that provide the Group with market expansion, customer acquisition, technical support and product sales services, as well as assist in enhancing the Group's market influence. The scope of their services are and will be: (i) formulating and executing region-specific or industry-specific go-to-market entry strategies; (ii) identifying potential customers and business cooperation opportunities to convert prospective clients; (iii) maintaining relationships with key customer and assisting in sales negotiations and contract execution; (iv) providing technical support to clients during market expansion and sales processes of the Group; (v) gathering market dynamics competitive intelligence and customer feedback to support the Group in optimising product positioning and marketing strategies; (vi) assisting and supporting the timely delivery of the Group's products and business, thereby facilitating revenue realisation; (vii) providing the Company with brand planning, marketing promotion, public relations, digital marketing and similar services to enhance the Group's brand promotion and market influence; and (viii) serving as benchmark partners that maintain ongoing cooperation with the Company in key markets of the Group's strategic development, thereby enhancing the Group's influence and industry competitiveness in target markets.

- **Chip R&D and Manufacturing Suppliers and IP Service Providers**

This category refers to business partners that provide the Group with specialised technology development, R&D support, foundry and outsourced semiconductor assembly and test services and intellectual property ("IP") services. The scope of their services are and will be: (i) providing wafer fabrication, packaging, testing and reliability verification services for the Group's various products; (ii) providing the Group with electronic design automation (EDA) tool licensing and technical support; (iii) providing design, system architecture and software development services related to the Group's business; (iv) assisting with the Group's intellectual property strategy, technical documentation, product quality control and standardisation of R&D processes; and (v) providing raw materials for chip production, production services, logistics services, administrative services and other goods or services.

- **Consulting and Professional Service Providers on Business Planning, Industry Consulting and Human Resources Consulting**

This category refers to service providers that provide the Group with business planning, industry consulting and human resources consulting. Provided that (i) placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions, or (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity shall not be Service Provider Participants for the purposes of H Share Incentive Scheme.

- **The eligibility of the Eligible Participants**

The eligibility of any of the Eligible Participants to a grant of Awards shall be determined by the Board or the Scheme Administrator from time to time on the basis of the Eligible Participant's contribution to the development and growth of the Group. Without limiting the generality of the foregoing:

- a. in assessing the eligibility of Employee Participants, the Board or the Scheme Administrator will consider, among other things, overall performance, time commitment, the length of service, work experience and duties, contribution to the Group, etc;
- b. in assessing the eligibility of Related Entity Participants, the Board or the Scheme Administrator will consider a range of factors, such as the length of service, job position and job duties in the Related Entity, the shareholding relationship between the Group and the Related Entity and the benefits and synergies provided by the Related Entity to the Group.
- c. in assessing the eligibility of Service Provider Participants, the Board or the Scheme Administrator take into consideration factors such as the closeness of the business relationship between such Service Provider and the Group, the duration of services, and the contributions to the business development of the Group.

Unless otherwise determined by the Board or the Scheme Administrator, the circumstances in which a Grantee ceases to be an Eligible Participant will include, but not be limited to, the following:

- a. a Grantee ceases to be an Eligible Participant by reason of the Grantee's retirement;
- b. a Grantee ceases to be an Eligible Participant by reason of (i) work-related death of the Grantee; or (ii) the termination of the Grantee's employment or contractual engagement with any member of the Group by reason of the Grantee's work-related permanent physical or mental disablement;
- c. unless otherwise determined by the Scheme Administrator: (i) if a Grantee ceases to be an Eligible Participant, or where the Grantee's employment or contractual engagement with the Group is terminated, for reasons other than those set out in the preceding provisions of retirement, work-related death or permanent incapacity,, including but not limited to the cases of resignation, termination of employment or engagement by mutual agreement, dismissal, redundancy or non-work-related death or permanent incapacity; or (ii) where the Grantee's employment or contractual engagement with the Group has been suspended, or the Grantee is on a leave of absence from the Group for a continuous period exceeding six (6) months at any time in the course of employment.

## **5. EXCLUDED PARTICIPANTS**

Any person who falls under any of the following circumstances shall not participate in the Scheme and shall not be regarded as an Eligible Participant under the Scheme:

- a. resident in a place where the grant, acceptance or exercise of an Award pursuant to the Scheme is not permitted under, or contrary to, the laws and regulations of such place; or
- b. where, in the view of the Scheme Administrator, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person.

## **6. ADMINISTRATION**

### **Scheme Administrator**

The Board shall be responsible for administering the Scheme. The Board may resolve to delegate any or all of the Board's rights and duties to the Remuneration and Appraisal Committee or one or more directors deemed appropriate at the sole discretion of the Board in accordance with the Scheme Rules (the "**Scheme Administrator**").

**Powers of the Scheme Administrator**

Subject to the Scheme Rules and the applicable laws and regulations, the Scheme Administrator shall have the power from time to time to:

- a. construe and interpret the Scheme Rules and the terms of the Awards granted from time to time;
- b. make or vary such arrangements, guidelines, procedures and/or regulations for the administration, interpretation, implementation and operation of the Scheme, provided that they shall not substantially alter the material terms of the Scheme Rules;
- c. perform all acts necessary to implement the H Share Incentive Scheme, including but not limited to: (i) the appointment of qualified trustees; (ii) execution of all trust instruments; (iii) issuance of new H Shares pursuant to the Scheme Rules; and (iv) directing trustees to subscribe for such H Shares on behalf of participants;
- d. grant Awards to those Eligible Participants whom they shall select from time to time;
- e. determine and adjust the terms and conditions of Awards granted under the Scheme including but not limited to number of Awards, list of Eligible Participants, Grant Date, Purchase Price, Exercise Price, Vesting Dates, vesting criteria, performance targets, clawback arrangements and other conditions;
- f. approve the form of Award Letters;
- g. decide how the vesting of the Awards Shares will be settled pursuant to Scheme Rule;
- h. make such appropriate and equitable adjustments to the terms of Awards granted under the Scheme as they deem necessary;
- i. determine the commencement or termination date of the Award subject to the commencement or termination of an Eligible Participant's or Grantee's employment with any member of the Group;

- j. upon completion of the allotment and issuance of new Shares under the Scheme, to increase the registered capital of the Company and make such appropriate and necessary amendments to the Articles of the Company in accordance with the manner, class, number of new Shares so allotted and issued and the equity structure of the Company at the time of completion of such allotment and issuance, and to handle the relevant registration matters with the competent registration authorities in accordance with applicable domestic and overseas laws, regulations and normative documents; and
- k. take such other steps or actions as they deem necessary or prudent to give effect to the terms and intent of the Scheme Rules and/or Awards.

The exercise of powers of the Scheme Administrator shall be subject to compliance with the Listing Rules.

#### **No liability of the Scheme Administrator**

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

## **7. GRANTING OF AWARD SHARES**

### **Grants and Types of Awards**

The Scheme Administrator may, from time to time, in its absolute discretion select any Eligible Participant to be a Grantee and, subject to these Scheme Rules, grant an Award, the nature and amount of which shall be determined by the Scheme Administrator in its sole and absolute discretion, to such Grantee during the Scheme Period.

An Award may be in the form of a Share Award or a Share Option.

**Additional Approvals for Grants Beyond Individual Limits**

- a. Grants of Awards funded by new Share to an Eligible Participant shall be subject to the following additional rules:
  - (a) Any grant of Awards (including Share Options or Share Awards) to each Eligible Participant would result in the H Shares issued and to be issued in respect of all options and awards granted to such Participant (excluding any Share Options and Share Awards lapsed in accordance with the terms of the scheme of the Company) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the total issued shares of the Company (excluding Treasury Shares), such grant shall be subject to separate approval of the Shareholders in general meeting with the relevant Eligible Participant and their close associates (or associates if the Eligible Participant is a connected person of the Company) abstaining from voting. A circular shall be sent to the Shareholders disclosing the information required to be disclosed under the Listing Rules. The number and terms of the Awards to be granted to such Eligible Participant shall be fixed before the Shareholders' approval is sought.
  - (b) For any Share Options to be granted in circumstances under the relevant Scheme Rule, the date of the Board meeting for approving such grant shall be the Grant Date for the purpose of calculating the Exercise Price.
- b. Grants of Awards funded by new Shares to any Director, Chief Executive or a substantial shareholder of the Company, or any of their respective associates shall be subject to the following additional rules:
  - (a) Such grant shall be subject to the prior approval of the independent non-executive Directors of the Company.
  - (b) Grants to any Director or senior manager of the Company, which are made on terms with a vesting period less than 12 months and/or without a performance target and/or without a clawback mechanism (each of which, a "Unique Term"), shall be reviewed by the Remuneration and Appraisal Committee as to why the Unique Term is appropriate and how the grant nevertheless aligns with the purpose of the Scheme.

- (c) In addition:
- (aa) where any grant of Share Awards (i.e., excluding grant of Share Options) to any Director (other than an independent non-executive Director) or Chief executive of the Company or any of their respective associates would result in the H Shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the relevant scheme rules) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue at the date of such grant (excluding Treasury Shares, if any) under H Share Incentive Scheme; or
  - (bb) where any grant of Awards to an independent non-executive director (if applicable) or a substantial shareholder of the Company (or any of their respective associates) would result in the number of H Shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the relevant scheme rules) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of total Shares in issue at the date of such grant (excluding Treasury Shares, if any) under H Share Incentive Scheme.

Such further grant of Awards must be approved by Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules and the Grantee, his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

#### **Restrictions on Grants**

No Award shall be granted to any Eligible Participant during the following time periods, and no instructions to purchase any Shares shall be given to the Trustee under the Scheme:

- (a) in circumstances prohibited by the Listing Rules or at a time when the relevant Eligible Participant would be prohibited from dealing in the Shares by the Listing Rules (including the Model Code for Securities Transactions by Directors of Listed Issuers, set out in Appendix C3 to the Listing Rules) or by any applicable rules, regulations or law;
- (b) where the Company has come to its knowledge or is in possession of any unpublished inside information in relation to the Company, until the trading day after such inside information has been announced;

- (c) during the period commencing thirty (30) days immediately preceding the earlier of (including any period of delay in publishing the results announcement): (i) the date of the board meeting (as such date is first notified to the Stock Exchange under the Listing Rules) for approving the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement;
- (d) if any member of the Group is required under applicable laws, rules or regulations to issue a prospectus or other offer documents in respect of such grant or the Scheme;
- (e) where such grant or dealing in the Shares in respect of such grant would result in a breach by any member of the Group or any of its directors of any applicable laws, rules, regulations or codes in any jurisdiction from time to time;
- (f) in circumstances where the requisite approval from any applicable governmental or regulatory authority has not been obtained, provided that to the extent permissible in accordance with applicable laws, rules and regulations an Award may be made conditional upon such approval being obtained;
- (g) in circumstances which would result in a breach of the Scheme Mandate Limit, provided that to the extent permissible in accordance with applicable laws, rules and regulations an Award may be made conditional upon the Scheme Mandate Limit being refreshed or approval of Shareholders being otherwise obtained; or
- (h) where such Award under the Listing Rules requires the specific approval of Shareholders, until such approval of Shareholders is obtained, provided that to the extent permissible in accordance with applicable laws, rules and regulations an Award may be made conditional upon such specific shareholder approval being obtained,

and any such grant so made (or made without being subject to the necessary conditions contemplated by this Rule) shall be null and void to the extent (and only to the extent) that it falls within the circumstances described above.

To the extent that an Award shall be settled by the delivery of new Shares, the grant of such Award shall be conditional upon the Listing Committee of the Stock Exchange granting approval to the listing of, and permission to deal in, such Shares and the satisfaction of any other conditions as may be considered necessary or appropriate by the Scheme Administrator.

**8. AWARD LETTER**

The Company shall, in respect of each grant of Awards, on the Grant Date issue an Award Letter, which may include the number of Award Shares in respect of which the Award relates, the Purchase Price or Exercise Price (as applicable), the vesting criteria and conditions, the Vesting Date, any performance targets, the clawback mechanism applicable to the Award and any such other details as the Scheme Administrator may consider necessary, and requiring the Grantee to undertake to hold the Award on the terms of the Award Letter and be bound by the provisions of H Share Incentive Scheme.

**9. ACCEPTANCE**

No consideration is payable by a Grantee to the Company for acceptance of the Awards under H Share Incentive Scheme.

To the extent that an Award or part thereof is not accepted within the time and in the manner indicated in Scheme Rule, the portion not accepted shall be deemed to have been irrevocably declined and shall automatically lapse.

**10. PURCHASE PRICE AND EXERCISE PRICE**

For Awards which take the form of Share Awards, the Purchase Price of such Award Shares shall be determined by the Scheme Administrator in its absolute discretion and notified to the Grantee in the Award Letter with reference to the purpose of the Scheme and the characteristics of the relevant Grantee.

For Awards which take the form of Share Options, the Exercise Price for such Share Options shall be such price determined by the Scheme Administrator in its absolute discretion and notified to the Eligible Participant in the Award Letter, provided that the Exercise Price shall in any event be no less than the higher of:

- i. the nominal value per H Share;
- ii. the closing price of the H Shares as stated in the daily quotations sheet issued by the Stock Exchange on the Grant Date; and
- iii. the average closing price of the H Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the Grant Date.

**11. VESTING OF AWARDS**

The Scheme Administrator may in respect of each Award and subject to all applicable laws, rules and regulations determine such vesting criteria and conditions or periods for vesting of the Award in its sole and absolute discretion. The relevant Vesting Date of any Award shall be set out in the Award Letter.

The Vesting Date in respect of any Award to be satisfied by the issue of any new Shares Award shall be not less than 12 months from the Grant Date, provided that for Employee Participants, the Vesting Date may be less than 12 months from the Grant Date (including on the Grant Date) in the following circumstances:

- (a) grants of “make whole” Share Awards to new Employee Participants to replace Share Awards such Employee Participants forfeited when leaving their previous employers;
- (b) grants to an Employee Participant whose employment is terminated due to death or disability or occurrence of any out of control event, where the vesting of the Awards may accelerate based on the discretion of the Board or the Scheme Administrator, as the case may be;
- (c) performance-based vesting conditions provided in the scheme document under Scheme Rule, in lieu of time-based vesting criteria;

In particular, such circumstances may include (i) the Company achieves a major strategic or financial target which is also included as the performance-based vesting conditions of the relevant Employee Participant; and (ii) the Employee Participant delivers results and therefore fulfills the performance-based vesting conditions.

- (d) grants of Awards that are made in batches during a year for administrative and compliance reasons. They may include Awards that should have been granted earlier but had to wait for a subsequent batch. In such cases the vesting periods may be shorter to reflect the time from which an Award would have been granted;

In particular, such circumstances may include (i) the Company may need to report to the regulatory authorities or relevant exchanges in consolidated batches prior to the grant of the Awards; (ii) the grant may depend on the schedules of board meetings and Remuneration Committee reviews; (iii) the grant may have to align with financial reporting cycles; and (iv) the payroll systems may process grants in batches for efficiency, consistency across Employee Participants and audit control. Such vesting period has to be shortened so as to avoid any dissatisfaction of the Employee Participants who have demonstrated value when such delay is solely out of administrative and compliance reasons, and to ensure fairness without undermining the principle that Awards are tied to Company success.

The Board is of the view that such an arrangement complies with the purpose of the Scheme particularly when the Company has control of the timing of grants in the above circumstances as shortening vesting for delayed batch grants ensures Employee Participants are not disadvantaged simply due to administrative or compliance matters and the proactiveness of the Company in preserving fairness and safeguarding the interests of the Employee Participants reinforces trust and make the Scheme more attractive to outstanding talents.

- (e) grants of Awards with a mixed or accelerated vesting schedule such as where the Awards may vest evenly over a period of 12 months; or

In particular, such circumstances may include (i) the monthly vesting allows the Employee Participants to keep engaged for a full year; and (ii) tying a significant portion to product R&D progress or milestone.

- (f) grants of Awards with a total vesting and holding period of more than 12 months.

In particular, such circumstances may include (i) retaining participants for long-term service by way of phased vesting throughout the extended vesting and holding period and (ii) tying a significant portion to completion of a specific project or milestone.

Grants with a total vesting and holding period of more than 12 months may need to be accelerated under certain circumstances to better align the timing of performance fulfillment and the Awards. Also, it may also be necessary in cases of outstanding performance or critical retention needs, where immediate recognition or incentive is essential to secure key talent.

If a Vesting Date is not a Business Day, such Vesting Date shall, subject to any trading halt or suspension of dealings in the Shares on the Stock Exchange, be deemed to be the next Business Day immediately thereafter.

## **12. EXERCISE PERIOD AND VESTING PERIOD**

The Exercise Period for any vested Share Options shall be such period determined by the Scheme Administrator in its absolute discretion and notified to the Eligible Participant in the Award Letter, provided that the Exercise Period shall not be longer than ten (10) years from the Grant Date. A Share Option shall lapse automatically and shall not be exercisable (to the extent not already exercised) on the expiry of the tenth anniversary from the Grant Date.

The Vesting Period for any award of Share Awards shall be such period determined by the Scheme Administrator in its absolute discretion and notified to the Eligible Participant in the Award Letter. For the avoidance of doubt, the Scheme Administrator may determine the Vesting Period of a Share Awards to be not applicable and determine that the Award Shares shall fall to be settled upon the Vesting Date without further action by the Grantee.

### **13. PERFORMANCE TARGETS**

The Scheme Administrator may, in respect of each Award and subject to all applicable laws, rules and regulations, determine such performance targets, criteria or conditions for vesting of Awards in its sole and absolute discretion. Any such performance targets, criteria or conditions shall be set out in the Award Letter. For the avoidance of doubt, an Award shall not be subject to any performance targets, criteria or conditions if none are set out in the relevant Award Letter.

The Scheme Administrator shall specify in the Award Letter the person(s) of the Company that will assess how and whether such targets, criteria or conditions are satisfied.

Performance targets, criteria or conditions are to be specified in the relevant Award Letter. Performance targets may combine qualitative and quantitative requirements and include an annual assessment of an Eligible Participant and/or performance of the Company. From time to time the Scheme Administrator will conduct an assessment to compare performance to pre-established targets in order to determine whether and to what extent such targets have been achieved. After the assessment, if the Scheme Administrator determines that any of the specified performance targets have not been achieved, the unvested Award Shares will automatically lapse.

### **14. COSTS**

Any stamp duty, taxes, trading fee and other, if any, or other direct costs and expenses arising on the sale of the Award Shares and cash payment during the settlement of an Award pursuant to the relevant Scheme Rule shall be borne by the Grantees and deducted from the amount payable to the Grantees.

### **15. RESTRICTIONS ON AWARDS**

#### **Voting and Dividend Rights**

The H Shares to be allotted and issued pursuant to the Scheme shall be identical to all existing issued Shares and shall be allotted and issued subject to all the provisions of the Articles for the time being in force and will rank pari passu with the other fully paid Shares in issue or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members save that Awards do not carry any right to vote at general meetings of the Company, nor any right to dividends, transfer or other rights,

including those arising on a liquidation of the Company. No Grantee shall have any right to any cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions from any H Shares underlying the Awards. No Grantee shall enjoy any of the rights of a Shareholder by virtue of the grant of an Award unless and until the H Shares underlying an Award are delivered to the Grantee pursuant to the vesting and exercise of such Award.

#### **Transferability of Awards**

Awards shall be personal to the Grantee to whom they are made and shall not be assignable or transferable.

Any breach of the Scheme Rule regarding the transferability of Awards shall cause the applicable outstanding Award to lapse. For this purpose, a determination by the Board or the Scheme Administrator to the effect that a breach of the Scheme Rule regarding the transferability of Awards has occurred shall be conclusive. If the Grantee has evidence to prove that the relevant determination made by the Scheme Administrator violates the provisions of the Scheme, the Grantee may appeal to the Board.

#### **Other Restrictions on Awards or Award Shares**

The Scheme Administrator may, in its sole discretion, grant any Award with additional restrictions attached to the Award or Award Shares as further set out in the Award Letter, including contractually restricting the voting or transferability of the Award Shares after vesting of the Award.

### **16. LAPSE OF AWARDS**

- a. Without prejudice to the authority of the Scheme Administrator to provide additional situations when an Award shall lapse in the terms of any Award Letter, an Award shall lapse automatically (to the extent not already vested and exercised) on the earliest of:
  - a) the expiry of any applicable Exercise Period;
  - b) the date on which the Board or the Scheme Administrator makes a determination regarding a lapse under the relevant Scheme Rules;
  - c) the expiry of any of the periods for accepting the Award as referred to in the Scheme Rule;
  - d) the date on which the Grantee commits a breach of the Scheme Rule regarding transferability;

- e) the date on which the Grantee gives written notice to the Scheme Administrator that such Award is forfeited by the Grantee; and
  - f) the date on which the Scheme Administrator determines that any of the specified performance targets have not been achieved.
- b. The Scheme Administrator shall have the power to decide whether an Award shall lapse and its decision shall be binding and conclusive on all parties. The Company shall not owe any liability to any Grantee for the lapse of any Award under the Scheme Rule. Shares which may be issued pursuant to Awards which have lapsed in accordance with the terms of the Scheme Rules shall not be counted for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit.

## **17. CANCELLATION OF AWARDS**

Except for the circumstances stipulated in the relevant Scheme Rule, the Scheme Administrator may at its discretion cancel any Awards granted but not vested.

The Scheme Administrator may in its sole discretion determine to buy out an Award from a Grantee at a price, and on such terms as, following which, the purchased Award shall be cancelled.

Issuance of new Awards to the same Grantee whose Awards have been cancelled pursuant to the Scheme Rule may only be made if there are unissued Awards available under the Scheme Mandate Limit and in compliance with the terms of the Scheme. Awards cancelled pursuant to the terms of the Scheme Rules (or the terms of any other share schemes of the Company) shall be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and the Service Provider Sublimit.

## **18. CLAWBACK**

Circumstances in which the Scheme Administrator may in its discretion consider it appropriate to apply malus and/or clawback to an Award include, but are not limited to, the following:

- a. the Scheme Administrator reasonably considers that the Grantee has, by reason of negligence, fraud or gross misconduct, caused or is reasonably likely to cause:
  - a) material reputational damage to any member of the Group;
  - b) a material adverse effect on the financial condition of any member of the Group;
  - c) a material adverse effect on the business opportunities, ongoing performance or profitability prospects of any member of the Group;

- d) a breach of the terms of the Scheme in any material respect; or
  - e) the Award granted to such Grantee ceasing to be appropriate and consistent with the purposes of the Scheme.;
- b. the Grantee is charged with, sanctioned for or convicted of an offence, where such charge, sanction or conviction involves the integrity or honesty of the Grantee;
  - c. a Grantee has committed a serious breach of any applicable laws or regulations in any relevant jurisdiction or of an internal policy, guidelines or code of any member of the Group or agreement with any member of the Group;
  - d. without prejudice to the generality of paragraph (c) above, the Grantee commits any act of professional misconduct, disclosure of the Group's confidential information, dereliction of duty, bribery or solicitation, misappropriation, theft, fraud, breach of a non-compete undertaking, or any other act prejudicial to the interests of the Group; or
  - e. where the Company is required to exercise a clawback in accordance with the applicable laws, rules and regulations and/or pursuant to a request from any regulatory authority (including without limitation the Stock Exchange).

then the Scheme Administrator may make a determination at its absolute discretion that: (A) any Awards granted but not yet exercised shall immediately lapse, and (B) with respect to any H Shares delivered, or cash payment paid, to the Grantee pursuant to any Awards granted under H Share Incentive Scheme, the Grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number or a portion of H Shares, (2) an amount in cash equal to the market value of such H Shares or the cash payment, or (3) a combination of (1) and (2).

## **19. ALTERATIONS IN SHARE CAPITAL**

In the event of any alteration in the capital structure of the Company by way of capitalisation issue, rights issue, subdivision or consolidation of H Shares or reduction of the share capital of the Company (other than any alteration in the capital structure of the Company as a result of an issue of H Shares as consideration in a transaction to which the Company is a party), the Board or the Scheme Administrator may make such corresponding adjustments, if any, as the Scheme Administrator in its discretion may deem appropriate to reflect such change with respect to:

- a. the number of H Shares comprising the Scheme Mandate Limit or Service Provider Sublimit, provided that in the event of any Share subdivision or consolidation the Scheme Mandate Limit and Service Provider Sublimit as a percentage of the total issued H Shares of the Company at the date immediately before any consolidation or subdivision shall be the same on the date immediately after such consolidation or subdivision, rounded to the nearest whole share;

- b. the number of H Shares comprised in each Award to the extent any Award has not been exercised;
- c. the Exercise Price of any Share Options or Purchase Price of any Share Awards,

provided always that: (i) any such adjustments should give each Grantee the same proportion of the equity capital of the Company, rounded to the nearest whole Share, as that to which that Grantee was previously entitled prior to such adjustments; and (ii) no such adjustments shall be made which would result in a Share being issued at less than its nominal value. Other than adjustments made in consequence of a capitalisation issue, any other adjustments shall be confirmed in writing by an independent financial adviser or the auditors of the Company to the Directors that such adjustments are in compliance with the requirements of the Listing Rules in respect of the adjustable number of Awards, exercise price or purchase price.

## 20. CORPORATE TRANSACTIONS

If there is an event of change in control of the Company as the result of a merger, scheme of arrangement or general offer, or in the event of a dissolution or liquidation of the Company, the Scheme Administrator shall at its sole discretion determine whether the Vesting Dates of any Awards will be accelerated and/or the vesting conditions or criteria of any Awards will be amended or waived only to the extent not prohibited by any laws or regulations or requirements of any stock exchange which the Company may be subject to, including but not limited to the Listing Rules and the Codes on Takeovers and Mergers and Share Buy-backs, then in force, and notify the Grantees accordingly.

“control” shall have the meaning as specified in The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC from time to time.

## 21. SCHEME MANDATE LIMIT AND SERVICE PROVIDER LIMIT

### **Scheme Mandate Limit and Service Provider Sublimit**

The total number of new Shares which may be issued and allotted under H Share Incentive Scheme, being 60,483,351 H Shares (the “**Scheme Mandate Limit**”) (representing approximately 5.00% of the total number of Shares in issue (excluding Treasury Shares) on the Adoption Date. In any event, the total number of new Shares which may be issued pursuant to all Awards to be granted under H Share Incentive Scheme and options and awards to be granted under any other share award schemes of the Company shall not exceed 10% of the Shares in issue (excluding Treasury Shares) on the Adoption Date. The Scheme Mandate Limit may be adjusted or refreshed from time to time in accordance with the Scheme Rules, subject to compliance with any applicable laws, rules and regulations.

Within the Scheme Mandate Limit, the total number of new Shares which may be issued pursuant to Awards to be granted to Service Provider Participants under H Share Incentive Scheme is 12,096,670 H Shares (the “**Service Provider Sublimit**”), representing approximately 1.00% of the total number of Shares in issue (excluding Treasury Shares) on the Adoption Date. The Service Provider Sublimit may be adjusted or refreshed from time to time in accordance with the Scheme Rules, subject to compliance with any applicable laws, rules and regulations.

Shares which may be issued pursuant to Awards which have lapsed in accordance with the terms of the Scheme Rules shall not be counted for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit. For the avoidance of doubt, Awards which have been cancelled shall be regarded as utilised for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit.

#### **Refreshing the Scheme Mandate Limit and Service Provider Sublimit**

The Company may refresh either of the Scheme Mandate Limit and/or the Service Provider Sublimit:

- (a) from the later of three years after the Adoption Date or three years after the date of the previous shareholder approval for refreshment of the Scheme Mandate Limit or Service Provider Sublimit (as the case may be) pursuant to the Scheme Rule with the prior approval of Shareholders in general meeting by way of ordinary resolution; or
- (b) at any time, with the prior approval of the Shareholders in general meeting (with the controlling shareholder (as defined under the Listing Rules) and their associates, or if there is no controlling shareholder, with the Directors (excluding the independent non-executive Directors) and the Chief Executive of the Company and their respective associates, abstaining from voting in favour of the relevant resolution at the general meeting) and subject to compliance with any additional requirements set out in the Listing Rules including but not limited to Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules.

Awards already granted under the Scheme and any other share award schemes of the Company (including those outstanding or lapsed in accordance with its terms or exercised) shall not be counted for the purpose of calculating the Scheme Mandate Limit and/or the Service Provider Sublimit as refreshed. Provided that, the circumstances in paragraphs (a) and (b) above do not apply if the refreshment is made immediately after an issue of securities by the Company to its Shareholders on a pro-rata basis as set out in rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit immediately before the issue of securities rounded to the nearest whole Share.

The total number of Shares which may be issued in respect of all Awards to be granted under the H Share Incentive Scheme and awards to be granted under all other schemes of the Company under the Scheme Mandate Limit as refreshed pursuant to the Scheme Rules shall not exceed 10% of the Shares in issue (excluding Treasury Shares) as at the date of the aforesaid approval to refresh the Scheme Mandate Limit by the Shareholders in general meeting.

#### **Grants beyond the Limit and Sublimit**

The Company may seek separate approval of the Shareholders in general meeting to grant Awards beyond the Scheme Mandate Limit to Eligible Participants specifically identified by the Company, subject to compliance with the requirements set out in the Listing Rules.

## **22. AMENDMENT**

Subject to the provisions of Scheme Rules, the Scheme Administrator may amend any of the provisions of the H Share Incentive Scheme or any Awards granted under the H Share Incentive Scheme at any time and in any respect, provided that the terms of the H Share Incentive Scheme or Awards so altered must comply with the relevant requirements of Chapter 17 of the Listing Rules.

Any alterations to the terms and conditions of the Scheme which are of a material nature or any alterations to the provisions relating to matters set out in Rule 17.03 of the Listing Rules to the advantage of Participants shall be approved by the Shareholders of the Company at a general meeting.

Any change to the terms of any Award the grant of to the Eligible Participant must be approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Awards was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be). This requirement does not apply where the alterations take effect automatically under the existing terms of the Scheme.

The amended terms of the Scheme or the Awards must still comply with the relevant requirements of chapter 17 of the Listing Rules.

Any change to the authority of the Board or the Scheme Administrator to alter the terms of the Scheme shall be subject to the approval of the Shareholders in general meeting.

**23. TERMINATION**

The H Share Incentive Scheme shall terminate on the earlier of:

- i. the expiry of the Scheme Period; or
- ii. such date of early termination as determined by the Board,

following which no further Awards will be offered or granted under the H Share Incentive Scheme, *provided that* notwithstanding such termination, the Scheme and the Scheme Rules shall continue to be valid and effective to the extent necessary to give effect to the vesting and exercise of any Awards granted prior to the termination of the Scheme and such termination shall not affect any subsisting rights already granted to any Grantee hereunder.

Awards complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the Scheme and remaining unexercised and unexpired immediately prior to the termination of the operation of the Scheme in accordance with Scheme Rules shall continue to be valid and exercisable in accordance with their terms of issue after the termination of the Scheme.

The following is the biographical details of the Director candidate to be proposed at the AGM.

**NON-EXECUTIVE DIRECTOR**

Mr. Wang Zhicong (“**Mr. Wang**”), born in November 1969, is a Chinese national. Since joining Intel in 1997, Mr. Wang has held various management positions in Intel, including Vice President of Sales and Marketing Group, Executive General Manager of Intel China. Since August 2025, he has been serving as Chairman of Intel China.

Mr. Wang obtained his bachelor’s degree in radio technology from Huazhong University of Science and Technology (華中科技大學) in the PRC in June 1991, his master’s degree of engineering from Chongqing University (重慶大學) in the PRC in June 1994 and his master’s degree in business administration from The Hong Kong University of Science and Technology in Hong Kong in June 2001.

The Board will enter into a service agreement with Mr. Wang, in form satisfactory to the Company and Mr. Wang, the term of office under which shall be the same as that of the third session of Board, effective from the date of approval by the shareholders at the AGM. Pursuant to Proposals VII and VIII to be considered at the AGM, Mr. Wang shall only be reimbursed for reasonable expenses arising from the performance of his duties as a director and shall not receive any separate director’s remuneration from the Company.

Save as disclosed above, Mr. Wang (i) did not hold any other directorships in other listed companies in the past three years; (ii) is not related to any Directors, senior management, or substantial or controlling shareholders of the Company; (iii) does not have or is not deemed to have, any interests in the shares, underlying shares or debentures in the Company within the meaning of Part XV of the SFO; and (iv) does not hold any other position in the Company or other members within the Group.

Save as disclosed above, there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders or the Stock Exchange nor any information to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Montage Technology Co., Ltd.

### 澜起科技股份有限公司

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

**(Stock Code: 6809)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Montage Technology Co., Ltd. (the “**Company**”) will be held at 3:00 p.m. on Wednesday, June 24, 2026 at Bright View Hall, 4th Floor, Building 2, Shanghai Hongqiao State Guest House, 1591 Hongqiao Road, Shanghai, the PRC, or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated June 1, 2026):

### ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the 2025 Annual Report and Its Summary.
2. To consider and approve the resolution on the 2025 Work Report of the Board.
3. To consider and approve the resolution on the 2025 Profit Distribution Plan.
4. To consider and approve the resolution on the authorizing the Board to determine 2026 Interim Profit Distribution Plan.
5. To consider and approve the resolution on the Company's External Guarantee Limit for 2026.
6. To consider and approve the resolution on the Appointment of Financial and Internal Control Audit Firm for 2026 which includes the re-appointment of EY as the auditors and internal control advisers.
7. To consider and approve the resolution on the Proposal on Formulating the Remuneration Management System for the Directors and Senior Management.
8. To consider and approve the resolution on the Remuneration for the Directors for 2026.
9. To consider and approve the resolution on the election of non-executive Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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10. To consider and approve the resolution on the capital increase and share expansion of the Subsidiary and related party transactions.

### SPECIAL RESOLUTIONS

11. To consider and approve the grant of a general mandate to the Board of the Company to issue H Shares.
12. To consider and approve the grant of a general mandate to the Board of the Company to repurchase H Shares.
13. To consider and approve the proposed adoption of the H Share Incentive Scheme.
14. To consider and approve the proposed Scheme Mandate Limit.
15. To consider and approve the proposed Service Provider Sublimit.
16. To consider and approve the proposed authorization to the Board and/or the Scheme Administrator to handle matters relating to the H Share Incentive Scheme.

By order of the Board  
**Montage Technology Co., Ltd.**  
**Dr. Howard C. Yang**  
*Chairman*

Hong Kong, June 1, 2026

*As at the date of this notice, the Directors of the Company comprises: (i) Dr. Howard C. Yang and Mr. Stephen Kuong-Io Tai as executive Directors; (ii) Dr. Wang Rui and Ms. Fang Zhoujie as non-executive Directors; and (iii) Dr. Li Ruoshan, Professor Ko Ping Keung, Dr. Yuhua Cheng and Dr. Shan Hailing as independent non-executive Directors.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Voting by poll

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the AGM will be taken by 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. The voting results will be published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.montage-tech.com>) in accordance with the Hong Kong Listing Rules.

2. Closure of register of members and eligibility for attending and voting at the AGM

Holders of H Shares are advised that the register of members of H Shares will be closed from Thursday, June 18, 2026 to Wednesday, June 24, 2026 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the register of H Shares kept at the H Share Registrar on Wednesday, June 24, 2026 (being the record date) are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents of H shares of the Company, accompanied by the relevant share certificates, must be lodged by the holders of H shares with the H share registrar, at H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, before 4:30 p.m. on Wednesday, June 17, 2026 (being the last registration date). Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and class of Shares in respect of which each such proxy is so appointed shall be specified in the appointment of the proxy.

3. Proxy

Any shareholder entitled to attend and vote at the AGM may appoint one or more proxies (who need not be shareholders of the Company) to attend and vote on his/her behalf at the AGM. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person’s seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy for holders of H Shares shall be deposited at the H share registrar not later than 24 hours before the time specified for holding the AGM. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other documents of authority shall be deposited together and at the same time with the instrument appointing the proxy at the H Share Registrar.

In case of joint holders of any Shares, any one of the joint holders can vote on such Shares at the AGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares will be accepted as the sole and exclusive vote of the joint holders.

Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof should he/she/it so wish. In this case, the power of attorney will be deemed to have been revoked.

4. Shareholders and their proxies are required to produce identity proof when attending the AGM (and any adjournment thereof).

5. 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.

6. All times refer to Hong Kong local time, except as otherwise stated.