

FURTHER INFORMATION ABOUT OUR GROUP**Establishment of Our Company**

Our Company was established in the PRC as a limited liability company on January 26, 2007. On May 24, 2012, it was converted into a joint stock company with limited liability under the PRC Company Law. Since June 6, 2017, our A Shares have been listed on the Shenzhen Stock Exchange with the stock code of 300661. Our registered office is located at 4-1106, 11/F, No. 87 West Third Ring Road North, Haidian District, Beijing, PRC.

We have established a principal place of business in Hong Kong at Room 1910, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, and has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on under the same address. Ms. YEUNG Siu Wai Kitty (楊小慧) has been appointed as our authorized representative for the acceptance of service of process and notices on our behalf in Hong Kong. The address for service of process on the Company in Hong Kong is the same as its principal place of business in Hong Kong as set out above.

As we were established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in Appendices IV and V to this prospectus, respectively.

Changes in the Share Capital of Our Company

Save as disclosed below, there has been no change in the share capital of our Company within the two years immediately preceding the date of this prospectus.

On November 4, 2024, our Company's total registered capital increased from RMB467,414,602 to RMB470,284,194, due to the exercise of stock options under the 2018 Stock Option Incentive Plan.

On November 11, 2024, our Company's total registered capital increased from RMB470,284,194 to RMB471,980,615, due to (i) the exercise of stock options under the 2018 Stock Option Incentive Plan; and (ii) the vesting of restricted stocks under the 2021 Share Incentive Plan.

On June 2, 2026, our Company's total registered capital increased from RMB471,980,615 to RMB473,745,179, due to (i) the exercise of stock options under the 2018 Stock Option Incentive Plan, the 2022 Share Incentive Plan and the 2023 Share Incentive Plan; and (ii) the vesting of restricted stocks under the 2021 Share Incentive Plan.

On September 19, 2025, following approval by the third extraordinary general meeting of 2025, the Company's total share capital increased from RMB473,745,179 to RMB618,011,149, due to (i) the exercise of stock options under the 2018 Stock Option Incentive Plan and the 2023 Share Incentive Plan; (ii) the vesting of restricted shares under the 2021 Share Incentive Plan; and (iii) the capitalization of capital reserve into share capital in connection with the 2024 profit distribution.

On April 20, 2026, following approval by the annual general meeting of 2025, the Company's total share capital increased from RMB618,011,149 to RMB620,507,403, due to the exercise of stock options under the 2023 Share Incentive Plan.

Changes in the Share Capital of Our Subsidiaries

Details of our subsidiaries are set out in Note 1 to the Accountants' Report in Appendix I to this prospectus.

Save as disclosed below, there has been no change in the share capital of any of our subsidiaries within the two years immediately preceding the date of this prospectus.

SHEN AN MICRO CO., LTD. (杭州深諳微電子科技有限公司)

On December 18, 2024, the registered share capital of SHEN AN MICRO CO., LTD. increased from RMB2,000,000 to RMB16,000,000.

SG MICRO SUZHOU CO., LTD. (蘇州聖邦微電子有限公司)

On June 14, 2024, the registered share capital of SG MICRO SUZHOU CO., LTD. increased from RMB14,200,000 to RMB15,683,383.61.

GANRUI TECH (CHANGZHOU) CO., LTD. (感睿智能科技(常州)有限公司)

On November 27, 2024, the registered share capital of GANRUI TECH (CHANGZHOU) CO., LTD. increased from RMB3,304,500 to RMB3,321,700.

VTRAN TECH (CHANGZHOU) CO., LTD. (微傳智能科技(常州)有限公司)

On December 12, 2024, the registered share capital of VTRAN TECH (CHANGZHOU) CO., LTD. increased from RMB60,000,000 to RMB80,000,000.

SHANGHAI SG MICRO CO., LTD. (駿盈半導體(上海)有限公司)

On July 17, 2024, the registered share capital of SHANGHAI SG MICRO CO., LTD. increased from RMB2,000,000 to RMB30,000,000.

SHANGHAI PINGSHENG MICRO CO., LTD. (上海萍生微電子科技有限公司)

On October 22, 2025, the registered share capital of SHANGHAI PINGSHENG MICRO CO., LTD. increased from RMB2,450,000 to RMB183,450,000.

SHANGHAI FANHUIZHI TECH CO., LTD. (上海泛慧知科技有限公司)

On December 2, 2025, SHANGHAI FANHUIZHI TECH CO., LTD. was deregistered under the laws of the PRC with a registered capital of RMB5,000,000.

SG MICRO DALIAN CO., LTD. (大連聖邦駿盈微電子有限公司)

On December 22, 2025, SG MICRO DALIAN CO., LTD. was deregistered under the laws of the PRC with a registered capital of RMB10,000,000.

SG MICRO CHENGDU CO., LTD. (成都聖邦微電子有限公司)

On December 29, 2025, SG MICRO CHENGDU CO., LTD. was established under the laws of the PRC with a registered capital of RMB30,000,000.

SG MICRO WUHAN CO., LTD. (武漢聖邦微電子有限公司)

On February 6, 2026, SG MICRO WUHAN CO., LTD. was established under the laws of the PRC with a registered capital of RMB30,000,000.

SG MICRO QIANHAI CO., LTD. (深圳前海聖邦微電子科技有限公司)

On February 14, 2026, SG MICRO QIANHAI CO., LTD. was established under the laws of the PRC with a registered capital of US\$10,000,000.

SG MICRO XIAN CO., LTD. (西安聖邦微電子有限公司)

On May 20, 2026, SG MICRO XIAN CO., LTD. was established under the laws of the PRC with a registered capital of RMB5,000,000.

Resolutions of Our Shareholders

At the Shareholders' general meeting held on September 19, 2025, among other things, the following resolutions were passed by the Shareholders:

- (a) the issuance by our Company of H Shares with a nominal value of RMB1.00 each and such H Shares being listed on the Stock Exchange;
- (b) the number of H Shares to be issued shall not be more than 15% of the total issued share capital of our Company upon completion of the Global Offering and before any exercise of the Over-allotment Option, and the grant of the Over-allotment Option in respect of no more than 15% of the number of H Shares initially available under the Global Offering;
- (c) subject to the completion of the Global Offering, the adoption of the Articles of Association which shall become effective on the Listing Date, and authorization to our Board to amend the Articles of Association to the extent necessary in accordance with the requirements of the relevant laws and regulations for the purpose of the Listing; and
- (d) authorization of our Board or its authorized individual(s) to handle all matters relating to, among other things, the Global Offering, the issue and the listing of H Shares on the Stock Exchange.

Restriction on Share Repurchase

For details of the restrictions on share repurchase by our Company, see "Summary of Articles of Association" in Appendix V to this prospectus.

FURTHER INFORMATION ABOUT OUR BUSINESS**Summary of Material Contracts**

We have entered into the following contracts (not being contract entered into in the ordinary course of business) within the two years immediately preceding the date of this prospectus that are or may be material:

- (a) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, GIC Private Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which GIC Private Limited agreed to subscribe for such number of H Shares at the Offer

Price in the aggregate amount of the Hong Kong dollar equivalent of US\$50.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

- (b) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, JPMorgan Asset Management (Asia Pacific) Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which JPMorgan Asset Management (Asia Pacific) Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$49.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (c) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, CPE Ginkgo Investment Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which CPE Ginkgo Investment Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$38.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (d) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Da Cheng International Asset Management Company Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Da Cheng International Asset Management Company Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (e) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Dajia Life Insurance Co., Ltd., China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Dajia Life Insurance Co., Ltd. agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (f) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Dymon Asia Multi-Strategy Investment Master Fund, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Dymon Asia Multi-Strategy Investment Master Fund agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (g) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, First Sentier Investors (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which First Sentier Investors (Hong Kong) Limited agreed to

subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$20.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

- (h) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, GF Fund Management Co., Ltd. (廣發基金管理有限公司), China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which GF Fund Management Co., Ltd. agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$10.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (i) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, GF International Investment Management Limited (廣發國際資產管理有限公司), China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which GF International Investment Management Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$2.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (j) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Golden Continent Global Vision Open-ended Fund Company-Value Opportunity Fund No.2, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Golden Continent Global Vision Open-ended Fund Company-Value Opportunity Fund No.2 agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (k) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Harvest Global Investments Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Harvest Global Investments Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (l) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, HHLR Advisors, Ltd., China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which HHLR Advisors, Ltd. agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$49.0 million (US\$10.0 million of which is held as the investment manager of segregated management accounts managed for CPP Investments) (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

- (m) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Huadeng Tech Ace Investment Ltd, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Huadeng Tech Ace Investment Ltd agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (n) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, HQ TELECOM SINGAPORE PTE. LTD., China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which HQ TELECOM SINGAPORE PTE. LTD. agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$7.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (o) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Sungrow Power (Hong Kong) Co., Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Sungrow Power (Hong Kong) Co., Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$4.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (p) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, ICBC Wealth Management Co., Ltd. (工銀理財有限責任公司), China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which ICBC Wealth Management Co., Ltd. agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (q) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, iSoftStone Hong Kong Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which iSoftStone Hong Kong Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (r) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, LMR Multi-Strategy Master Fund Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which LMR Multi-Strategy Master Fund Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

- (s) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Integrated Core Strategies (Asia) Pte. Ltd., China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Integrated Core Strategies (Asia) Pte. Ltd. agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$5.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (t) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Ninety One Asia Pte. Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Ninety One Asia Pte. Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (u) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Ocean Fine Industrial Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Ocean Fine Industrial Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$4.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (v) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, PSBC Wealth Management Co., Ltd. (中郵理財有限責任公司), China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which PSBC Wealth Management Co., Ltd. agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$3.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (w) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Taikang Life Insurance Co., Ltd, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Taikang Life Insurance Co., Ltd agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$8.0 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);
- (x) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Value Partners Hong Kong Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Value Partners Hong Kong Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$10.1 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares);

- (y) the cornerstone investment agreement dated June 15, 2026 entered into among the Company, Value Partners Limited, China International Capital Corporation Hong Kong Securities Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Value Partners Limited agreed to subscribe for such number of H Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$1.9 million (excluding the brokerage, SFC transaction levy, AFRC transaction levy and Stock Exchange trading fee in respect of such number of H Shares; and
- (z) the Hong Kong Underwriting Agreement

Intellectual Property Rights**Trademarks**

As of the Latest Practicable Date, we had registered the following trademarks which we consider to be material to our business:

No.	Owner	Trademark	Registration No.	Class	Date of Registration	Expiry Date	Place of Registration
1.	the Company		62733945	9	January 14, 2023	January 13, 2033	PRC
2.	the Company		57924545	9	April 14, 2023	April 13, 2033	PRC
3.	the Company		56280718	9	December 21, 2022	December 20, 2032	PRC
4.	the Company		57924548	9	August 7, 2022	August 6, 2032	PRC
5.	the Company		57933792	9	July 21, 2022	July 20, 2032	PRC
6.	the Company		49829632	9	October 14, 2021	October 13, 2031	PRC
7.	the Company		49828369	42	September 14, 2021	September 13, 2031	PRC
8.	the Company		49235559	9	April 7, 2021	April 6, 2031	PRC
9.	the Company		31837749	9	February 7, 2020	February 6, 2030	PRC
10.	the Company		31690516	37	March 21, 2019	March 20, 2029	PRC
11.	the Company		31693179	35	March 21, 2019	March 20, 2029	PRC
12.	the Company		31695296	38	March 21, 2019	March 20, 2029	PRC
13.	the Company		31680787	42	March 21, 2019	March 20, 2029	PRC
14.	the Company		25043557	9	June 28, 2018	June 27, 2028	PRC
15.	the Company		24415392	35	May 28, 2018	May 27, 2028	PRC
16.	the Company		24414729	42	May 28, 2018	May 27, 2028	PRC
17.	the Company		24219927	9	May 14, 2018	May 13, 2028	PRC
18.	the Company		6522791	9	April 7, 2010	April 6, 2030	PRC
19.	the Company		6522788	9	April 7, 2010	April 6, 2030	PRC

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

No.	Owner	Trademark	Registration No.	Class	Date of Registration	Expiry Date	Place of Registration
20.	the Company		304167685	9	August 17, 2018	June 8, 2027	Hong Kong
21.	the Company		4738202	9	May 19, 2015	May 18, 2035	USA
22.	the Company		40-1316810	9	December 28, 2017	December 28, 2027	South Korea
23.	the Company		2017-77128	9	March 23, 2018	March 22, 2028	Japan
24.	the Company		302017105765	9	July 6, 2017	July 5, 2027	Germany
25.	the Company		304579976	9	November 26, 2018	June 27, 2028	Hong Kong
26.	the Company		302019105422	9	April 24, 2019	April 24, 2029	Germany
27.	the Company		305224842	9	August 14, 2020	March 18, 2030	Hong Kong
28.	the Company		02195824	9	January 16, 2022	January 15, 2032	Taiwan, China
29.	the Company		02195852	9	January 16, 2022	January 15, 2032	Taiwan, China
30.	the Company		305719113	9	February 14, 2022	August 15, 2031	Hong Kong
31.	the Company		305719104	9	February 14, 2022	August 15, 2031	Hong Kong

Patents

As of the Latest Practicable Date, we had registered the following patents which we consider to be material to our business:

No.	Owner	Patent Name	Patent Type	Patent No.	Date of Registration	Place of Registration
1.	the Company	A multi-phase DC-DC converter (一種多相DC-DC轉換器)	Invention patent	ZL202011553761.1	May 23, 2025	PRC
2.	the Company	Over-current protection circuit and over-current protection method for DC power supply (DC電源的過流保護電路和過流保護方法)	Invention patent	ZL202011398532.7	May 9, 2025	PRC
3.	the Company	Power conversion circuit of multi-phase power supply as well as multi-phase power supply and control method thereof (多相電源的功率轉換電路和多相電源及其控制方法)	Invention patent	ZL202110383005.7	April 11, 2025	PRC
4.	the Company	Power supply monitoring circuit and switching power supply (電源監控電路及開關電源)	Invention patent	ZL202011574949.4	January 10, 2025	PRC
5.	the Company	Switching converter and control circuit thereof (開關變換器及其控制電路)	Invention patent	ZL202011009456.6	January 10, 2025	PRC
6.	the Company	Oscillator for switching converter, and switching converter (一種開關變換器的振蕩器和開關變換器)	Invention patent	ZL202011601971.3	January 10, 2025	PRC
7.	the Company	Device module, manufacturing method thereof, and inductor-capacitor array (器件模塊及其制造方法和電感電容陣列)	Invention patent	ZL202110383001.9	January 3, 2025	PRC

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

No.	Owner	Patent Name	Patent Type	Patent No.	Date of Registration	Place of Registration
8.	the Company	The method, apparatus, computer-readable storage medium and terminal for triggering of a flash lamp (閃光燈引閃方法、裝置、計算機可讀存儲介質及終端)	Invention patent	ZL202010083970.8	December 10, 2024	PRC
9.	the Company; Guangdong Xintaochip Microelectronics Co., LTD	Power module and packaging integration method thereof (電源模塊及其封裝集成方法)	Invention patent	ZL201811288902.4	December 10, 2024	PRC
10.	the Company	Linear regulator and power management chip (線性穩壓器和電源管理芯片)	Invention patent	ZL202110095761.X	December 6, 2024	PRC
11.	the Company	Power converter and control circuit thereof (功率變換器及其控制電路)	Invention patent	ZL202010636386.0	November 12, 2024	PRC
12.	the Company	Polling detection circuit and method based on battery protection chip and battery protection chip (基於電池保護芯片的輪詢檢測電路、方法及電池保護芯片)	Invention patent	ZL202011163786.0	November 12, 2024	PRC
13.	the Company	Low dropout linear regulator (低壓差線性穩壓器)	Invention patent	ZL202110640833.4	November 12, 2024	PRC
14.	the Company	Switching converter, control circuit and control method thereof (開關變換器及其控制電路和控制方法)	Invention patent	ZL202011130920.7	October 18, 2024	PRC
15.	the Company	Operational amplifier, integrated circuit, and method for generating internal power supply of operational amplifier (運算放大器、集成電路及運算放大器的內部電源產生方法)	Invention patent	ZL202011398531.2	October 18, 2024	PRC
16.	the Company	Envelope synthetic power and RF power module with envelope synthetic power (包絡合成電源及具有包絡合成電源的射頻功率模塊)	Invention patent	ZL202011626961.5	October 18, 2024	PRC
17.	the Company	Output stage circuit and Class AB amplifier (輸出級電路和AB類放大器)	Invention patent	ZL202011451032.5	October 15, 2024	PRC
18.	the Company	Multi-phase switching converter and control circuit thereof (多相開關變換器及其控制電路)	Invention patent	ZL202111261865.X	October 15, 2024	PRC
19.	the Company	Reference voltage generating circuit and generating method thereof (參考電壓產生電路及其產生方法)	Invention patent	ZL202011450867.9	August 30, 2024	PRC
20.	the Company	Battery protection circuit (電池保護電路)	Invention patent	ZL201911423242.0	August 30, 2024	PRC
21.	the Company	Analog-to-digital converter and analog-to-digital conversion method (模數轉換器及模數轉換方法)	Invention patent	ZL202011592183.2	August 30, 2024	PRC
22.	the Company	Battery protection chip, short circuit retry protection control circuit and method thereof (電池保護芯片、其短路重試保護控制電路和方法)	Invention patent	ZL202011163787.5	August 30, 2024	PRC
23.	the Company	Test device for low dropout linear regulator (低壓差線性穩壓器的測試裝置)	Invention patent	ZL202110235868.X	July 12, 2024	PRC
24.	the Company	An analog-to-digital converter and operation method thereof (一種模數轉換器及其操作方法)	Invention patent	ZL202111617749.7	June 28, 2024	PRC
25.	the Company	Charge pump circuit (電荷泵電路)	Invention patent	ZL202011575690.5	June 21, 2024	PRC
26.	the Company	Driving circuit, load switching circuit and power supply module of power transistor (功率晶體管的驅動電路、負載開關電路以及電源模塊)	Invention patent	ZL202311352706.X	June 18, 2024	PRC
27.	the Company	Motor drive circuit (電機驅動電路)	Invention patent	ZL202011538311.5	June 18, 2024	PRC
28.	the Company	Detection circuit and power supply circuit for DC-DC converter (用於DC-DC轉換器的檢測電路和供電電路)	Invention patent	ZL202210814789.9	May 14, 2024	PRC
29.	the Company	DC-DC converter (DC-DC變換器)	Invention patent	ZL202210983558.0	May 14, 2024	PRC

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STATUTORY AND GENERAL INFORMATION

No.	Owner	Patent Name	Patent Type	Patent No.	Date of Registration	Place of Registration
30.	the Company	Power supply circuit, display panel and display device (電源電路、顯示面板及顯示裝置)	Invention patent	ZL202110145442.5	May 10, 2024	PRC
31.	the Company	Circuit for beam splitting protection of power input and output (對電源輸入輸出進行分束保護的電路)	Invention patent	ZL201710172963.3	April 16, 2024	PRC
32.	the Company	Resistance circuit and variable gain amplification circuit (電阻電路和可變增益放大電路)	Invention patent	ZL201811042171.5	September 12, 2023	PRC
33.	the Company	Controller and control method of thermoelectric cooler/heater (熱電致冷致熱器的控制器及控制方法)	Invention patent	ZL202010929394.4	August 22, 2023	PRC
34.	the Company	LED drive circuit and control circuit thereof (LED驅動電路及其控制電路)	Invention patent	ZL201910785173.1	May 26, 2023	PRC
35.	the Company	Signal processing circuit (信號處理電路)	Invention patent	ZL202010910031.6	April 7, 2023	PRC
36.	the Company	DC trimming module and bandgap reference circuit with DC trimming (直流修調模塊及採用直流修調的帶隙基準電路)	Invention patent	ZL201911419599.1	October 14, 2022	PRC
37.	the Company	Output stage circuit and Class AB amplifier (輸出級電路和AB類放大器)	Invention patent	ZL201911415378.7	October 14, 2022	PRC
38.	the Company	THD reduction output stage circuit of low voltage operational amplifier based on CMOS technology (基於CMOS工藝的低壓運算放大器降低THD的輸出級電路)	Invention patent	ZL201910743261.5	September 30, 2022	PRC
39.	the Company	Startup or anti-stalling method of direct current brush motor (一種直流有刷電機的啟動或抗堵轉方法)	Invention patent	ZL201911401634.7	July 12, 2022	PRC
40.	the Company	Low dropout linear regulator with high power supply rejection ratio (高電源抑制比的低壓差線性穩壓器)	Invention patent	ZL201910995503.X	April 1, 2022	PRC
41.	the Company	Switching power supply, ringing cancellation circuit and ringing canceling method thereof (開關電源及其振鈴消除電路和振鈴消除方法)	Invention patent	ZL201910705901.3	October 15, 2021	PRC
42.	the Company	A method for generating PWM signal for driving LED (一種驅動LED的PWM信號的產生方法)	Invention patent	ZL201810264085.2	September 24, 2021	PRC
43.	the Company	Low temperature-drift precision current generation circuit (低溫漂精密電流產生電路)	Invention patent	ZL201611215678.7	January 23, 2018	PRC
44.	the Company; SG MICRO SUZHOU CO., LTD. (蘇州聖邦 微電子有限公司)	Single inductor positive and negative voltage output device (單電感正負電壓輸出裝置)	Invention patent	ZL201410429174.X	January 18, 2017	PRC
45.	the Company	Single inductor positive and negative voltage output device (單電感正負電壓輸出裝置)	Invention patent	KR10-1845337	March 29, 2018	South Korea
46.	the Company	Single inductor positive and negative voltage output device (單電感正負電壓輸出裝置)	Invention patent	US9960682	May 1, 2018	USA
47.	the Company	Switching power supply, control circuit and control method thereof (開關電源及其控制電路和控制方法)	Invention patent	US11990828 B2	May 21, 2024	USA
48.	the Company	Switching converter and low voltage startup circuit thereof (開關變換器及其低壓啟動電路)	Invention patent	US11929667 B2	March 12, 2024	USA
49.	the Company	Low dropout linear regulator with high power supply rejection ratio (高電源抑制比的低壓差線性穩壓器)	Invention patent	US11994887 B2	May 28, 2024	USA
50.	the Company	A low dropout linear voltage regulator and control circuit thereof (一種低壓差線性穩壓器及其控制電路)	Invention patent	US11971734 B2	April 30, 2024	USA
51.	the Company	Polling detection circuit and method based on battery protection chip and battery protection chip (基於電池保護芯片的輪詢檢測電路、方法及電池保護芯片)	Invention patent	US12174261 B2	December 24, 2024	USA

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No.	Owner	Patent Name	Patent Type	Patent No.	Date of Registration	Place of Registration
52.	the Company	Reading circuit for differential OTP memory (用於差分型OTP存儲器的讀取電路)	Invention patent	US12249382 B2	March 11, 2025	USA
53.	the Company	Monostable circuit (單穩態電路)	Invention patent	US12334927 B2	June 17, 2025	USA
54.	the Company	Voltage Regulation Control Circuit for Voltage Regulator Circuit and Voltage Regulator Circuit (用於穩壓電源電路的調壓控制電路及穩壓電源電路)	Invention patent	ZL202310436594.X	December 30, 2025	PRC
55.	the Company	Short-Circuit Protection Circuit for Power Transistor (用於功率管的短路保護電路)	Invention patent	ZL202411997632.X	December 9, 2025	PRC
56.	the Company	Chip with Fully Wrapped Isolation for Signal Lines, Method and Chip Manufacturing Method (一種信號線全包裹隔離的芯片、方法及芯片製造方法)	Invention patent	ZL202110546229.5	December 2, 2025	PRC
57.	the Company	Low-Voltage Differential Signaling (LVDS) Communication System and Driver Thereof (低壓差分信號通信系統及其驅動器)	Invention patent	ZL202411718771.4	November 14, 2025	PRC
58.	the Company	Sigma-Delta Analog-to-Digital Converter and Quantization Circuit Thereof (Sigma-Delta模數轉換器及其量化電路)	Invention patent	ZL202311511362.2	November 14, 2025	PRC
59.	the Company	Integrated Circuit Assembly and Packaging Assembly Thereof (集成電路組件及其封裝組件)	Invention patent	ZL202011555288.0	November 14, 2025	PRC
60.	the Company	IPD Filter Based on 5G Communication N79 Frequency Band and Manufacturing Method Thereof (一種基於5G通信N79頻段的IPD濾波器及其製作方法)	Invention patent	ZL202310146621.X	October 17, 2025	PRC
61.	the Company	Soft Turn-Off Control Circuit and Method in Isolated Driver Chip, and Isolated Driver Chip (隔離驅動芯片中的軟關斷控制電路及方法、隔離驅動芯片)	Invention patent	ZL202411639163.4	September 30, 2025	PRC
62.	the Company	Integrated Circuit, Digital-to-Analog Converter and Driving Method Thereof (集成電路、數模轉換器及其驅動方法)	Invention patent	ZL202011515687.4	September 5, 2025	PRC
63.	the Company	Testing Apparatus and Method for High-Precision Analog-to-Digital Conversion Chip (高精度模數轉換芯片的測試裝置和測試方法)	Invention patent	ZL202010935169.1	September 5, 2025	PRC
64.	the Company	Control Circuit and Control Method with Current-Limiting Protection for Switching Converter (用於開關變換器的具有限流保護的控制電路和控制方法)	Invention patent	ZL202110794994.9	July 18, 2025	PRC
65.	the Company	Switching Converter and Control Circuit Thereof (開關變換器及其控制電路)	Invention patent	ZL202110789542.1	July 18, 2025	PRC
66.	the Company	LDO Circuit with Switchable Power Supply Terminal (一種供電端可切換的LDO電路)	Invention patent	ZL202111500920.6	July 18, 2025	PRC
67.	the Company	Switching Converter, Control Circuit and Control Method Thereof (開關變換器及其控制電路和控制方法)	Invention patent	ZL202011538413.7	June 13, 2025	PRC
68.	the Company	Temperature Detection Circuit (溫度檢測電路)	Invention patent	ZL202111661395.6	June 13, 2025	PRC
69.	SG MICRO SUZHOU CO., LTD.	Power Supply Voltage Switching Circuit and Power Supply Voltage Switching Method (電源電壓切換電路及電源電壓切換方法)	Invention patent	ZL202210848418.2	August 1, 2025	PRC
70.	SG MICRO SUZHOU CO., LTD.	Short-Circuit Recovery Soft-Start Circuit for DC-DC Converter and DC-DC Converter (用於DC-DC變換器的短路恢復軟啟動電路以及DC-DC變換器)	Invention patent	ZL202210887671.9	July 11, 2025	PRC
71.	SHANGHAI SG MICRO CO., LTD. (駿盈半導體(上海)有限公司)	Inductor Current Reuse Detection Circuit for DC-DC Converter and DC-DC Converter (用於DC-DC變換器的電感電流複用檢測電路、以及DC-DC變換器)	Invention patent	ZL202211216083.9	November 14, 2025	PRC

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<u>No.</u>	<u>Owner</u>	<u>Patent Name</u>	<u>Patent Type</u>	<u>Patent No.</u>	<u>Date of Registration</u>	<u>Place of Registration</u>
72.	SHANGHAI SG MICRO CO., LTD.	Digital-to-Analog Conversion Circuit, Chip and Electronic Equipment for PWM-to-Analog Output Conversion (PWM轉換模擬輸出的數模轉換電路、芯片及電子設備)	Invention patent	ZL202211700884.2	September 9, 2025	PRC
73.	the Company	Controller and Control Method for Thermoelectric Cooler-Heater (熱電致冷致熱器的控制器及控制方法)	Invention patent	US12449167 B2	October 21, 2025	USA

Integrated Circuit Layout Designs

As of the Latest Practicable Date, we had registered the following integrated circuit layout designs which we consider to be material to our business:

<u>No.</u>	<u>Layout Owner</u>	<u>Layout Design Name</u>	<u>Registration No. of Layout Design</u>	<u>Date of Registration</u>
1.	the Company	High-speed dual-channel single-pole double-throw switch (高速雙通道單刀雙擲開關)	BS.245010114	February 11, 2025
2.	the Company	Audio power amplifier (音頻功率放大器)	BS.245011714	February 5, 2025
3.	the Company	High voltage, high precision, low noise rail-to-rail operational amplifier (高電壓，高精度，低噪聲軌對軌運算放大器)	BS.245009604	November 19, 2024
4.	the Company	Small-size, low-voltage comparator (小尺寸，低電壓比較器)	BS.245009590	November 19, 2024
5.	the Company	Ultra-low noise, high PSRR linear regulator (超低噪聲，高PSRR線性穩壓器)	BS.245009183	November 19, 2024
6.	the Company	High precision, low noise, low difference linear regulator (高精度，低噪聲，低差線性穩壓器)	BS.245009558	November 19, 2024
7.	the Company	Buck-Boost Charge Controller (Buck-Boost充電控制器)	BS.245009256	November 19, 2024
8.	the Company	Microprocessor monitoring circuit (微處理器監控電路)	BS.245009353	November 19, 2024
9.	the Company	Microprocessor monitoring circuit (微處理器監控電路)	BS.245009264	November 20, 2024
10.	the Company	Buck DC/DC Converter (降壓DC/DC轉換器)	BS.245008713	November 12, 2024

Domain Name

As of the Latest Practicable Date, we had registered the following internet domain name which we consider to be material to our business:

<u>No.</u>	<u>Domain Name</u>	<u>Registered Owner</u>	<u>Place of Registration</u>	<u>Registration Number</u>
1.	sg-micro.com	the Company	PRC	Beijing Public Security Network Security Record No. 11010802046258; Beijing ICP Filing No. 08010133-2

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**Particulars of Directors' Service Contracts and Letters of Appointment**

We have entered into a service contract or letter of appointment with each of our Directors in respect of, among others, (i) term of service, (ii) termination, and (iii) dispute resolution mechanism.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

Remuneration of Directors

Save as disclosed in “Directors and Senior Management” in this prospectus and Note 9 to the Accountants' Report in Appendix I to this prospectus, none of our Directors received other remuneration or benefits in kind from our Company in respect of the years ended December 31, 2023, 2024 and 2025.

Agency Fees or Commissions Received

The Underwriters will receive an underwriting commission in connection with the Underwriting Agreements. See “Underwriting — Underwriting Arrangements and Expenses.” Save in connection with the Underwriting Agreements, no commissions, discounts, agency fee, brokerages or other special terms have been paid or is payable by the Group to any person (including the Directors, promoters and experts referred to in the paragraph headed “— Other Information — Qualifications of Experts” below in connection with the issue or sale of any capital or security of any member of our Group within the two years immediately preceding the date of this prospectus.

Disclosure of Interests***Disclosure of Interests of Directors and Chief Executive of the Company***

Save as disclosed below, immediately following the completion of the Global Offering (assuming no exercise of the Over-allotment Option and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), so far as our Directors are aware, none of our Directors or chief executive of our Company will have any interest and/or short position (as applicable) in the Shares, underlying Shares or debentures of our Company or our associated corporation (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules to be notified to our Company and the Stock Exchange, once the H Shares are listed on the Stock Exchange.

Name	Position	Nature of interest	Number and description of Shares ⁽¹⁾	Approximate percentage of interest in the total issued share capital of our Company as of the Latest Practicable Date	Approximate percentage of interest in the A Shares immediately following the completion of the Global Offering ⁽²⁾	Approximate percentage of interest in the total issued share capital of our Company immediately following the completion of the Global Offering ⁽²⁾
Dr. Zhang	Executive Director, Chairman of the Board and General Manager	Interest in controlled corporation ⁽³⁾ ; interest held jointly with other persons ⁽⁴⁾ ; interest of spouse ⁽⁵⁾	221,512,150 A Shares	35.67%	35.67%	32.82%
Ms. Zhang	Executive Director, Deputy Chairwoman of the Board, Deputy General Manager and Secretary to the Board	Beneficial owner; interest in controlled corporation ⁽⁶⁾ ; interest held jointly with other persons ⁽⁴⁾	221,512,150 A Shares	35.67%	35.67%	32.82%
Mr. Lin Lin	Non-executive Director	Beneficial owner; interest held jointly with other persons ⁽⁴⁾	221,512,150 A Shares	35.67%	35.67%	32.82%
Ms. Liu Ming	Non-executive Director	Interest in controlled corporation ⁽⁷⁾	43,648 A Shares	0.01%	0.01%	0.01%

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of 675,015,824 Shares in issue immediately following the completion of the Global Offering (assuming that the Over-allotment Option is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing).
- (3) As of the Latest Practicable Date, Hongshun Xiangtai was wholly owned by Dr. Zhang. As a result, Dr. Zhang is deemed to be interested in the 117,449,624 A Shares held by Hongshun Xiangtai.
- (4) Pursuant to the Concert Party Agreement dated June 10, 2015, as amended and supplemented by the Supplemental Agreement to the Concert Party Agreement dated January 21, 2021, Hongshun Xiangtai (wholly owned by Dr. Zhang), Baoli Hongya (wholly owned by Ms. Zhang), Power Trend (indirectly wholly owned by Ms. Wen Li), Ms. Zhang and Mr. Lin Lin agreed that, among others, for so long as Hongshun Xiangtai remains a Shareholder, they would act in concert with Hongshun Xiangtai in respect of matters related to business decisions, including exercising voting rights at the Shareholders' meetings, the right to submit proposals to the Board and the Shareholders' meetings, and the right to nominate Directors, independent Directors, and supervisors. As a result, each of Hongshun Xiangtai, Baoli Hongya, Power Trend, Dr. Zhang, Ms. Zhang, Mr. Lin Lin and Ms. Wen Li was deemed to be interested in all the Shares in which each of them is interested under the SFO.
- (5) As of the Latest Practicable Date, Dr. Zhang's spouse, Ms. Wen Li, indirectly held 28,792,495 A Shares in the Company. By virtue of the SFO, Dr. Zhang is deemed to be interested in the Shares held by his spouse.
- (6) As of the Latest Practicable Date, Baoli Hongya was wholly owned by Ms. Zhang. As a result, Ms. Zhang is deemed to be interested in the 50,712,118 A Shares held by Baoli Hongya.
- (7) As of the Latest Practicable Date, Ms. Liu Ming was the general partner of Beijing Gaodi Datian Investment Management Center (Limited Partnership) (北京高迪達天投資管理中心(有限合夥)). As a result, Ms. Liu is deemed to be interested in the 43,648 A Shares held by Beijing Gaodi Datian Investment Management Center (Limited Partnership).

Disclosure of Interests of Substantial Shareholders

(a) Interests in our Company

Save as disclosed in "Substantial Shareholders," immediately following the completion of the Global Offering (assuming no exercise of the Over-allotment Option and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing), our Directors are not aware of any other person (not being a Director or chief executive of our Company)

who will have interest and/or short position (as applicable) in the Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

(b) Interests of the Substantial Shareholders of Other Members of Our Group

As of the Latest Practicable Date, so far as our Directors are aware, the following persons (other than our Directors or chief executive of our Company) were interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of other member of our Group:

<u>Name of Members of our Group</u>	<u>Name of Shareholder(s)</u>	<u>Percentage of Shareholding</u>
SHEN AN MICRO CO., LTD. (杭州深諳微電子科技有限公司)	Hangzhou Lixin Enterprise Management Consulting Partnership (Limited Partnership) (杭州勵新企業管理諮詢合夥企業 (有限合夥))	14.40%
SHEN AN MICRO CO., LTD. (杭州深諳微電子科技有限公司)	Harmonious Surpassing Small and medium-sized Enterprise Development Fund (Yixing) Partnership (Limited Partnership) (和諧超越中小企業發展基金 (宜興) 合夥企業 (有限合夥))	10.00%
SHEN AN MICRO CO., LTD. (杭州深諳微電子科技有限公司)	Hangzhou Lixing Enterprise Management Partnership (Limited Partnership) (杭州勵行企業管理合夥企業 (有限合夥))	10.00%
GANRUI TECH (CHANGZHOU) CO., LTD. (感睿智能科技 (常州) 有限公司)	GLW Technology Limited (諾虹技術有限公司)	22.6872%
TeraDevices Inc. (上海億存芯半導體有限公司)	Yuan Qingpeng (袁慶鵬)	22.4582%

Disclaimers

- (i) Save as disclosed in “History, Development and Corporate Structure,” none of our Directors nor any of the experts referred to under the paragraph headed “— Other Information — Qualifications of Experts” below has any direct or indirect interest in the promotion of our Company, or in any assets which have, within the two years immediately preceding the date of this prospectus, been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group.
- (ii) Save in connection with the Underwriting Agreements, none of our Directors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole.
- (iii) Save in connection with the Underwriting Agreements, none of the experts referred to under the paragraph headed “— Other Information — Qualifications of Experts” below is interested legally or beneficially in any shares in any member of the Group, or has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group.

- (iv) Save as disclosed in “Relationship with our Controlling Shareholders,” none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are listed on the Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.
- (v) Save as disclosed in “Business,” so far as is known to our Directors, none of our Directors or their respective close associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group during the Track Record Period.

SHARE INCENTIVE PLANS

The following is a summary of the key terms of the Share Incentive Plans currently being implemented by our Company, including the 2021 Share Incentive Plan, the 2022 Share Incentive Plan, the 2023 Share Incentive Plan, the 2025 Share Incentive Plan and the 2025 Second Tranche Share Incentive Plan. The terms of Share Incentive Plans do not involve any grant of Share Incentives by our Company after the Listing and are not subject to the provisions of Chapter 17 of the Listing Rules. The terms of the Share Incentive Plans are summarized below.

Purpose

The purposes of the Share Incentive Plans are to further establish and improve our long-term incentive mechanism, attract and retain outstanding talents, and fully motivate their enthusiasm and innovation to enhance cohesion and core competitiveness of our Company. The Share Incentive Plans are implemented to align the interests of our Shareholders, our Company and our core team members, which is beneficial to the sustainable development of our Group and ensures the realization of our development strategy and business objectives.

Type of Share Incentives

The Share Incentives are granted in two forms: (i) restricted stocks and (ii) stock options. Under the 2021 Share Incentive Plan, we may grant restricted stocks to eligible participants. Under the 2022 Share Incentive Plan, the 2023 Share Incentive Plan, the 2025 Share Incentive Plan and the 2025 Second Tranche Share Incentive Plan, we may grant stock options to eligible participants.

The A Shares underlying the restricted stocks or the stock options under the Share Incentive Plans can only be issued after the vesting or exercise thereof.

Administration

Each of the Share Incentive Plans is subject to the approval of our Company’s general meeting, administration of the Board and the supervision of the Company’s supervisory committee and independent non-executive Directors.

Participants

Participants under the Share Incentive Plans include (as the case may be), (i) core management personnels, (ii) core technical/business employees, and (iii) senior management members of our

Company, but do not include (i) independent non-executive Directors, (ii) supervisors, and (iii) Shareholders who, individually or in aggregate, holding 5% or more of the Shares of our Company, or actual controller(s) and their respective spouse, parents and children.

Source and Maximum Number of Shares

The underlying Shares for the Share Incentives are new A Shares to be issued by our Company. The number of Shares granted to any individual grantee under all the share incentive plans of our Company currently in effect shall not exceed 1% of our Company's total share capital.

Subject to the adjustment mechanisms set out in the section headed “— Adjustment” below, the maximum number of Share Incentives initially available to be granted under each Share Incentive Plan is as follows:

<u>Share Incentive Plan</u>	<u>Maximum number of Shares corresponding to initial Share Incentives that may be granted</u>
2021 Share Incentive Plan	2,100,000 A Shares
2022 Share Incentive Plan	4,760,000 A Shares
2023 Share Incentive Plan	10,325,000 A Shares
2025 Share Incentive Plan	12,500,000 A Shares
2025 Second Tranche Share Incentive Plan	12,700,000 A Shares

Save for the Share Incentives that have already been granted under the Share Incentive Plans and disclosed in this prospectus, there are no additional Share Incentives available for grant under the Share Incentive Plans.

Date of Grant and Term of the Plan

The grant date of Share Incentives shall be determined by the Board after the approval of the Share Incentive Plans by the Shareholders at a general meeting. Unless otherwise stipulated by laws and regulations, the grant date must be a trading day of the Shenzhen Stock Exchange. The grant of Share Incentives is subject to the approval of the Board and shall be registered and announced within 60 days after the approval of the Share Incentive Plans at a general meeting.

The term of the Share Incentive Plans shall commence from the date of the completion of the first tranche of the grant of Share Incentives under the relevant plans and continue until the Share Incentives are fully exercised, canceled, vested, or lapsed, whichever is earlier. This term shall not exceed 72 months or 75 months, as applicable.

Conditions to the Grant of Share Incentives

Share Incentives will only be granted to eligible participants if the following conditions are fulfilled:

- (i) With respect to our Company, none of the following circumstances having occurred:
 - (a) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the certified public accountant with respect to our accountant's report for the most recent fiscal year;
 - (b) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the certified public accountant with respect to the internal control report contained in accountant's report for the most recent fiscal year;

- (c) our Company has failed to distributed profits in accordance with the laws and regulations, our Articles of Association or our public commitment within the last 36 months after its listing on the Shenzhen Stock Exchange;
 - (d) implementation of any share incentive plan is prohibited under applicable laws and regulations; or
 - (e) any other circumstances determined by the CSRC.
- (ii) With respect to a grantee, none of the following circumstances having occurred:
- (a) he or she has been regarded as an inappropriate participant by a stock exchange within the last 12 months;
 - (b) he or she has been regarded as an inappropriate participant by the CSRC or its local office within the last 12 months;
 - (c) he or she has been punished or prohibited from entering into the securities market by the CSRC or its local office due to material non-compliance of laws and regulations within the last 12 months;
 - (d) he or she is not qualified to serve as a director or senior management according to the PRC Company Law;
 - (e) he or she is prohibited from participating in any share incentive plans of listed companies according to applicable laws and regulations; or
 - (f) any other circumstances determined by the CSRC.

No consideration is paid/payable for the eligible participants to be granted Share Incentives under the Share Incentive Plans.

Lock-up Arrangements

The lock-up arrangements under the Share Incentive Plans are determined according to the Articles of Association and applicable PRC laws and regulations:

- (i) if the grantee is a Director or a senior management of our Company, the Shares to be transferred each year during his or her tenure shall not exceed 25% of the total Shares he or she holds. No Shares held by such Director or senior management may be transferred within six months after termination of his or her employment;
- (ii) if the grantee is a Director or senior management of our Company, income gained through sale of Shares within six months of the purchase or repurchase of Shares of our Company within six months of the sale, shall belong to our Company and be reclaimed by the Board; and
- (iii) if there is any change in the applicable laws and regulations or the relevant provisions of the Articles of Association on the foregoing lock-up requirements within the term of the Share Incentive Plan, the grantee shall comply with the amended laws and regulations and the Articles of Association.

Vesting/Exercise of Share Incentives

The Share Incentives will be vested or exercised when (i) the conditions set out in the section headed “— Conditions to the Grant of Share Incentives” above are fulfilled; and (ii) the performance targets of our Company and the grantees as set out under the relevant plans are achieved. The granted Share Incentives will be vested/exercised in accordance with the schedules under the relevant plans after the lock-up period as follows:

<u>Share Incentive Plan</u>	<u>Type of Share Incentives</u>	<u>Vesting schedule (for restricted stock) and exercise schedule (for stock options)</u>
2021 Share Incentive Plan	Restricted stocks	The restricted stocks may be vested in four tranches of 22%, 24%, 26% and 28% during the respective 12-month periods between the first trading date after the 12 months from the date of grant and the last trading day within the 60 months of the date of grant.
2022 Share Incentive Plan	Stock options	The stock options, may be exercised in four tranches of 22%, 24%, 26% and 28% during the respective 12-month periods between the first trading date after the 15 or 12 months (as the case may be) from the date of grant and the last trading day within the 63 or 60 months (as the case may be) of the date of grant.
2023 Share Incentive Plan, 2025 Share Incentive Plan and 2025 Second Tranche Share Incentive Plan	Stock options	The stock options may be exercised in four tranches of 22%, 24%, 26% and 28% during the respective 12-month periods between the first trading date after the 12 months from the date of grant and the last trading day within the 60 months of the date of grant.

Grant Price or Exercise Price

The grant/exercise price of each Share Incentive shall not be lower than the nominal value of each A Share and, in principle, shall not be lower than (as the case may be stipulated in the relevant Share Incentive Plans):

<u>Share Incentive Plan</u>	<u>Type of Share Incentives</u>	<u>Grant price (for restricted stock) and exercise price (for stock options)</u>
2021 Share Incentive Plan	Restricted stocks	(i) RMB200 per Share; or (ii) should be no less than 50% of the average trading price of the A Shares over the following periods prior to the announcement of the Share Incentive Plans: (A) one trading day or (B) 20, 60 or 120 trading days
2022 Share Incentive Plan	Stock options	(i) RMB133 per Share; or (ii) should be no less than 75% of the average trading price of the A Shares over the following periods prior to the announcement of the Share Incentive Plans: (A) one trading day or (B) 20, 60 or 120 trading days
2023 Share Incentive Plan	Stock options	(i) RMB66 per Share; or (ii) should be no less than 75% of the average trading price of the A Shares over the following periods prior to the announcement of the Share Incentive Plans: (A) one trading day or (B) 20, 60 or 120 trading days

Share Incentive Plan	Type of Share Incentives	Grant price (for restricted stock) and exercise price (for stock options)
2025 Share Incentive Plan	Stock options	(i) RMB96 per Share; or (ii) should be no less than 75% of the average trading price of the A Shares over the following periods prior to the announcement of the Share Incentive Plans: (A) one trading day or (B) 20, 60 or 120 trading days
2025 Second Tranche Share Incentive Plan	Stock options	(i) RMB72.6 per Share; or (ii) should be no less than 75% of the average trading price of the A Shares over the following periods prior to the announcement of the Share Incentive Plans: (A) one trading day or (B) 20, 60 or 120 trading days

Adjustment

Subject to the other terms and conditions contained in the Share Incentive Plans, the number and/or exercise price of granted Share Incentives may be adjusted upon the occurrence of certain events from the date of the announcement of the relevant Share Incentive Plan to the completion of relevant registration or exercise by the grantee. These events include, as the case may be, (i) capitalization of reserves, (ii) distribution of stock dividends, (iii) distribution of cash dividends, (iv) share subdivision, and (v) share issuance or share consolidation.

Outstanding Share Incentives

As of the Latest Practicable Date, the number of the outstanding Share Incentives granted under the Share Incentive Plans was 29,363,143, representing approximately 4.35% of the issued Shares immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing). If all outstanding Share Incentives granted under the Share Incentive Plans (including both the restricted stocks and the stock options) are fully vested or exercised, assuming the Over-allotment Option is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing, the issued and outstanding Shares held by Shareholders following completion of the Global Offering will be diluted by approximately 4.17%. The dilutive effect on our earnings per share will be approximately 4.17%.

The following table sets forth the details of outstanding Share Incentives granted to all grantees (including Directors, senior management members, other connected persons and employees of our Company) under the Share Incentive Plans as of the Latest Practicable Date.

Grantee	Position in our Group	Address	Date of grant	Type of Share Incentives	Number of outstanding Share Incentives	Grant/Exercise price (per Share)⁽²⁾	Vesting period (for restricted stocks) / Exercise period (for stock options)	Approximately % of the issued Shares immediately after the Global Offering⁽¹⁾
Director or senior management members								
Ms. Zhang Xuan	Finance Director of the Company	Room 402 Building 1 Xinfeng North Street Xicheng District Beijing PRC	August 17, 2022 September 13, 2023 June 11, 2025 March 27, 2026	Stock options Stock options Stock options Stock options	22,714 56,160 104,000 50,000	RMB78.09 RMB50.34 RMB55.49 RMB57.80	15 months 12 months 12 months 12 months	0.00%* 0.01% 0.02% 0.01%
Other grantees								
Employees	—	—	—	Stock options/ restricted stocks	29,130,269	—	—	4.32%
Total					29,363,143			4.35%

(1) Assuming (i) the Over-allotment Option is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing.

(2) Adjusted from the initial grant/exercise price due to distribution of dividends by the Company pursuant to the terms of the relevant Share Incentive Plans.

* Denotes less than 0.005%

The following table sets forth the details of outstanding Share Incentives granted to other grantees (excluding Directors, senior management members and other connected persons of our Company) under the Share Incentive Plans, categorized by the number of underlying A Shares, as of the Latest Practicable Date:

Range of outstanding Share Incentives	Number of grantees	Number of outstanding Share Incentives	Grant/Exercise price (per Share)	Vesting Period (for restricted stocks)/ Exercise period (for stock options)	Approximately % of the issued Shares immediately after the Global Offering ⁽¹⁾
1 to 29,999	1,438	12,343,835	RMB78.09	12 months	1.83%
			RMB78.09	15 months	
			RMB50.34	12 months	
			RMB44.26	12 months	
			RMB73.49	12 months	
			RMB55.49	12 months	
30,000 to 99,999	201	10,155,699	RMB57.80	12 months	1.50%
			RMB78.09	12 months	
			RMB78.09	15 months	
			RMB50.34	12 months	
			RMB44.26	12 months	
			RMB73.49	12 months	
100,000 and above	35	6,630,735	RMB55.49	12 months	0.98%
			RMB57.80	12 months	
			RMB78.09	12 months	
			RMB78.09	15 months	
			RMB50.34	12 months	
			RMB44.26	12 months	
Total	1,674	29,130,269			4.32%

(1) Assuming (i) the Over-allotment Option is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing.

The following table sets forth the details of outstanding Share Incentives granted to other grantees (excluding our Directors, senior management members and connected persons) under each Share Incentive Plan as of the Latest Practicable Date:

Share Incentive Plans	Date of grant	Type of Share Incentives	Number of grantees ⁽²⁾	Number of A Shares underlying the outstanding Share Incentives	Grant/Exercise price (per Share) ⁽³⁾	Vesting Period (for restricted stocks)/ Exercise period (for stock options)	Approximately % of the issued Shares immediately after the Global Offering ⁽¹⁾
2021 Share Incentive Plan	April 14, 2022	Restricted stocks	255	397,948	RMB78.09	12 months	0.06%
2022 Share Incentive Plan	August 17, 2022	Stock options	582	1,312,884	RMB78.09	15 months	0.19%
2023 Share Incentive Plan	September 13, 2023	Stock options	1,028	5,618,488	RMB50.34	12 months	0.83%
2025 Share Incentive Plan	August 29, 2024	Stock options	454	2,033,529	RMB44.26	12 months	0.30%
2025 Second Tranche Share Incentive Plan	May 6, 2025	Stock options	15	314,340	RMB73.49	12 months	0.05%
2025 Share Incentive Plan	June 11, 2025	Stock options	1,440	12,951,380	RMB55.49	12 months	1.92%
2025 Second Tranche Share Incentive Plan	March 27, 2026	Stock options	434	3,199,900	RMB57.80	12 months	0.47%
2025 Share Incentive Plan	March 27, 2026	Stock options	496	3,301,800	RMB57.80	12 months	0.49%
Total				29,130,269			4.32%

(1) Assuming (i) the Over-allotment Option is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing.

(2) The individual grantees may have Share Incentives granted in one or more of the Share Incentive Plans.

(3) Adjusted from the initial grant/exercise price due to distribution of dividends by the Company pursuant to the terms of the relevant Share Incentive Plans.

OTHER INFORMATION

Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and so far as we are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of our Group.

Joint Sponsors

Each of the Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. A fee of US\$600,000 is payable by our Company to the Joint Sponsors to act as the sponsors to our Company in connection with the Listing.

Preliminary Expense

Our Company did not incur any material preliminary expense.

Promoters

The promoters of our Company as of May 24, 2012 before our conversion into a joint stock company with limited liability are as follows:

No.	Name of promoters of our Company
1.	Hongshun Xiangtai
2.	Baoli Hongya
3.	Harbin Junlin Investment Consulting Co., Ltd. (哈爾濱珺霖投資諮詢有限公司)
4.	IPV Capital I HK Limited (盈富泰克太平洋香港投資有限公司)
5.	CV VI Holding, Limited (世紀維盛控股有限公司)
6.	Power Trend
7.	Honor Base (Hong Kong) Holdings Limited (榮基香港控股有限公司)
8.	Beijing Jinhua Tianda Investment Management Center (Limited Partnership) (北京金華添達投資管理中心 (有限合夥))
9.	SPM Capital, LLC (薩銳資本有限公司)
10.	Beijing Yinghua Ruishi Investment Management Center (Limited Partnership) (北京盈華銳時投資管理中心 (有限合夥))
11.	Beijing Gaodi Datian Investment Management Center (Limited Partnership) (北京高迪達天投資管理中心 (有限合夥))
12.	Grand Fame International Limited (鵬成國際有限公司)
13.	Qingdao Hengsheng Guangmao Investment Management Co., Ltd. (青島恒升廣茂投資管理有限公司)
14.	Bloom China Corporation Limited (華揚興業有限公司)

Within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering or the related transactions described in this prospectus.

Qualifications of Experts

The qualifications of the experts who have given opinions or advice in this prospectus are as follows:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for carrying on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Huatai Financial Holdings (Hong Kong) Limited	A licensed corporation under the SFO for carrying on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) of the regulated activities as defined under the SFO

<u>Name</u>	<u>Qualification</u>
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
JunHe LLP	PRC Legal Adviser
Jun He Law Offices LLC	Sanctions Legal Adviser as to international sanctions laws
JunHe LLP	Sanctions Legal Adviser as to PRC sanctions laws
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent Industry Consultant

Consents of Experts

Each of the experts referred to in the paragraph headed “— Qualifications of Experts” above has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its reports, letters or opinions (as the case may be) and the references to its name included herein in the form and context in which they are included.

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or our subsidiary or rights (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the seller and purchaser is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. See “Taxation and Foreign Exchange — Taxation in Hong Kong” in Appendix III to this prospectus.

No Material Adverse Change

Our Directors confirm that, there has been no material adverse change in our business, financial condition and results of operations since December 31, 2025, being the latest balance sheet date of our consolidated financial statements as set out in the Accountants’ Report in Appendix I to this prospectus.

Binding Effect

This prospectus shall have the effect, if any application is made pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance as far as applicable.

Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by Section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

- (i) Save as disclosed herein, within the two years immediately preceding the date of this prospectus:
 - (a) no share or loan capital or debenture of our Company or our subsidiary has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partially paid other than in cash or otherwise; and
 - (b) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or our subsidiary.
- (ii) No share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option.
- (iii) There are no founder, management or deferred shares, convertible debt securities nor any debentures in our Company or any of our subsidiaries.
- (iv) Our Company has no outstanding convertible debt securities or debentures.
- (v) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months.
- (vi) There are no arrangements under which future dividends are waived or agreed to be waived.
- (vii) All necessary arrangements have been made to enable our H Shares to be admitted into CCASS for clearing and settlement.
- (viii) Save for the A Shares of our Company that are listed on the Shenzhen Stock Exchange, and save for the H Shares to be issued in connection with the Global Offering, none of the equity or debt securities of our Company, if any, are listed or dealt with in any other stock exchange nor is any listing or permission being or proposed to be sought.