
APPENDIX VI

STATUTORY AND GENERAL INFORMATION

1. FURTHER INFORMATION ABOUT OUR GROUP

A. Incorporation

Our Company was incorporated as a joint stock company in 2007 in Shanghai. In May 2017, we went public with our A Shares (Stock Code: 603501) listed on the main board of the Shanghai Stock Exchange. In November 2023, we successfully listed our GDRs on the SIX Swiss Exchange. Our GDRs are traded under the symbol “WILL.” On June 11, 2025, we changed our corporate name to Omnivision Integrated Circuits Group Inc. (豪威集成電路（集團）股份有限公司). For further details of the A-Shares Listing and GDRs Listing, see “History and Corporate Structure—Major Shareholding Changes of Our Company—Listing on the Shanghai Stock Exchange” and “History and Corporate Structure—Major Shareholding Changes of Our Company—Listing on the SIX Swiss Exchange” in this document, respectively.

Our registered office is located at 7/F, Building C, Block 1, No. 3000 Longdong Avenue, Pilot Free Trade Zone, Shanghai, PRC. We were registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on [], and our principal place of business in Hong Kong is at Room 1912, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Ms. LAU Yee Wa has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As our Company was established in PRC, its operations are subject to the relevant laws and regulations of Mainland China. A summary of the relevant aspects of laws and regulations of Mainland China and the Articles of Association is set out in Appendices IV and V to this document, respectively.

B. Changes in Share Capital of Our Company

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

The GDRs issued by our Company were listed on the SIX Swiss Exchange on November 10, 2023, with a total of 31,000,000 GDRs issued, each representing interest in one A share of our Company, corresponding to an increase of 31,000,000 A Shares. As a result, the total share capital of our Company increased by 31,000,000 A Shares.

In 2023, due to the exercise of the stock options under the 2019 Stock Option Incentive Plan, the 2020 Stock Option and Restricted Stock Incentive Plan and the 2021 Stock Option and Restricted Stock Incentive Plan and completion of share transfer registration, the total share capital of our Company increased by 3,693,759 A Shares.

In 2023, our Company repurchased and canceled a total of 4,302,565 granted but not yet unlocked restricted shares under the 2020 Stock Option and Restricted Stock Incentive Plan and the 2021 Stock Option and Restricted Stock Incentive Plan, and as a result, the total share capital of our Company decreased by 4,302,565 A Shares.

In 2023, the number of A Shares issued as a result of the conversion of the Convertible Bonds was 1,714, and the total share capital of our Company increased accordingly by 1,714 A Shares.

After the above changes in share capital, as of December 31, 2023, our Company’s total share capital changed to 1,215,775,357 shares.

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In 2024, due to the exercise of the 2023 Second Phase Stock Option Incentive Plan and completion of share transfer registration, the total share capital of our Company increased accordingly by 1,695,945 A Shares.

In 2024, our Company repurchased and canceled a total of 1,348,717 granted but not yet unlocked restricted shares under the third phase of the 2021 Stock Option and Restricted Stock Incentive Plan, and the total share capital of our Company decreased accordingly by 1,348,717 A Shares.

In 2024, the number of A Shares issued as a result of the conversion of the Convertible Bonds was 950, and the total share capital of our Company increased accordingly by 950 A Shares.

After the above changes in share capital, as of December 31, 2024, our Company’s total share capital changed to 1,216,123,535 A Shares.

Due to the exercise of the 2023 Second Phase Stock Option Incentive Plan from January 2025 to the Latest Practicable Date, the total share capital of our Company increased accordingly by 1,035,348 A Shares.

From January 2025 to the Latest Practicable Date, the number of A Shares issued as a result of the conversion of the Convertible Bonds was 2,207, and the total share capital of our Company increased accordingly by 2,207 A Shares.

After the above changes in share capital, as of the Latest Practicable Date, our Company’s total share capital is 1,217,161,090 A Shares.

C. Further Information about Our Major Subsidiaries

We have applied to the Stock Exchange for, and the Stock Exchange [has granted] us a waiver from strict compliance with the requirements of paragraph 26 of Appendix D1A to the Listing Rules in relation to the disclosure of information relating to the changes in the share capital of any member of our Group within the two years immediately preceding the date of this document. For details, see “Waivers and Exemptions—Waiver in respect of alteration in share capital” in this document.

There has been no alteration in the registered capital of our Major Subsidiaries within two years preceding the date of this document.

D. Resolutions Passed by Our Shareholders’ General Meeting of Our Company in Relation to the [REDACTED]

Pursuant to the shareholders’ meeting held on June 18, 2025, the following resolutions, among others, were duly passed:

- (a) the issue by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be [REDACTED] on the [REDACTED];
- (b) the number of H Shares to be issued before the exercise of the [REDACTED] shall not exceed [REDACTED]% of the enlarged share capital of our Company upon completion of the [REDACTED] and granting the [REDACTED] the [REDACTED] of no more than [REDACTED]% of the above number of H Shares to be issued;

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- (c) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on [REDACTED]; and
- (d) authorization of the Board and its authorized person to handle relevant matters relating to, among other things, the [REDACTED], the issue and [REDACTED] of the H Shares.

2. FURTHER INFORMATION ABOUT OUR BUSINESS

A. Summary of Our Material Contract

The following is the contract (not being contract entered into in the ordinary course of business) entered into by any member of our Group within the two years immediately preceding the date of this document that are or may be material:

- (a) the [REDACTED].




B. Our Material Intellectual Property Rights

Save as disclosed below, as of the Latest Practicable Date, there were no other intellectual property rights which are or may be material in relation to our business.

(a) Trademarks




(i) Registered Trademarks

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

No.	Trademark	Class	Registrant	Place of registration	Registration Number
1.		42	The Company	China	50539286, 46115450
2.		9, 42, 35, 36, 38	Beijing Jinghongzhi	China	51233806, 51247291, 51260950, 51263977, 51762039
3.		9, 12	OmniVision Technology Beijing	China	7919610, 7919905

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No.	Trademark	Class	Registrant	Place of registration	Registration Number
4.		9	OmniVision Technologies	US	3772351
				Canada	TMA 832499
				China, Japan, Korea, European Union, Singapore	1038931
				Malaysia	2010008383
				Mexico	1207757
				New Zealand	823843
				Israel	229633
				Philippines	4-2010-005166
				Taiwan	01448820
				India	1962318
5.	OMNIVISION 	9,10,35	OmniVision Technologies	Hong Kong	305883760
				Israel, Mexico, Philippines, Australia	1700141
				US	7013763
				Taiwan,	02292540
6.	OMNIVISION 	9, 35, 40, 42	OmniVision Technologies	China	60391180, 60380493, 60386756, 60372227
7.	OVMed	9, 10, 42	OmniVision Technologies	United States	5566928
				Germany, Japan	1397063
8.	Nyxel	9	OmniVision Technologies	United States	5676231
				China, Japan, Korea, European Union, Norway	1409892
9.	CameraCubeChip	9	OmniVision Technologies	Canada, Great Britain, Korea, European Union, New Zealand, Philippines, Singapore, Thailand	1576385
				US	6487267
				Taiwan	02164946
				Australia	2232642
				Hong Kong	305395258
10.	THEIACEL	9	OmniVision Technologies	China, Great Britain, Japan, European Union, Singapore, WIPO	73794603
				Hong Kong, Taiwan	1790089
					306483871
					02414505

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(b) Patents

(i) Registered Patents

As of the Latest Practicable Date, we had registered the ownership of and/or had the right to use the following patents which we consider to be or may be material to our business:

No.	Patent	Patent type	Patentee	Patent number	Expiry Date	Place of registration
1.	Comparator, comparison method, CAN transceiver, and vehicle. (比較器、比較方法、CAN 收發器及車輛)	Invention	Hunan Silicon	202211503738.0	2042-11-28	PRC
2.	CAN bus local wake-up circuit, CAN bus, and local wake-up method (CAN 總綫本地喚醒電路、CAN 總綫及本地喚醒方法)	Invention	Hunan Silicon	202211583752.6	2042-12-09	PRC
3.	A driving circuit, LIN bus, and driving method. (一種驅動電路、LIN 總綫以及驅動方法)	Invention	Hunan Silicon	202310009540.5	2043-01-04	PRC
4.	Method of manufacturing trench-type MOSFET, trench-type MOSFET, and electronic products. (溝槽型 MOSFET 的製作方法、溝槽型 MOSFET 和電子產品)	Invention	The Company	201910954530.2	2039-10-09	PRC
5.	A shielded gate MOSFET device and its manufacturing method, and electronic products (一種屏蔽柵型 MOSFET 器件及其製作方法、電子產品)	Invention	The Company	202010204225.4	2040-03-21	PRC
6.	Transient-voltage-suppression protection device, manufacturing process and electronic product (瞬態電壓抑制保護裝置、製造工藝及電子產品)	Invention	The Company	US17/424003	2041-07-19	US
7.	A bidirectional transient voltage suppression protection device, manufacturing process, and electronic product. (一種雙向瞬態電壓抑制保護器件、製作工藝及電子產品)	Invention	The Company	202010378835.6	2040-05-07	PRC

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No.	Patent	Patent type	Patentee	Patent number	Expiry Date	Place of registration
8.	A dual-channel common-source MOSFET chip packaging structure (一種雙路共漏 MOSFET 芯片封裝結構)	Utility Model	The Company	202021334387.1	2030-07-08	PRC
9.	A chip packaging process and chip packaging structure (一種芯片封裝工藝及芯片封裝結構)	Invention	The Company	202011570992.3	2040-12-26	PRC
10.	A trench-type MOSFET circuit model based on physical structure and its establishment method (一種基于物理結構的溝槽型 MOSFET 電路模型及其建立方法)	Invention	The Company	202110185932.8	2041-02-12	PRC
11.	A medium-to-high voltage shielded gate power MOSFET layout (一種中高壓屏蔽柵極功率 MOSFET 版圖)	Utility Model	The Company	202320227265.X	2033-01-31	PRC
12.	A trench SiCMOSFET device (一種溝槽 SiCMOSFET 器件)	Utility Model	The Company	202321966983.5	2033-07-24	PRC
13.	A trench IGBT structure (一種溝槽 IGBT 結構)	Utility Model	The Company	202322634523.9	2033-09-26	PRC
14.	A novel trench IGBT structure (一種新型溝槽 IGBT 結構)	Utility Model	The Company	202322628572.1	2033-09-26	PRC
15.	An SGT chip with high avalanche tolerance (一種具有高雪崩耐量的 SGT 芯片)	Utility Model	The Company	202322621748.0	2033-09-26	PRC
16.	A medium-to-high voltage shielded gate power MOSFET layout (一種中高壓屏蔽柵極功率 MOSFET 版圖)	Utility Model	The Company	202322746534.6	2033-10-12	PRC
17.	A MOSFET integrated diode monitoring chip junction temperature structure (一種 MOSFET 集成二極管監控芯片結溫結構)	Utility Model	The Company	202322752277.7	2033-10-12	PRC
18.	A high-voltage MOSFET layout and MOSFET chip (一種耐壓 MOSFET 版圖及 MOSFET 芯片)	Utility Model	The Company	202322776049.3	2033-10-12	PRC

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No.	Patent	Patent type	Patentee	Patent number	Expiry Date	Place of registration
19.	A chip packaging structure (一種芯片封裝結構)	Utility Model	The Company	202320020673.8	2033-01-05	PRC
20.	Circuit and photo sensor overlap for backside illumination image sensor (電路與光感測器重疊用於背面照明影像感測器)	Invention	OmniVision Technologies	200980104585.9	2029-02-02	PRC
21.	Stacked Image Sensor With Shared Diffusion Regions (具有共用擴散區域的堆疊影像感測器)	Invention	OmniVision Technologies	200980109452.0	2029-02-12	PRC
22.	Active Pixel Sensor Having Two Wafers (具有兩片晶圓的主動像素感測器)	Invention	OmniVision Technologies	200980108186.X	2029-03-26	PRC
23.	High Dynamic Range Image Sensor (高動態範圍影像感測器)	Invention	OmniVision Technologies	200980121401.X	2029-06-14	PRC
24.	Backside Illuminated Image Sensor With Backside Trenches (具有背面溝槽的背面照明影像感測器)	Invention	OmniVision Technologies	200980123136.9	2029-07-06	PRC
25.	Image Sensor Having Multiple Sensing Layers And Its Method Of Operating And Fabrication (具有多感測層的影像感測器及其操作與製造方法)	Invention	OmniVision Technologies	200980140232.4	2029-10-04	PRC
26.	Image Sensor With Controllable Transfer Gate Off State Voltage Levels (具可控轉移閘關斷電壓水平的影像感測器)	Invention	OmniVision Technologies	200980151839.2	2029-12-09	PRC
27.	Back Illuminated Sensor With Low Crosstalk (低串擾背照式感測器)	Invention	OmniVision Technologies	200980151625.5	2029-12-16	PRC
28.	BSI Image sensor having a grid-shaped waveguide embedded in a color filter (在彩色濾光片中嵌入格狀波導的背照式影像感測器)	Invention	OmniVision Technologies	201010550429.X	2030-11-08	PRC
29.	Backside Illuminated Imaging Sensor With Reinforced Pad Structure (具有加強墊結構的背面照明影像感測器)	Invention	OmniVision Technologies	201010564504.8	2030-11-16	PRC

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No.	Patent	Patent type	Patentee	Patent number	Expiry Date	Place of registration
30.	BSI Image Sensor With Optimized Black Level Correction (具有優化黑電平校正的背照式影像感測器)	Invention	OmniVision Technologies	201110046568.3	2031-02-17	PRC
31.	Virtual Big-small Pixel Scheme for HDR Sensors (HDR 感測器用虛擬大小像素方案)	Invention	OmniVision Technologies	201410074543.8	2034-03-02	PRC
32.	Color Filter Array, Color Filter Array Apparatus and Image Sensor (彩色濾光片陣列、彩色濾光片陣列裝置及影像感測器)	Invention	OmniVision Technologies	201410302864.9	2034-06-26	PRC
33.	Imaging Device for HDR Application (用於 HDR 應用的影像裝置)	Invention	OmniVision Technologies	201410785588.6	2034-12-17	PRC
34.	Dual Conversion Gain High Dynamic Range Sensor (雙轉換增益高動態範圍感測器)	Invention	OmniVision Technologies	201510011546.1	2035-01-08	PRC
35.	Color Filter Array Color Filter Array Apparatus and Image Sensor (彩色濾光片陣列、彩色濾光片陣列裝置及影像感測器)	Invention	OmniVision Technologies	201610615475.0	2036-07-29	PRC
36.	Short Resistant Chip Scale Package (抗短路晶片級封裝)	Invention	OmniVision Technologies	201710636661.7	2037-07-31	PRC
37.	Feedback Capacitor Formed by Bonding Via in Pixel Level Bond (由像素層鍵合通孔形成的反饋電容)	Invention	OmniVision Technologies	201711210139.9	2037-02-08	PRC
38.	Double Side AR Coating Design Between UVA to Visible to Improve the Sensitivity of Image Sensor (從 UVA 到可見光範圍的雙面抗反射塗層設計以提升影像感測器靈敏度)	Invention	OmniVision Technologies	201711370091.8	2037-12-18	PRC
39.	Chip Scale Image Sensor Package and Associated Method of Making Coefficients (晶片級影像感測器封裝及相關製造方法)	Invention	OmniVision Technologies	201810209734.9	2038-03-14	PRC

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No.	Patent	Patent type	Patentee	Patent number	Expiry Date	Place of registration
40.	SINGLE EXPOSURE HIGH DYNAMIC RANGE SENSOR (單次曝光高動態範圍感測器)	Invention	OmniVision Technologies	201810636929.1	20238-10-28	PRC
41.	A HIGH DYNAMIC RANGE SPLIT PIXEL CMOS IMAGE SENSOR WITH LOW COLOR CROSS TALK (低色彩串擾高動態範圍分割像素 CMOS 影像感測器)	Invention	OmniVision Technologies	202110528424.5	2041-05-14	PRC
42.	Black reference pixel for backside illuminated image sensor (背面照明影像感測器用黑色參考像素)	Invention	OmniVision Technologies	200980104591.4	2029-02-02	PRC
43.	Image Sensor Having Supplemental Capacitive Coupling Node (具有輔助電容耦合節點的影像感測器)	Invention	OmniVision Technologies	201110433598.X	2031-12-15	PRC
44.	Image Sensor Having Supplemental Capacitive Coupling Node and Operation Method Thereof (具有輔助電容耦合節點及其操作方法的影像感測器)	Invention	OmniVision Technologies	201410347541.1	2031-12-15	PRC
45.	Pad Design for Circuit Under Pad In Semiconductor Devices (半導體裝置中電路下墊設計)	Invention	OmniVision Technologies	201210432343.6	2032-11-01	PRC
46.	Lateral Light Shield in Backside Illuminated CMOS Image Sensors (背面照明 CMOS 影像感測器中的側向光遮罩)	Invention	OmniVision Technologies	201310049121.0	2033-02-06	PRC
47.	Optical Shield In A Pixel Planarization For Black Level Correction (用於黑電平校正的像素平坦化光學遮罩)	Invention	OmniVision Technologies	201410008314.6	2034-01-07	PRC
48.	Dual Pixel-sized Color Image Sensors and Methods for Manufacturing the Same (雙像素尺寸彩色影像感測器及其製造方法)	Invention	OmniVision Technologies	201410643620.7	2034-11-10	PRC
49.	Method for Multiwafer Stacking (多晶圓堆疊方法)	Invention	OmniVision Technologies	201510661646.9	2035-10-14	PRC

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No.	Patent	Patent type	Patentee	Patent number	Expiry Date	Place of registration
50.	CMOS Image Sensor with Peninsular Ground Contracts and Method of Manufacturing the Same (具有半島接地接點的 CMOS 影像感測器及其製造方法)	Invention	OmniVision Technologies	201610630745.5	2036-08-04	PRC
51.	A 3 Surface WLO Lens Design of Wide FOV (寬視野三面 WLO 鏡頭設計)	Invention	OmniVision Technologies	201610842870.2	2036-09-22	PRC
52.	Chip Scale Packaged Image Sensor Packages with Black Masking and Associated Packaging Methods (帶有黑色遮罩的晶片級封裝影像感測器封裝及相關封裝方法)	Invention	OmniVision Technologies	201610950721.8	2036-10-25	PRC
53.	Fabrication Methods of Image Sensor and Semiconductor Device (影像感測器及半導體裝置的製造方法)	Invention	OmniVision Technologies	201611180336.6	2036-12-19	PRC
54.	Image Sensor Package To Limit Package Height and Reduce Edge Flare (限制封裝高度並降低邊緣暈影的影像感測器封裝)	Invention	OmniVision Technologies	201810520561.2	2038-05-28	PRC
55.	Semiconductor Integrated Circuit Device, Display Device and Information Equipment (半導體積體電路裝置、顯示裝置及資訊設備)	Invention	Synaptics Incorporated Creative Legend Investments Ltd. OmniVision TDDI	201410412004	2034-08-20	PRC
56.	Display Module, Voltage Control Method, and Display Driver (顯示模組、電壓控制方法及顯示驅動器)	Invention	Synaptics Incorporated Creative Legend Investments Ltd. OmniVision TDDI	201880057598.4	2038-10-18	PRC
57.	Drive Control Device and Electronic Equipment (驅動控制裝置及電子設備)	Invention	Synaptics Incorporated Creative Legend Investments Ltd. OmniVision TDDI	201710208589.8	2037-03-31	PRC
58.	Driver IC and Display Device (驅動 IC 及顯示裝置)	Invention	Synaptics Incorporated Creative Legend Investments Ltd. OmniVision TDDI	201410126869	2034-03-31	PRC
59.	Semiconductor Device and Electronic Device (半導體裝置及電子裝置)	Invention	Synaptics Incorporated Creative Legend Investments Ltd. OmniVision TDDI	201310618328.5	2033-11-28	PRC

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No.	Patent	Patent type	Patentee	Patent number	Expiry Date	Place of registration
60.	Semiconductor Device, Display Device and Operation Method Thereof (半導體裝置、顯示裝置及其操作方法)	Invention	Synaptics Incorporated Creative Legend Investments Ltd. OmniVision TDDI	201810479158.X	2038-05-18	PRC
61.	Semiconductor Device (半導體裝置)	Invention	Synaptics Incorporated Creative Legend Investments Ltd. OmniVision TDDI	201410032403.4	2034-01-23	PRC

(c) Domain Names

As of the Latest Practicable Date, our Group had registered the following domain names which we consider to be or may be material to our business:

No.	Domain Name
1.	ovt.com
2.	omnivision-group.com

3. FURTHER INFORMATION ABOUT OUR DIRECTORS

A. Particulars of Directors’ Service Contracts and Appointment Letters

We have entered into a service contract or appointment letter with each of the Directors. The principal particulars of these service contracts and appointment letters comprise (a) the term of the service; (b) subject to termination in accordance with their respective term; and (c) a dispute resolution provision. The service contracts and appointment letters may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

Save as disclosed above, none of the 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)).

B. Remuneration of Directors

The aggregate remuneration (including fees, salaries, wages, share-based compensation, contributions to pension plans, benefits-in-kind and discretionary bonuses) for our Directors for the years ended December 31, 2022, 2023 and 2024 were approximately RMB17.7 million, RMB3.9 million, and RMB10.3 million, respectively.

Based on the current arrangements in force as of the Latest Practicable Date, it is estimated that the total remuneration (including share-based compensation but excluding discretionary bonus) for our Directors (including independent non-executive Directors) for the year ending December 31, 2025 will be approximately RMB11.5 million. The actual total remuneration (including share-based compensation) of Directors for the year ending December 31, 2025 may be different from the expected remuneration as the discretionary bonuses will be determined based on the results of our Company for the year ending December 31, 2025.

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During the Track Record Period, no remuneration was paid by us to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Company. No compensation was paid by us to, or receivable by, our Directors, former Directors, or the five highest-paid individuals for each of the Track Record Period for the loss of any office in connection with the management of the affairs of any members of our Group. Furthermore, none of the Directors had waived or agreed to waive any emoluments during the same periods.

Save as disclosed above, no other payments have been made or are payable in respect of the years ended December 31, 2022, 2023 and 2024 by any member of our Group to any of our Directors.

C. Disclosure of Interests

Save as disclosed below, immediately following the completion of the [REDACTED] and assuming that the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED], none of our Directors has any interest and/or short position in the Shares, underlying Shares and debentures of our Company or our associated corporations (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 interest or short position which they were 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, once the H Shares are [REDACTED] on the [REDACTED].

(i) Interest in Shares of our Company

Name of Director	Position	Shares to be held after the [REDACTED]	Nature of interest	Number of shares	Approximate % interest in Shares of our Company immediately after the [REDACTED] ⁽¹⁾
Mr. YU Renrong ⁽²⁾⁽³⁾ . . .	Executive Director and Chairman of the Board	A Shares	Interest of person acting in concert	972,000	[REDACTED]%
		A Shares	Interest in controlled corporation	74,132,662	[REDACTED]%
		A Shares	Beneficial owner	333,472,250	[REDACTED]%
Mr. WU Xiaodong ⁽⁴⁾	Executive Director	A Shares	Beneficial owner	136,370	[REDACTED]%
Mr. JIA Yuan ⁽⁵⁾	Executive Director and Deputy General Manager	A Shares	Beneficial owner	4,204,641	[REDACTED]%
Ms. QIU Huanping ⁽⁶⁾ . . .	Executive Director	A Shares	Beneficial owner	42,982	[REDACTED]%

Notes:

- (1) The calculation is based on the assumption that the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].
- (2) Mr. YU Renrong is the chairman of the Board of Directors and an executive Director of our Company. See “Directors and Senior Management—Directors” for more details. Mr. YU Renrong is ultimate beneficial owner of the general partner of Shaoxing Weihao Management. Mr. YU Xiaorong is the brother of Mr. YU Renrong. As advised by our PRC Legal Advisor, Shaoxing Weihao Management and Mr. YU Xiaorong are parties acting in concert with Mr. YU Renrong pursuant to PRC law. Each of Mr. YU Renrong, Shaoxing Weihao Management and Mr. YU Xiaorong is deemed to be interested in all the A Shares in which each of them is interested.
- (3) Mr. YU Renrong is the ultimate beneficial owner of the general partner of Shaoxing Weihao Management. Accordingly, Mr. YU Renrong is deemed to be interested in the 74,132,662 A Shares held by Shaoxing Weihao Management.
- (4) Mr. WU Xiaodong is also entitled to subscribe for 82,000 A Shares pursuant to the outstanding stock options granted to him under the 2023 First Phase Stock Option Incentive Plan and the 2025 Stock Option Incentive Plan, subject to the conditions thereof.
- (5) Mr. JIA Yuan is also entitled to subscribe for 284,000 A Shares pursuant to the outstanding stock options granted to him under the 2023 First Phase Stock Option Incentive Plan and the 2025 Stock Option Incentive Plan, subject to the conditions thereof.
- (6) Ms. QIU Huanping is also entitled to subscribe for 38,600 A Shares pursuant to the outstanding stock options granted to her under the 2023 Second Phase Stock Option Incentive Plan and the 2025 Stock Option Incentive Plan, subject to the conditions thereof.

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(ii) *Interests of Substantial Shareholders in Members of Our Group (Excluding Our Company)*

Save as disclosed below and the disclosure in the section headed “Substantial Shareholders”, our Directors are not aware of any other person who will, immediately following completion of the [REDACTED] and assuming that the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED], have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be, directly or indirectly, interested in 10% or more of the issued voting shares of our Company or any other member of our Group.

Member of our Group	Name of substantial shareholder	Approximate % held by the substantial shareholder
Shanghai Yiyi Semiconductor Co., Ltd. (上海夷易半導體有限公司)	LIU Yu	[REDACTED]%
OmniVision Analog Integrated Circuit (Beijing) Co., Ltd. (豪威模擬集成電路 (北京) 有限公司)	Sichuan Yichong Technology Co., Ltd. (四川易沖科技有限公司)	[REDACTED]%
Hongguang Electronic Components (Shenzhen) Co., Ltd. (鴻光電子元件 (深圳) 有限公司)	GAN Zhijun	[REDACTED]%
OmniVision Touch and Display Technology (Shenzhen) Co., Ltd. (豪威 觸控與顯示科技 (深圳) 有限公司)	TIAN Qi	[REDACTED]%

D. Disclaimer

Save as disclosed in this section and the section headed “Business” in this document:

- (i) none of our Directors or the chief executive of our Company has any interest or short position in the shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV 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 to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED];
- (ii) none of our Directors or any of the experts referred to under the paragraph headed “—5. Other Information—E. Qualification of Experts” 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 document 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;
- (iii) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;
- (iv) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;

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- (v) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (vi) so far as is known to our Directors, no person (not being a Director or chief executive of our Company or any member of our Group) will, immediately following the completion of the [REDACTED], have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, 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 any member of our Group; and
- (vii) 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.

4. OUR INCENTIVE SCHEMES

Stock Option Incentive Plans

The following is a summary of the principal terms of our outstanding share incentive plans, including the 2023 First Phase Stock Option Incentive Plan, 2023 Second Phase Stock Option Incentive Plan, and 2025 Stock Option Incentive Plan (collectively, the “**Stock Option Incentive Plans**”). Given no further share options will be granted under the Stock Option Incentive Plans after the [REDACTED], the terms of the Stock Option Incentive Plans are not subject to the provisions of Chapter 17 of the Listing Rules.

(i) Purpose

The purpose of the Stock Option Incentive Plans is to motivate and incentivize our management and key employees, and to attract and retain outstanding talents, in order to increase our competitiveness and to achieve our strategic development and business objectives. The Stock Option Incentive Plans are implemented to align the interests of the Shareholders with the interests of our Group and employees which will benefit the sustained development of our Group.

(ii) Administration

The Stock Option Incentive Plans are subject to the approval of the Shareholders’ meeting and administration of the Board.

(iii) Participants

The participants of the Stock Option Incentive Plans include our management and key employees. The scope of participants excludes independent directors and shareholders or actual controller who individually or collectively hold 5% or more of the shares of our Company and their spouse, parents and children.

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(iv) *Maximum number of options*

The shares underlying the options to be granted under the Stock Option Incentive Plans are A Shares to be issued by our Company to the selected participants. Each option granted represents the right to purchase one A Share within the exercise period at the exercise price. The maximum number of options that can be granted under each of the Stock Option Incentive Plans are as follows:

Stock Option Incentive Plan	Maximum number of options to be granted under the plan
2023 First Phase Stock Option Incentive Plan	7,716,850
2023 Second Phase Stock Option Incentive Plan	12,270,600
2025 Stock Option Incentive Plan	19,983,400

(v) *Date of grant and duration of the incentive plan*

The date on which the options are granted shall be a trading day determined by the Board within 60 days after the date of approval of the Stock Option Incentive Plans by the Shareholders’ meeting. The grant of options shall be approved by the Board, registered and announced within 60 days after the approval of the Stock Option Incentive Plans by the Shareholders’ meeting. The term of the Stock Option Incentive Plans shall commence from the date of registration of share options granted under relevant plans and continue until the share options are fully exercised or canceled. This term shall not exceed 48 months.

(vi) *Conditions to the grant of options*

The options under the Stock Option Incentive Plans will only be granted to selected participants if the following conditions are fulfilled:

- (a) With respect to our Company, none of the following circumstances having occurred:
 - (1) An audit report with an adverse opinion or a disclaimer of opinion has been issued by the reporting accountant with respect to our Company’s accountants’ report for the most recent fiscal year;
 - (2) An audit report with an adverse opinion or a disclaimer of opinion has been issued by the reporting accountant with respect to the internal control report contained in accountants’ report for the most recent fiscal year;
 - (3) Our Company has not distributed dividends in accordance with the laws and regulations, our Articles of Association or our public commitment within the last 36 months after its listing;
 - (4) Applicable laws and regulations prohibit the implementation of any share incentive scheme; or
 - (5) Any other circumstances determined by the CSRC.
- (b) With respect to a grantee, none of the following circumstances having occurred:
 - (1) The grantee has been regarded as an inappropriate person by the stock exchange within the last 12 months;
 - (2) The grantee has been regarded as an inappropriate person by the CSRC or its local office within the last 12 months;

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- (3) The grantee has been punished or prohibited from entering into the securities market by the CSRC or its local office within the last 12 months;
- (4) The grantee is not qualified to serve as a director or senior management according to the PRC Company Law;
- (5) The grantee is prohibited from participating in any incentive plan of listed companies according to applicable laws and regulations; or
- (6) Any other circumstances determined by the CSRC.

No consideration is paid/payable for the options granted under Stock Option Incentive Plans.

(vii) Exercise of options

Options may be exercised by a grantee provided that (i) the conditions set out under paragraph (vi) above are fulfilled at the time of exercise of options; and (ii) the annual assessment and performance targets as set out under the Stock Option Incentive Plans are achieved.

The exercise price for the option to be granted under the 2023 First Phase Stock Option Incentive Plan and 2023 Second Phase Stock Option Incentive Plan shall be the higher of (i) 80% of the average trading price of the Shares in the trading day before the announcement of the draft plan; and (ii) 80% of the average trading price of the Shares during 60 trading days before the announcement of the draft plan. The exercise price for the option to be granted under the 2025 Stock Option Incentive Plan shall be the higher of (i) the average trading price of the Shares in the trading day before the announcement of the draft plan; and (ii) the average trading price of the Shares during 120 trading days before the announcement of the draft plan.

The number of options granted and the exercise prices will be adjusted upon the occurrence of certain events, including increase in the share capital by way of capitalization of capital reserves, issue of bonus shares, subdivision of shares and issue of new shares.

The exercise schedule of the options granted are either:

- (a) exercisable in tranches of 30% during the exercise period that occur between the first trading date after the 12-month anniversary from the date of grant and the last trading day up to the 24-month anniversary of the date of grant;
- (b) exercisable in tranches of 35% in each of the four exercise periods that occur between the first trading date after the 24-month anniversary from the date of grant and the last trading day up to the 36-month anniversary of the date of grant; or
- (c) exercisable in tranches of 35% in each of the three exercise periods that occur between the first trading date after the 36-month anniversary from the date of grant and the last trading day up to the 48-month anniversary of the date of grant.

The exercise of the options granted under the 2023 First Stock Option Incentive Plan and 2023 Second Stock Option Incentive Plan shall be on a trading day, which shall not fall within the following periods (i) 30 days before the publication of annual report and interim report; (ii) the period starting from 30 days before the initial publication of annual report and interim report (due to any delay of publication) until one day before the publication of such report; (iii) 10 days before the publication of

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quarterly report, earnings forecast and preliminary earnings estimate; (iv) the period starting from the date of occurrence of any significant price-sensitive event or the decision-making process in respect of such event until the date of announcement of such event; and (v) any other period stipulated by the CSRC and the Shanghai Stock Exchange.

The exercise of the options granted under the 2025 Stock Option Incentive Plan shall be on a trading day, which shall not fall within the following periods (i) 15 days before the publication of annual report and interim report; (ii) the period starting from 15 days before the initial publication of annual report and interim report (due to any delay of publication) until one day before the publication of such report; (iii) 5 days before the publication of quarterly report, earnings forecast and preliminary earnings estimate; (iv) the period starting from the date of occurrence of any significant price-sensitive event or the decision-making process in respect of such event until the date of announcement of such event; and (v) any other period stipulated by the CSRC and the Shanghai Stock Exchange.

The grantees must exercise their options within the validity period of the respective options. Upon the expiry of the validity period, options granted but not exercised will cease to be exercisable and shall be canceled by our Company.

(viii) Outstanding options

As of the Latest Practicable Date, the number of A Shares underlying the outstanding options granted under the 2023 First Phase Stock Option Incentive Plan, 2023 Second Phase Stock Option Incentive Plan and 2025 Stock Option Incentive Plan amounted to 5,292,612 A Shares, 9,040,000 A Shares and 19,983,400 A Shares respectively, representing approximately [REDACTED]%, [REDACTED]% and [REDACTED]% respectively of the issued Shares immediately following the completion of the Listing (assuming no changes to our issued and outstanding shares between the Latest Practicable Date and the [REDACTED] and no exercise of the [REDACTED]). As of the Latest Practicable Date, the aforementioned outstanding options were held by 747 grantees, 1,978 grantees and 3,361 grantees, respectively. Assuming full exercise of all outstanding options granted under the Stock Option Incentive Plans, the issued and outstanding shareholding of the Shareholders immediately following completion of the [REDACTED] will be diluted by approximately [REDACTED]%.

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The tables below set forth the details of the options granted to Directors, senior management members, and other connected persons under the Stock Option Incentive Plans which were outstanding as of the Latest Practicable Date:

(a) 2023 First Phase Stock Option Incentive Plan

Name of the grantee	Position in the Group	Date of grant	Address	Number of shares under options granted	Exercise price	Exercise period	A Shares underlying outstanding option as a percentage of issued Shares immediately after the [REDACTED] ⁽¹⁾
<i>Directors or senior management members</i>							
Mr. JIA Yuan	Executive Director and Deputy General Manager	October 10, 2023	No. 38, Lane 99, Pu Ming Road, Pudong New Area, Shanghai, PRC	84,000	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
Mr. WU Xiaodong . . .	Executive Director	October 10, 2023	Room 2102, No. 25, Lane 666, Jinxiu Road, Pudong New Area, Shanghai, PRC	42,000	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%

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Name of the grantee	Position in the Group	Date of grant	Address	Number of shares under options granted	Exercise price	Exercise period	A Shares underlying outstanding option as a percentage of issued Shares immediately after the [REDACTED] ⁽¹⁾
Mr. WANG Song	General Manager of the Company	October 10, 2023	No. 35 North Second Street, Jiaodaokou, Dongcheng District, Beijing, PRC	42,000	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
Ms. REN Bing	Secretary to our Board of Directors	October 10, 2023	Room 201, Building 2, No.2 Xinjian Street, Douhudi Town, Gong'an County, Hubei Province, PRC	35,000	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
Connected persons							
YU Ti	Core technical (business) personnel and an associate of a Director of our Company	October 10, 2023	No. 27, Zhenjiang East Road, Zhangjiang Town, Pudong New Area, Shanghai, PRC	4,200	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%

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Name of the grantee	Position in the Group	Date of grant	Address	Number of shares under options granted	Exercise price	Exercise period	A Shares underlying outstanding option as a percentage of issued Shares immediately after the [REDACTED] ⁽¹⁾
YANG Hongli	Director of OmniVision Technologies and OmniVision Technologies Singapore	October 10, 2023	20599 Wardell, Saratoga, California 95070	105,000	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
CHAN Anson Hoi-Fung . . .	Director of Creative Legend Investments Ltd. and Chief Executive of OmniVision International Ontario	October 10, 2023	1275 Trestle Wood Ln, San Jose CA 95138	45,500	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
FANG Rongxing . . .	Director of Shenzhen Jinghongzhi, Will Semiconductor, and Waching Electronic	October 10, 2023	Room 2-15C, Building 6, Tianjiao Shijia, Jinhua Road, Bao'an District, Shenzhen, Guangdong Province, PRC	10,500	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%

Note:

- (1) The calculation is based on the assumption that the [REDACTED] is not exercised and no new Shares are issued under our Share Schemes, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].

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(b) 2023 Second Phase Stock Option Incentive Plan

Name of the grantee	Position in the Group	Date of grant	Address	Number of shares under options granted	Exercise price	Exercise period	A Shares underlying outstanding option as a percentage of issued Shares immediately after the [REDACTED] ⁽¹⁾
<i>Directors or senior management members</i>							
Ms. QIU Huanping	Executive Director	October 10, 2023	Room 2002, No.112, Lane 2388, Chengshan Road, Pudong New Area, Shanghai, PRC	13,600	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
XU Xing	Chief Financial Officer of the Company	October 10, 2023	Room 1704, No.3, Lane 179, Tianping Road, Xuhui District, Shanghai, PRC	28,000	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
<i>Connected persons</i>							
Willie Png Teck Tian	Director of OmniVision Technologies Singapore	October 10, 2023	Block 285A, Toh Guan Road, #09-60, Singapore 601285	17,982	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%

Note:

- (1) The calculation is based on the assumption that the [REDACTED] is not exercised and no new Shares are issued under our Share Schemes, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].

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(c) 2025 Stock Option Incentive Plan

Name of the grantee	Position in the Group	Date of grant	Address	Number of shares under options granted	Exercise price	Exercise period	A Shares underlying outstanding option as a percentage of issued Shares immediately after the [REDACTED] ⁽¹⁾
<i>Directors or senior management members</i>							
Mr. JIA Yuan	Executive Director and Deputy General Manager	March 31, 2025	No.38, Lane 99, Pu Ming Road, Pudong New Area, Shanghai, PRC	200,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%
Mr. WU Xiaodong . . .	Executive Director	March 31, 2025	Room 2102, No.25, Lane 666, Jinxiu Road, Pudong New Area, Shanghai, PRC	40,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%
Ms. QIU Huanping . . .	Executive Director	March 31, 2025	Room 2002, No.112, Lane 2388, Chengshan Road, Pudong New Area, Shanghai, PRC	25,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%

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Name of the grantee	Position in the Group	Date of grant	Address	Number of shares under options granted	Exercise price	Exercise period	A Shares underlying outstanding option as a percentage of issued Shares immediately after the [REDACTED] ⁽¹⁾
Mr. WANG Song	General Manager of the Company	March 31, 2025	No. 35 North Second Street, Jiaodaokou, Dongcheng District, Beijing, PRC	40,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%
XU Xing	Chief Financial Officer of the Company	March 31, 2025	Room 1704, No. 3, Lane 179, Tianping Road, Xuhui District, Shanghai, PRC	40,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%
Ms. REN Bing	Secretary to our Board of Directors	March 31, 2025	Room 201, Building 2, No.2 Xinjian Street, Douhudi Town, Gong'an County, Hubei Province, PRC	50,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%

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Name of the grantee	Position in the Group	Date of grant	Address	Number of shares under options granted	Exercise price	Exercise period	A Shares underlying outstanding option as a percentage of issued Shares immediately after the [REDACTED] ⁽¹⁾
Connected persons							
YU Ti	Core technical (business) personnel and an associate of a Director of our Company	March 31, 2025	No. 27, Zhenjiang East Road, Zhangjiang Town, Pudong New Area, Shanghai, PRC	4,462	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%
YANG Hongli	Director of OmniVision Technologies and OmniVision Technologies Singapore	March 31, 2025	20599 Wardell, Saratoga, California 95070	200,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%
Willie Png Teck Tian	Director of OmniVision Technologies Singapore	March 31, 2025	Block 285A, Toh Guan Road, #09-60, Singapore 601285	18,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%

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Name of the grantee	Position in the Group	Date of grant	Address	Number of shares under options granted	Exercise price	Exercise period	A Shares underlying outstanding option as a percentage of issued Shares immediately after the [REDACTED] ⁽¹⁾
FANG Rongxing . . .	Director of Shenzhen Jinghongzhi, WILL Semiconductor and WACHING ELECTRONIC	March 31, 2025	Room 2-15C, Building 6, Tianjiao Shijia, Jinhua Road, Bao'an District, Shenzhen, Guangdong Province, PRC	15,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%
CHAN Anson Hoi-Fung . . .	Director of Creative Legend Investments Ltd. and Chief Executive of OmniVision International Ontario	March 31, 2025	1275 Trestle Wood Ln, San Jose CA 95138	50,000	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%

Note:

- (1) The calculation is based on the assumption that the [REDACTED] is not exercised and no new Shares are issued under our Share Schemes, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].

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The tables below set forth the details of options granted to other grantees (excluding the abovementioned connected persons of our Company) under the Stock Option Incentive Plans, categorized by the number of underlying shares, which were outstanding as of the Latest Practicable Date:

(a) 2023 First Phase Stock Option Incentive Plan

Category by number of underlying Shares	Number of grantees	Date of grant	Exercise period	Exercise price	Number of shares under options granted	Approximate percentage of the issued Shares immediately after completion of the [REDACTED] ⁽¹⁾
1 to 5,000	481	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	1,312,212	[REDACTED]%
5,001 to 10,000	149	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	1,020,038	[REDACTED]%
10,001 to 20,000 . . .	63	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	792,680	[REDACTED]%
20,001 to 30,000 . . .	18	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	472,674	[REDACTED]%
30,001 to 134,250 . . .	28	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	1,326,808	[REDACTED]%

Note:

- (1) The calculation is based on the assumption that the [REDACTED] is not exercised and no new Shares are issued under our Share Schemes, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].

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(b) 2023 Second Phase Stock Option Incentive Plan

Category by number of underlying Shares	Number of grantees	Date of grant	Exercise period	Exercise price	Number of shares under options granted	Approximate percentage of the issued Shares immediately after completion of the [REDACTED] ⁽¹⁾ [REDACTED]%
1 to 5,000 .	1,323	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	2,688,081	[REDACTED]%
5,001 to 10,000 . .	446	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	3,148,064	[REDACTED]%
10,001 to 20,000 . .	176	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	2,372,129	[REDACTED]%
20,001 to 30,000 . .	25	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	594,210	[REDACTED]%
30,001 to 38,500 . .	5	October 10, 2023	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	RMB78.63	177,934	[REDACTED]%

Note:

- (1) The calculation is based on the assumption that the [REDACTED] is not exercised and no new Shares are issued under our Share Schemes, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].

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(c) 2025 Stock Option Incentive Plan

Category by number of underlying Shares	Number of grantees	Date of grant	Exercise period	Exercise price	Number of shares under options granted	Approximate percentage of the issued Shares immediately after completion of the [REDACTED] ⁽¹⁾
1 to 5,000 . . .	2,162	March 31, 2025	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	RMB139.29	4,977,150	[REDACTED]%
5,001 to 10,000 . . .	731	March 31, 2025	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	RMB139.29	5,464,921	[REDACTED]%
10,001 to 20,000 . . .	327	March 31, 2025	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	RMB139.29	4,627,802	[REDACTED]%
20,001 to 30,000 . . .	86	March 31, 2025	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	RMB139.29	2,147,412	[REDACTED]%
30,001 to 127,120 . . .	44	March 31, 2025	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	RMB139.29	2,083,653	[REDACTED]%

Note:

- (1) The calculation is based on the assumption that the [REDACTED] is not exercised and no new Shares are issued under our Share Schemes, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].

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The table below sets forth the details of options granted to other grantees (excluding Directors, senior management members, and other connected persons of our Company) for each of the Stock Option Incentive Plans which were outstanding as of the Latest Practicable Date:

Stock Option Incentive Plan	Number of grantees ⁽²⁾	Date of grant	Number of A Shares under the outstanding options	Exercise price	Exercise period	A Shares underlying the outstanding options as a percentage of issued Shares immediately after completion of the [REDACTED] ⁽¹⁾
2023 First Phase Stock Option Incentive Plan . . .	739	October 10, 2023	4,924,412	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
2023 Second Phase Stock Option Incentive Plan . . .	1,975	October 10, 2023	8,980,418	RMB78.63	30%: From October 10, 2024 to October 9, 2025; 35%: From October 10, 2025 to October 9, 2026; 35%: From October 10, 2026 to October 9, 2027	[REDACTED]%
2025 Stock Option Incentive Plan . . .	3,350	March 31, 2025	19,300,938	RMB139.29	30%: From March 31, 2026 to March 30, 2027; 35%: From March 31, 2027 to March 30, 2028; 35%: From March 31, 2028 to March 30, 2029	[REDACTED]%

Note:

(1) The calculation is based on the assumption that the [REDACTED] is not exercised and no new Shares are issued under our Share Schemes, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].

(2) The individual grantees may have options granted in one or more of the Stock Option Incentive Plans.

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Restricted Share Incentive Schemes

As of the Latest Practicable Date, all restricted Shares granted under the 2020 Restricted Share Incentive Scheme and the 2021 Restricted Share Incentive Scheme have been unlocked or repurchased and canceled.

5. OTHER INFORMATION

A. Estate Duty

Our Directors have been advised that no material liability for estate duty under PRC laws is likely to fall upon any member of our Group.

B. Litigation

Save as disclosed in the sections headed “Business” and “Financial Information” in this document, no member of our Group is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company that would have a material adverse effect on our Company’s results of operations or financial condition.

C. Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the [REDACTED] for [REDACTED] of, and permission to [REDACTED] in, the H Shares of our Company. All necessary arrangements have been made enabling the H Shares to be admitted into [REDACTED]. Ping An of China Capital (Hong Kong) Company Limited, one of the Joint Sponsors, is a subsidiary of Ping An Insurance (Group) Company of China, Ltd. (together with its subsidiaries “**Ping An Insurance**”) Taking into account of the business relationship of the Group and its controlling shareholders with Ping An Insurance, which might reasonably give rise to a perception that the sponsor’s independence would be so affected, Ping An of China Capital (Hong Kong) Company Limited is not considered as an independent sponsor pursuant to the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Save for Ping An of China Capital (Hong Kong) Company Limited, each of the other Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Pursuant to the engagement letter entered into between our Company and the Joint Sponsors, the aggregate amount of sponsor fee payable by the Company to the Joint Sponsors is USD1.0 million.

D. Compliance Adviser

Our Company has appointed Guotai Junan Capital Limited as our compliance adviser in compliance with Rules 3A.19 of the Listing Rules.

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E. Qualification of Experts

The qualification of the experts, as defined under the Listing Rules, who have given opinions in this document are as follows:

Name	Qualification
UBS Securities Hong Kong Limited	Licensed to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited	Licensed to conduct 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) regulated activities as defined under the SFO
Ping An of China Capital (Hong Kong) Company Limited	Licensed to conduct type 6 (advising on corporate finance) regulated activities as defined under the SFO
GF Capital (Hong Kong) Limited	Licensed to conduct type 6 (advising on corporate finance) regulated activities as defined under the SFO
Tian Yuan Law Firm	Legal adviser to our Company as to PRC laws
BDO Limited	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

F. Consents of Experts

Each of the experts as referred to in “—5. Other Information—E. Qualification of Experts” in this Appendix has given and has not withdrawn its consent to the issue of this document with the inclusion of its view, report and/or letter and/or legal opinion (as the case may be) and references to its name included herein in the form and context in which it respectively appears.

None of the experts named above has any shareholding interest in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

G. Binding Effect

This document shall have the effect, if an application is made in pursuance hereof, 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 so far as applicable.

H. 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, 2024, being the latest balance sheet date of our consolidated financial statements as set out in the Accountants’ Report in Appendix I to this document, and up to the date of this document.

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I. Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are affected on the H Share register of members of our Company, including in circumstances where such transactions are effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer on each of the purchaser and the seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

J. Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, please refer to “Summary of the Articles of Association—Increase, Decrease, Repurchase and Transfer of Shares—Repurchase of Shares” in Appendix V to this document.

K. Preliminary Expenses

We have not incurred any material preliminary expenses.

L. Promoters

Within two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

M. Related Party Transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this document as mentioned in “Appendix I — Accountants’ Report — 51. Related Party Transactions.”

N. Miscellaneous

Save as disclosed in this section and in the section headed “Financial Information” in this document:

- (i) within the two years immediately preceding the date of this document:
 - (a) no share or loan capital of our Company or any of our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (b) no share or loan capital of our Company or any of our subsidiaries had been under option or is agreed conditionally or unconditionally to be put under option;
 - (c) no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and

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- (d) no commission had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries;
- (ii) there are no founder, management or deferred shares, convertible debt securities nor any debentures in our Company or any of our subsidiaries;
- (iii) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (iv) our Company has no outstanding convertible debt securities or debentures;
- (v) there is no arrangement under which future dividends are waived or agreed to be waived;
- (vi) save for the A Shares of our Company that are listed on the Shanghai Stock Exchange, and save for the H Shares to be issued in connection with the [REDACTED], none of the equity and debt securities of our Company, if any, is listed or dealt with in any other stock exchange nor is any [REDACTED] or permission to [REDACTED] being or proposed to be sought; and
- (vii) all necessary arrangements have been made to enable the H shares to be admitted into [REDACTED] for [REDACTED] and [REDACTED].

O. Bilingual Document

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