## FURTHER INFORMATION ABOUT THE GROUP

### Incorporation

The predecessor of the Company was established as a limited liability company under the laws of the PRC on August 21, 2001 and was converted into a joint stock company with limited liability on March 26, 2019. Our Company completed the listing of our A Shares on the Shanghai Stock Exchange STAR Market (stock code: 688521) on August 18, 2020.

The Company has established a place of business in Hong Kong at Room 1915, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. The Company [was] registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Non-Hong Kong Companies) Regulation (Chapter 622J of the Laws of Hong Kong) on [●], with Ms. Wong Wai Yee, Ella and Ms. Cheung Hin Kiu appointed as the Hong Kong authorized representatives of the Company for acceptance of the service of process and any notices required to be served on the Company in Hong Kong.

As the Company was incorporated in the PRC, its operations 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 "Regulatory Overview" and "Appendix III — Summary of the Articles of Association" in this document, respectively.

### Changes in the Share Capital of the Company

On November 20, 2024, the Company's total number of Shares increased from 499,911,232 to 500,355,082, upon the completion of vesting registration at CSDCC of 443,850 Restricted Shares previously granted under the 2020 Restricted A Share Incentive Scheme.

On March 17, 2025, the Company's total number of Shares increased from 500,355,082 to 500,852,832, upon the completion of vesting registration at CSDCC of 497,750 Restricted Shares previously granted under the 2020 Restricted A Share Incentive Scheme.

On June 30, 2025, the Company's total number of Shares increased from 500,852,832 to 525,713,273, upon the completion of registration at CSDCC of the private placement of 24,860,441 Shares.

On October 29, 2025, the Company's total number of Shares increased from 525,713,273 to 525,858,273, upon the completion of vesting registration at CSDCC of 145,000 Restricted Shares previously granted under the 2020 Restricted A Share Incentive Scheme.

On January 26, 2026, the Company's total number of Shares increased from 525,858,273 to 525,915,273, upon the completion of vesting registration at CSDCC of 57,000 Restricted Shares previously granted under the 2020 Restricted A Share Incentive Scheme.

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

### Resolutions of the Shareholders

At the extraordinary general meeting of the Shareholders held on March 30, 2026, the following resolutions, among other things, were duly passed:

(i) the issue by the Company of the H Shares with a nominal value of RMB1.00 each and such H Shares be [**REDACTED**] on the Stock Exchange;

(ii) the number of the H Shares to be issued shall be no more than [**REDACTED**]% of the total issued share capital of the Company as enlarged by the [**REDACTED**] (before the exercise of the [**REDACTED**]), and the grant of the [**REDACTED**] in respect of no more than [**REDACTED**]% of the number of the H Shares issued pursuant to the [**REDACTED**];

(iii) authorization of the Board or its authorized individuals to handle all matters relating to, among other things, the [**REDACTED**], the issue and [**REDACTED**] of the H Shares on the Stock Exchange; and

(iv) subject to the completion of the [**REDACTED**], the conditional adoption of the revised Articles of Association, which shall become effective on the [**REDACTED**], and the authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules.

### Subsidiaries of the Company

A summary of the corporate information and the particulars of the Company's subsidiaries are set out in "History" to this document.

On February 10, 2026, the registered capital of Tiansui Xinyuan increased from RMB10 million to RMB950 million.

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

## FURTHER INFORMATION ABOUT THE BUSINESS

### Summary of Material Contracts

The Group has entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document that are or may be material:

(a) [●]

(b) the [**REDACTED**].

### Intellectual Property

As of the Latest Practicable Date, the following intellectual property rights are material to the Group's business:

#### *Trademarks*

As of the Latest Practicable Date, the Group had registered the following trademarks which are material to its business:

| No. | Trademark | Registered Owner | Place of Registration | Registration Number |
|---|---|---|---|---|
| 1. | 芯原 | The Company | PRC | 5518742 |
| 2. | VeriSilicon Microelectronics(Shanghai) Co., Ltd. | The Company | PRC | 5518745 |
| 3. | VeriSilicon | The Company | PRC | 11200763 |
| 4. | VeriSilicon | The Company | PRC | 11200944 |
| 5. | 芯原 | The Company | PRC | 11201003 |
| 6. | 芯原 | The Company | PRC | 11201068 |
| 7. | VeriSilicon | The Company | PRC | 11201089 |

| No. | Trademark | Registered Owner | Place of Registration | Registration Number |
|---|---|---|---|---|
| 8. | VeriSilicon | The Company | PRC | 11206213 |
| 9. | VeriSilicon | The Company | PRC | 5518741 |
| 10. | 芯原 | The Company | PRC | 5518743 |
| 11. | VeriSilicon Microelectronics(Shanghai) Co., Ltd. | The Company | PRC | 5518744 |

***Domain Names***

As of the Latest Practicable Date, the Group had registered the following domain names which are material to its business:

| No. | Domain Name | Registered Owner | Expiry Date |
|---|---|---|---|
| 1. | verisilicon.com | The Company | May 1, 2033 |
| 2. | verisilicon.cn | The Company | August 15, 2033 |

***Patents***

As of the Latest Practicable Date, the Group had registered the following patents which are material to its business:

| No. | Patent Name | Registered Owner | Place of Registration |
|---|---|---|---|
| 1. | Efficient Tile-Based Rasterization (高效的基於瓦片的光柵化) | Vivante Corporation | U.S. |
| 2. | Efficient Block-Based Rasterization (高效的基於圖塊的柵格化) | Vivante Corporation | U.S. |
| 3. | Multi-Core Based Convolutional Neural Network Acceleration Method, System, Storage Medium, and Terminal (基於多核的卷積神經網絡加速方法及系統、存儲介質及終端) | The Company and Vivante Shanghai | PRC |
| 4. | A Fast Mode Estimation Method for HEVC Intra-Coding (一種用於HEVC幀內編碼的快速模式估計方法) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |
| 5. | A Decoding Apparatus and Method for HEVC (一種用於HEVC的解碼裝置和方法) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |
| 6. | A Design Method for a 5-Tap Filter to Implement Graphics and Image Scaling and Rotation in a Single-Step Pipelined Manner (用流水線方式單步實現圖形圖像縮放、旋轉的5階濾波器的設計方法) | Vivante Shanghai | PRC |
| 7. | CMOS Temperature Sensor and Temperature Detection Method (CMOS溫度傳感器及溫度檢測方法) | The Company | PRC |
| 8. | Power Supply Detection Circuit and Method (電源檢測電路及方法) | The Company | PRC |
| 9. | A Method for Reducing Intra-Coding Latency in HEVC Encoders (一種減少HEVC編碼器中幀內編碼時延的方法) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |

| No. | Patent Name | Registered Owner | Place of Registration |
|---|---|---|---|
| 10. | An Architectural Method for Simultaneously Supporting Display Controller and Graphics Accelerator Access to Memory (同時支持顯示控制器和圖形加速器訪問內存的架構方法) | Vivante Shanghai | PRC |
| 11. | A Decoding Apparatus and Method for Scalable Video Coding (一種用於可伸縮視頻編碼的解碼裝置和方法) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |
| 12. | A High Anti-Interference Dual-Channel Multi-Mode Broadband RF Receiver for Navigation Systems (一種用於導航系統的高抗干擾雙通道多模寬帶射頻接收機) | The Company, VeriSilicon Chengdu and VeriSilicon Nanjing | PRC |
| 13. | A Blood Oxygen Saturation Detection Method, Apparatus, Electronic Device, and Storage Medium (一種血氧飽和度檢測方法、裝置，電子設備及存儲介質) | VeriSilicon Nanjing | PRC |
| 14. | An Implementation Apparatus and Method for HEVC Coding Unit Level Rate Control (HEVC編碼單元級碼率控制的實現裝置及方法) | The Company, VeriSilicon Chengdu and VeriSilicon Beijing | PRC |
| 15. | An Apparatus and Method for Improving the Encoding Speed of the Quality Enhancement Layer in Scalable Video Coding (一種提高可伸縮視頻編碼質量增強層編碼速度裝置和方法) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |
| 16. | Video Decoding Kalmanization Method, Apparatus, Storage Medium, and Terminal (視頻解碼卡盧曼化方法、裝置、存儲介質及終端) | VeriSilicon Chengdu, the Company, VeriSilicon Technology, VeriSilicon Nanjing and VeriSilicon Hainan | PRC |
| 17. | A Programmable Filter, GNSS System-on-Chip, and RF Receiver (一種可編程濾波器、GNSS系統芯片和射頻接收機) | The Company, VeriSilicon Chengdu and VeriSilicon Nanjing | PRC |
| 18. | System and Method for Dynamically Reconfiguring Vertex Cache (用於動態重新配置頂點緩存的系統和方法) | Vivante Corporation | U.S. |
| 19. | Device and Method for Enhancement Layer Motion Estimation in Scalable Video Coding (用於可伸縮視頻編碼中增強層運動估計的設備和方法) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |
| 20. | Waveform Detection Method, Apparatus, Wearable Device, and Computer-Readable Storage Medium (波形檢測方法、裝置、可穿戴設備及計算機可讀存儲介質) | VeriSilicon Chengdu, the Company and VeriSilicon Nanjing | PRC |
| 21. | A TU Tree Structure Decision Algorithm Based on HEVC Video Coding (一種基於HEVC視頻編碼的TU樹狀結構抉擇算法) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |
| 22. | A Low-Power Over-Temperature Detection Circuit (一種低功耗過溫檢測電路) | VeriSilicon Chengdu, the Company and VeriSilicon Nanjing | PRC |
| 23. | System and Method for Calculating Mathematical Functions (用於計算數學函數的系統和方法) | Vivante Corporation | U.S. |
| 24. | Image Compression Method, Apparatus, Electronic Device, and Computer-Readable Storage Medium (圖像壓縮方法、裝置、電子設備及計算機可讀存儲介質) | VeriSilicon Chengdu, the Company, VeriSilicon Nanjing and VeriSilicon Beijing | PRC |

| No. | Patent Name | Registered Owner | Place of Registration |
|---|---|---|---|
| 25. | Low-Power, Low-Memory Throughput Multi-Dimensional Digital Filter (低功耗低內存貫通多維數字濾波) | Vivante Corporation | U.S. |
| 26. | An Apparatus and Method for Fast Implementation of Video Noise Reduction Embedded in HEVC Coding Units (一種快速實現嵌入HEVC編碼單元的視頻降噪的裝置及方法) | The Company, VeriSilicon Chengdu and VeriSilicon Beijing | PRC |
| 27. | A Turbo Decoder and Decoding Method (一種Turbo譯碼器及譯碼方法) | VeriSilicon Chengdu, the Company and VeriSilicon Beijing | PRC |
| 28. | An Audio Sample Rate Conversion Method and System Based on a Windowed Blackman Window FIR Filter (一種基於加窗Blackman窗的FIR濾波器的音頻採樣率轉換方法及系統) | VeriSilicon Beijing, the Company \|and VeriSilicon Chengdu | PRC |
| 29. | Intelligent Configurable Graphics Bandwidth Modulator (智能可配置圖形帶寬調製器) | Vivante Corporation | U.S. |
| 30. | A Tile-Based Multi-Layer, Multi-Attribute Alpha Blending System and Method (基於瓦片的多層多屬阿爾法混合系統和方法) | Vivante Corporation | U.S. |
| 31. | Trusted Dynamic Boot Method, System, Storage Medium, and Terminal for Multi-Processors (多處理器的可信動態啟動方法、系統、存儲介質及終端) | VeriSilicon Chengdu, the Company, VeriSilicon Technology, VeriSilicon Nanjing and VeriSilicon Hainan | PRC |
| 32. | A Code Pre-Integration Method, Apparatus, and System (一種代碼預先集成方法、裝置及系統) | The Company, VeriSilicon Chengdu, VeriSilicon Nanjing, and VeriSilicon Beijing | PRC |
| 33. | Connection Relationship Determination Method, Apparatus, Electronic Device, and Readable Storage Medium (連接關係確定方法、裝置、電子設備及可讀存儲介質) | VeriSilicon Nanjing | PRC |
| 34. | A High-Precision Over-Temperature Detection Circuit (一種高精度過溫檢測電路) | VeriSilicon Chengdu, the Company and VeriSilicon Nanjing | PRC |
| 35. | An Apparatus for a Vector Graphics Processor to Perform Real-Time Graphics and Image Rendering without Going Through DDR (矢量圖形處理器不通過DDR完成圖形圖像實時繪製的裝置) | Vivante Shanghai and the Company | PRC |
| 36. | A Signal Filtering Method, Model Training Method, Apparatus, and Electronic Device (一種信號濾波方法、模型訓練方法、裝置及電子設備) | VeriSilicon Nanjing | PRC |
| 37. | Unified Management Method, Apparatus, Device, and Medium for Multi-Format Encoding Reference Frames (多格式編碼參考幀統一管理方法、裝置、設備和介質) | VeriSilicon Beijing, the Company, VeriSilicon Chengdu, VeriSilicon Technology, VeriSilicon Nanjing and VeriSilicon Hainan | PRC |
| 38. | Using a Smoothing Filter for Post-Rendering Anti-Aliasing( 使用平滑濾波器進行後期渲染抗鋸齒) | Vivante Corporation | U.S. |
| 39. | Deringing Filter for Decompressing Video Data (用於解壓縮視頻數據的去振鈴濾波器) | Vivante Corporation | U.S. |

| No. | Patent Name | Registered Owner | Place of Registration |
|---|---|---|---|
| 40. | Thin Line Detection Apparatus and Method (細線檢測裝置和方法) | Vivante Corporation | U.S. |
| 41. | A Text Processing Method and Apparatus Based on Embedded Meta-Language Instructions (一種基於嵌入元語言指令的文本處理方法及裝置) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |
| 42. | A Fast Bypass Method and Apparatus for Deblocking Effect Based on RealVideo9 or 10 (一種基於RealVideo9或10去塊效應的快速旁路方法和裝置) | VeriSilicon Beijing, the Company and VeriSilicon Chengdu | PRC |

### *Copyrights*

As of the Latest Practicable Date, the Group had registered the following copyrights which are material to its business:

| No. | Copyright Name | Registered Owner | Place of Registration |
|---|---|---|---|
| 1. | Wafer Mass Production Test Software for VEGA Chip (VEGA芯片的晶圓量產測試軟件) | Company | PRC |
| 2. | Wafer Test Software for Perseus Chip (Perseus芯片晶圓測試軟件) | Company | PRC |
| 3. | Wafer Mass Production Test Software for VEGA-BA Chip (VEGA-BA芯片的晶圓量產測試軟件) | Company | PRC |
| 4. | Wafer Mass Production Test Software for GEMINI-CB Chip (GEMINI-CB芯片的晶圓量產測試軟件) | Company | PRC |
| 5. | Wafer Mass Production Test Software for Corvus-CC Chip (Corvus-CC芯片的晶圓量產測試軟件) | Company | PRC |
| 6. | Wafer Mass Production Test Software for SCC5LA Chip (SCC5LA芯片晶圓量產測試軟件) | Company | PRC |
| 7. | Finished Product Mass Production Test Software for Microprocessor Chips (微處理器芯片成品量產測試軟件) | Company | PRC |
| 8. | Finished Product Mass Production Test Software for Automotive Diagnostic Chips (車用診斷芯片成品量產測試軟件) | Company | PRC |

## DISCLOSURE OF INTERESTS

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

Immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and no additional Shares are issued pursuant to the Restricted A Share Incentive Schemes), the interests and/or short positions (as applicable) of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any interests and/or short positions (as applicable) in shares, underlying shares or debentures of any of the associated corporations of the Company (within the meaning of Part XV of the SFO) which (1) will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have under such provisions of the SFO), (2) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (3) 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 the Company and the Stock Exchange, in each case once the H Shares are [**REDACTED**] on the Stock Exchange, will be as follows:

*(i) Interests in the Company*

| Name of Director or chief executive | Nature of interest | Number and description of Shares or underlying Shares held | Shareholding in A Shares upon completion of the [REDACTED][(1)] | Shareholding in total issued share capital upon completion of the [REDACTED][(1)] |
|---|---|---|---|---|
| Dr. Wayne Wei-Ming Dai[(2)] | Beneficial owner | 8,742,507 A Shares | 1.66% | **[REDACTED]**% |
| | Interest in controlled corporations | 4,841,302 A Shares | 0.92% | **[REDACTED]**% |
| Mr. Wei-Jin Dai | Beneficial owner | 1,545,956 A Shares | 0.29% | **[REDACTED]**% |
| Mr. Wang Yang | Beneficial owner | 691,842 A Shares | 0.13% | **[REDACTED]**% |
| Ms. Shi Wenli[(3)] | Interest in controlled corporations | 13,801,588 A Shares | 2.62% | **[REDACTED]**% |
| Mr. Chen Xiaofei[(4)] | Interest in controlled corporations | 26,295,761 A Shares | 4.99% | **[REDACTED]**% |

*Notes:*

(1) The calculation is based on the total number of [**REDACTED**] Shares in issue immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and no additional Shares are issued pursuant to the Restricted A Share Incentive Schemes).

(2) As of the Latest Practicable Date, VeriVision LLC, our offshore ESOP platform, was held as to 79.95% by Dr. Wayne Wei-Ming Dai. As such, Dr. Wayne Wei-Ming Dai was deemed to be interested in the 4,841,302 A Shares held by VeriVision LLC under the SFO.

(3) As of the Latest Practicable Date, the general partner of each of Gongqingcheng Yuanhou Investment Partnership (Limited Partnership) (共青城原厚投資合夥企業(有限合夥), "**Gongqingcheng Yuanhou**") and Gongqingcheng Yuande Investment Partnership (Limited Partnership) (共青城原德投資合夥企業(有限合夥), "**Gongqingcheng Yuande**"), our ESOP platforms, was Gongqingcheng Yuanhe Investment Co., Ltd. (共青城原和投資有限公司), a company held as to 40% by Ms. Shi Wenli. As such, Ms. Shi Wenli was deemed to be interested in the 13,801,588 A Shares held by Gongqingcheng Yuanhou and Gongqingcheng Yuande under the SFO.

(4) As of the Latest Practicable Date, the general partner of each of Jiaxing Shixing and Jiaxing Haicheng was Gongqingcheng Xingcheng Investment Partnership (Limited Partnership) (共青城興橙投資合夥企業(有限合夥)), which was in turn held as to 42.5% by its general partner, Mr. Chen Xiaofei. The general partner of Gongqingcheng Wenxing is Shanghai Xingcheng Investment Management Co., Ltd. (上海興橙投資管理有限公司), which is in turn held as to 51% by Mr. Chen Xiaofei. As such, Mr. Chen Xiaofei was deemed to be interested in the 26,295,761 A Shares held by Jiaxing Shixing, Jiaxing Haicheng and Gongqingcheng Wenxing under the SFO.

*(ii) Interests in the associated corporations of the Company*

So far as the Directors are aware, immediately following the completion of the [**REDACTED**], no Directors or the chief executive will, directly or indirectly, be interested in the Shares, underlying Shares and debentures of the Company or the shares, underlying shares or debentures of any of the associated corporations of the Company.

**Disclosure of Interests of Substantial Shareholders**

*(i) Interests in the Company*

Save as disclosed in "Substantial Shareholders" in this document and "— Disclosure of Interests of Directors and Chief Executive of the Company — (i) Interests in the Company" in this section, the Directors are not aware of any person who will have an interest or a short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

*(ii) Interests in other member of the Group*

| Member of the Group | Name of substantial shareholder | Approximate percentage of the issued voting shares held by the substantial shareholder |
|---|---|---|
| Tiansui Xinyuan . . . . . . . . . . . . | Huaxin Dingxin | 31.58% |
| | SSCI Leading | 15.79% |

Save as disclosed above, the Directors are not aware of any person who will be, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group.

## FURTHER INFORMATION ABOUT THE DIRECTORS

### Particulars of the Service Contracts

Each of the Directors has entered into a service contract with the Company. The principal particulars of these service contracts comprise (a) the term of the service; (b) termination provisions; and (c) dispute resolution provision.

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

### Remuneration of Directors

For details of the remuneration of Directors, see "Directors and Senior Management — Remuneration" and Note 14 in "Appendix I — Accountants' Report."

### Agency Fees or Commissions Received

The [**REDACTED**] will receive an [**REDACTED**] commission in connection with the [**REDACTED**], as detailed in "[**REDACTED**]." Save in connection with the [**REDACTED**], no commissions, discounts, brokerages or other special terms have been granted by the Group to any person (including the Directors, promoters and experts referred to in "— Other Information — Qualifications and Consents of Experts" below) in connection with the issue or sale of any capital or security of the Company or any member of the Group within the two years immediately preceding the date of this document.

Within the two years immediately preceding the date of this document, no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of the Company.

### Personal Guarantees

The Directors have not provided personal guarantees in favor of lenders in connection with banking facilities granted to the Group.

**Disclaimers**

(a) None of the Directors nor any of the experts referred to in "— Other Information — Qualifications and Consents of Experts" below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.

(b) Save in connection with the [**REDACTED**], none of the Directors nor any of the experts referred to in "— Other Information — Qualifications and Consents of Experts" below, is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of the Group.

(c) No cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this document to any promoter of the Company nor is any such cash, securities or benefit intended to be paid, allotted or given on the basis of the [**REDACTED**] or related transactions as mentioned.

## RESTRICTED A SHARE INCENTIVE SCHEMES

The following is a summary of the principal terms of the Restricted A Share Incentive Schemes, out of which, the 2020 Restricted A Share Incentive Scheme and 2025 Restricted A Share Incentive Scheme were outstanding as of the Latest Practicable Date. The terms of the Restricted A Share Incentive Schemes are not subject to the provisions of Chapter 17 of the Listing Rules as they do not involve any grant of option or share award by the Company after the [**REDACTED**]. Save as otherwise disclosed, the terms of each of the Restricted A Share Incentive Schemes are substantially similar and are summarized below.

**(a) Purpose**

The purpose of the Restricted A Share Incentive Schemes is to establish and improve our Group's long-term incentive mechanism, attract and retain outstanding talents, fully mobilize the enthusiasm of our Group's employees, align the interests of our Shareholders, our Group and our employees and focus on the long-term development of our Group.

**(b) Administration**

The Restricted A Share Incentive Schemes are subject to the approval of the Shareholders' general meeting and the administration of the Board.

**(c) Participants**

The participants of the 2020 Restricted A Share Incentive Schemes include senior management, key technical personnel and key business personnel of the Group, but excludes independent Directors, supervisors or any shareholder who individually or jointly holds 5% or more of the Shares. The participants of the 2022 Restricted A Share Incentive Schemes include Directors, senior management, key technical personnel and key business personnel of the Group, but excludes independent Directors or supervisors. The participants of the 2025 Restricted A Share Incentive Schemes include Directors, senior management, core technical personnel, key technical personnel and key business personnel of the Group, but excludes independent non-executive Directors.

**(d) Source and maximum number of Restricted Shares**

The underlying Shares of the Restricted A Share Incentive Schemes are the A Shares to be issued by the Company. The underlying Shares of the 2025 Restricted A Share Incentive Scheme might also include the A Shares repurchased by the Company from secondary market.

Each Restricted Share granted entitles the relevant participant to purchase one A Share upon vesting within the agreed period at the grant price. The Restricted Shares are subject to a vesting period and will only be vested upon fulfilling the vesting conditions stipulated. The initial maximum number of Restricted Shares that can be granted under each of the Restricted A Share Incentive Schemes are as follows:

| Restricted A Share Incentive Schemes | Initial maximum number of Restricted Shares to be granted under the relevant plan |
|---|---|
| 2020 Restricted A Share Incentive Scheme | 3,850,000 |
| 2022 Restricted A Share Incentive Scheme | 4,012,500 |
| 2025 Restricted A Share Incentive Scheme | 8,116,250 |

The number of Restricted Shares granted and/or the grant prices will be adjusted upon the occurrence of certain events, including payment of dividend, increase in the share capital by way of capitalization of capital reserves, issue of bonus shares, subdivision of shares and issue of new shares.

**(e) Date of grant and term of the Restricted A Share Incentive Schemes**

The date on which the Restricted Shares are granted shall be determined by the Board after approval of the Restricted A Share Incentive Schemes by the shareholders' general meeting. The initial grant of the Restricted Shares shall be approved by the Board, registered and announced within 60 days after the date of approval of the Restricted A Share Incentive Schemes by the Shareholders' general meeting.

The Restricted A Share Incentive Schemes shall be effective from the date of grant of Restricted Shares under the plans up to the date when all of the Restricted Shares granted under the plans have been vested or cancelation, provided that the term of the plans shall not exceed 60 months or 72 months (as the case may be).

**(f) Lock-up for Directors and senior management team**

Subject to applicable laws and regulations, if the grantee is a Director or a member of senior management of the Company,

(i) during their employment with the Company, the Shares to be transferred in each year shall not exceed 25% of the total Shares he or she holds;

(ii) no Share held by such Director or senior management can be transferred within six months after termination of his or her employment with the Company;

(iii) income gained through sale of the Shares within six months after his or her purchase of the Shares or purchase of the Shares within six months after his or her sale of the Shares shall belong to the Company and will be forfeited by the Board; and

(iv) if there is any change in the applicable laws and regulations on the foregoing lock-up requirements, the grantee shall comply with the amended laws and regulations.

**(g) Conditions to the grant of Restricted Shares**

The Restricted Shares under the Restricted A Share Incentive Schemes will only be granted to selected participants if the following conditions are fulfilled:

(i) with respect to the 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 the accountants' report of the Company 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 of the financial report for the most recent fiscal year;

(3) the Company has not distributed dividends in accordance with the laws and regulations, the Articles of Association or the Company's public commitment within the last 36 months after its listing;

(4) applicable laws and regulations prohibit the implementation of share incentive; or

(5) other circumstances determined by the CSRC; and

(ii) 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 and its local office within the last 12 months;

(3) the grantee has received administrative penalty or been prohibited from entering into the securities market by the CSRC and its local office due to material non-compliance with applicable laws and regulations 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 share incentive of listed companies according to applicable laws and regulations; or

(6) other circumstances determined by the CSRC.

**(h) Vesting of Restricted Shares**

The vesting period for Restricted Shares commences from date of grant of Restricted Shares to the grantee and the interval between the date of completion of the grant and the date of vesting of the Restricted Shares shall be twelve months. During the vesting period, the Restricted Shares granted to the grantee shall not be transferred, used as guarantee or for repayment of debt. In addition, the Restricted Shares will only be vested when (i) the conditions set out under paragraph (g) above are fulfilled; and (ii) the annual assessment and performance targets as set out under the plans are achieved.

Under the 2020 Restricted A Share Incentive Scheme, the Restricted Shares will be vested in tranches of 50%, 25% and 25% in each of the three vesting periods that occur between the first trading date after the 24-month anniversary from the date of grant and the lasting trading date up to the 60-month anniversary of the date of grant.

Under the 2022 Restricted A Share Incentive Scheme, the Restricted Shares will be vested in tranches of 30%, 30% and 40% in each of the three vesting periods that occur between the first trading date after the 12-month anniversary from the date of grant and the lasting trading date up to the 48-month anniversary of the date of grant.

Under the 2025 Restricted A Share Incentive Scheme, the Restricted Shares will be vested in tranches of 20%, 40% and 40% in each of the three vesting periods that occur between the first trading date after the 12-month anniversary from the date of grant and the lasting trading date up to the 48-month anniversary of the date of grant.

**(i) Dividend and voting rights**

Before the vesting of the Restricted Shares, the Restricted Shares (including the right to receive dividends) shall be locked and such Restricted Shares shall not be transferred or used to guarantee or repay debts. Upon vesting and registration of the Restricted Shares, the grantees of Restricted Shares will be entitled to exercise the right of Shareholders, including but not limited to the right to receive dividends and voting rights.

### (j) Outstanding Restricted Shares

As of the Latest Practicable Date, the total number of A Shares underlying the outstanding Restricted Shares granted under the Restricted A Share Incentive Schemes amounted to 6,439,000, representing approximately [**REDACTED**]% of the total issued Shares immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] are not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**]).

The following table sets forth the number of outstanding Restricted Shares granted to Directors, senior management or connected persons of our Company under the Restricted A Share Incentive Schemes as of the Latest Practicable Date.

| Name of grantee | Position in our Company | Series of Restricted A Share Incentive Schemes | Date of grant | Number of outstanding Restricted Shares | Grant price | Approximate percentage of issued Shares immediately after completion of the [REDACTED][(1)] |
|---|---|---|---|---|---|---|
| | | | | | *RMB (per A Share)* | |
| ***Directors and senior management*** | | | | | | |
| Dr. Wayne Wei-Ming Dai | Chairman, Executive Director, Chief Executive Officer, President | 2025 Restricted A Share Incentive Scheme | November 6, 2025 | 800,000 | 84.58 | [REDACTED]% |
| Mr. Wei-Jin Dai | Executive Director, chief strategy officer, executive vice president and general manager of IP Division | 2025 Restricted A Share Incentive Scheme | November 6, 2025 | 500,000 | 84.58 | [REDACTED]% |
| Mr. Wang Yang | Executive Director, chief operating officer and executive vice president of worldwide sales | 2025 Restricted A Share Incentive Scheme | November 6, 2025 | 300,000 | 84.58 | [REDACTED]% |
| Ms. Shi Wenli | Executive Director, secretary of the Board, company secretary and senior vice president of human resources and administration | 2025 Restricted A Share Incentive Scheme | November 6, 2025 | 300,000 | 84.58 | [REDACTED]% |
| Mr. Wang Zhiwei | Executive vice president and general manager of Custom Silicon Platform Division | 2025 Restricted A Share Incentive Scheme | November 6, 2025 | 150,000 | 84.58 | [REDACTED]% |
| Ms. Zhao Chunrong | Chief financial officer | 2025 Restricted A Share Incentive Scheme | November 6, 2025 | 150,000 | 84.58 | [REDACTED]% |
| ***Subtotal*** | | | | 2,200,000 | | [REDACTED]% |
| ***Connected person*** | | | | | | |
| Brandon Hai-Bing Dai | Senior manager of strategic investments | 2025 Restricted A Share Incentive Scheme | November 6, 2025 | 10,000 | | [REDACTED]% |
| **Total** | | | | 2,210,000 | | [REDACTED]% |

*Note:*

(1) Assuming 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 the [**REDACTED**].

The following table sets forth the number of outstanding Restricted Shares granted to other grantees (excluding Directors, senior management and connected persons of our Company) under the Restricted A Share Incentive Schemes as of the Latest Practicable Date.

| Series of Restricted A Share Incentive Schemes | Number of Grantees | Date of grant | Number of outstanding Restricted Shares | Grant price | Approximate percentage of issued Shares immediately after completion of the [REDACTED][(1)] |
|---|---|---|---|---|---|
| | | | | *RMB (per A Share)* | |
| 2020 Restricted A Share Incentive Scheme . . . . . | 1 | December 20, 2021 | 2,000 | 38.53 | [**REDACTED**]% |
| 2025 Restricted A Share Incentive Scheme . . . . . | 1,114 | November 6, 2025 | 4,227,000 | 84.58 | [**REDACTED**]% |

*Note:*

(1) Assuming 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 the [**REDACTED**].

## OTHER INFORMATION

### Estate Duty

The Directors have been advised that no material liability for estate duty is likely to fall on the Group.

### Litigation

As of the Latest Practicable Date, the Company was not engaged in any outstanding litigation or arbitration which may have material adverse effect on the [**REDACTED**] and, so far as the Directors are aware, no material litigation or claim was pending or threatened by or against the Company.

### Joint Sponsors

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Each of the Joint Sponsors will receive a fee of US$250,000 for acting as the sponsor for the [**REDACTED**].

### Preliminary Expenses

The Company has not incurred any material preliminary expenses.

**Promoters**

The promoters of the Company are VeriSilicon Limited, Wealth Strategy Holding Limited, China Integrated Circuit Industry Investment Fund Co., Ltd. (國家集成電路產業投資基金股份有限公司), Gongqingcheng Shixing Investment Partnership (Limited Partnership) Enterprise (共青城時興投資合夥企業(有限合夥)), Jiaxing Haicheng Venture Capital Partnership (Limited Partnership) (嘉興海橙投資合夥企業(有限合夥)), Jiaxing Junxiang Investment Partnership (L.P.) (嘉興君祥投資合夥企業(有限合夥)), Jiaxing Junlang Investment Management Partnership (L.P.) (嘉興君朗投資管理合夥企業(有限合夥)), Hefei Huaxin Yiyuan Investment Center Partnership (L.P.) (合肥華芯宜原投資中心合夥企業(有限合夥)), Shanghai Pudong Emerging Industry Investment Co., Ltd. (上海浦東新興產業投資有限公司), Vantage Point Venture Partners 2006 (Q), L.P., SVIC No. 33 New Technology Business Investment L.L.P., Jovial Victory Limited, Intel Capital (Cayman) Corporation, Tibet Deyuan Industrial Co., Ltd. (西藏德遠實業有限公司), Wayne Wei-Ming Dai, IDG Technology Venture Investments, LP, Shanghai Aiaote Investment Co., Ltd. (上海艾歐特投資有限公司), Anemoi Capital Limited, SVIC No. 25 New Technology Business Investment L.L.P., IDG Technology Venture Investment III, L.P., Gongqingcheng Yuantian Investment Partnership (Limited Partnership) Enterprise (共青城原天投資合夥企業(有限合夥)), Focuspower Investment Inc., Shanghai Zhangjiang Torch Venture Capital Co., Ltd. (上海張江火炬創業投資有限公司), Ningbo Shenyi Chuanghe Venture Capital Partnership (L.P.) (寧波申毅創合創業投資合夥企業(有限合夥)), IDG Technology Venture Investment IV, L.P., HwaCom Systems Inc. (華電聯網股份有限公司), Hsu, Ming-Kang, Han, Kuang-Chung, Miven Venture Partners Fund I, LLC, Lee-Min Tsai, Margaret Tsai Cheng, Gongqingcheng Wenxing Investment Partnership Enterprise (Limited Partnership) (共青城文興投資合夥企業(有限合夥)), Koruspartners, Gongqingcheng Yuandao Investment Partnership Enterprise (Limited Partnership) (共青城原道投資合夥企業(有限合夥)), Gongqingcheng Yuanchou Investment Partnership Enterprise (Limited Partnership) (共青城原酬投資合夥企業(有限合夥)), Gongqingcheng Yuanqin Investment Partnership Enterprise (Limited Partnership) (共青城原勤投資合夥企業(有限合夥)), Gongqingcheng Yuanhou Investment Partnership Enterprise (Limited Partnership) (共青城原厚投資合夥企業(有限合夥)), Gongqingcheng Yuande Investment Partnership Enterprise (Limited Partnership) (共青城原德投資合夥企業(有限合夥)), Gongqingcheng Yuanzai Investment Partnership Enterprise (Limited Partnership) (共青城原載投資合夥企業(有限合夥)), Gongqingcheng Yuanwu Investment Partnership Enterprise (Limited Partnership) (共青城原物投資合夥企業(有限合夥)), Gongqingcheng Yuanji Investment Partnership Enterprise (Limited Partnership) (共青城原吉投資合夥企業(有限合夥)).

Within the two years immediately preceding the date of this document, no cash, securities, or other benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the promoters named above in connection with the **[REDACTED]** or the related transactions described in this document.

**Qualifications and Consents of Experts**

The qualifications of the experts which have given opinions or advice which are contained in, or referred to in, this document are as follows:

| Name of Expert | Qualifications |
|---|---|
| CITIC Securities (Hong Kong) Limited *(in alphabetical order)* | A licensed corporation under the SFO to conduct type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO |
| UBS Securities Hong Kong Limited *(in alphabetical order)* | A licensed corporation under the SFO 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) of the regulated activities as defined under the SFO |
| Deloitte Touche Tohmatsu | Certified Public Accountants and Registered Public Interest Entity Auditors |
| Fangda Partners | PRC legal advisor |
| China Insights Industry Consultancy Limited | Independent industry consultant |

Each of the experts listed above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or references to its name included herein in the form and context in which they respectively appear.

**Binding Effect**

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of 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.

**Bilingual Document**

The English language and Chinese language versions of this document are being published separately, in reliance upon the exemption provided in 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**

Save as otherwise disclosed in this document,

(a) within the two years preceding the date of this document, no share or loan capital of the Company or any of its subsidiaries has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash;

(b) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;

(c) no founder, management or deferred shares of the Company or any of its subsidiaries have been issued or have been agreed to be issued;

(d) none of the equity and debt securities of the Company or its subsidiary is presently listed or dealt in on any other stock exchange nor is any listing or permission to deal being or proposed to be sought;

(e) the Company has no outstanding convertible debt securities or debentures;

(f) none of the experts listed under "— Qualifications and Consents of Experts":

  (i) is interested beneficially or non-beneficially in any shares in any member of the Group; or

  (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group save in connection with the [**REDACTED**]; and

(g) there has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this document.