(A) FURTHER INFORMATION ABOUT OUR GROUP

1 Incorporation

Our Company was established as a limited liability company under the laws of the PRC on March 9, 1993, and was converted into a joint stock limited company on June 17, 2013. Our Company completed the listing of our A Shares on the Shanghai Stock Exchange (stock code: 603228) in January 2017.

Our Company has established a place of business in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, and was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on January 13, 2026. TMF Hong Kong Limited has been appointed as our agent for the acceptance of service of process and notices on behalf of our 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 the Articles of Association is set out in Appendix III to this document, respectively.

2 Changes in Share Capital of our Company

In 2024, we granted 12,024,100 restricted shares to share incentive schemes recipients. We also repurchased and cancelled 92,600 restricted shares under the share incentive schemes. The conversions by holders of the Jing 20 Convertible Bonds increased the number of unrestricted outstanding shares by 78,710,879 shares, and the conversions by holders of the Jing 23 Convertible Bonds increased the number of unrestricted outstanding shares by 16,007 shares. As of December 31, 2024, our total share capital changed to 932,532,312 shares and the registered capital increased to RMB932,532,312.

In 2025, we repurchased and cancelled 456,848 restricted shares under the share incentive schemes and granted 2,129,800 restricted shares to share incentive schemes recipients. We increased the number of unrestricted outstanding shares by 2,412,752 shares due to exercises during the first exercise period of the initial grant of stock options under the 2024 Share Option and Restricted Share Incentive Plan. The conversions by holders of the Jing 23 Convertible Bonds increased the number of unrestricted outstanding shares by 48,194,477 shares. As of December 31, 2025, our total share capital changed to 984,812,493 shares and the registered capital increased to RMB984,812,493.

In 2026, we increased the number of unrestricted outstanding shares by 44,560 due to exercises of stock options under the 2024 Share Option and Restricted Share Incentive Plan. As of the Latest Practicable Date, our total share capital changed to 984,857,053 and the registered capital increased to RMB984,857,053.

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

3 Changes in Share Capital of our Subsidiaries

On September 25, 2024, Kinwong Electronic Technology (Ganzhou) Co., Ltd. (景旺電子科技(贛州)有限公司) increased its registered capital from RMB200,000,000 to RMB500,000,000. On November 12, 2024, it increased its registered capital from RMB500,000,000 to RMB700,000,000.

On August 25, 2025, Zhuhai Kinwong Investment Co., Ltd. (珠海景旺投資有限公司) increased its registered capital from RMB30,000,000 to RMB41,000,000.

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

4 Resolutions Passed by Our Shareholders' General Meeting in Relation to the [**REDACTED**]

At the extraordinary general meeting of the Shareholders held on December 25, 2025, the following resolutions, among other things, were duly passed:

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

(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;

(c) subject to the completion of the [**REDACTED**], the Articles of Association has been approved and adopted, which shall only become effective on the [**REDACTED**], and our Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and the relevant PRC regulatory authorities; and

(d) authorizing our Board and its authorized persons to handle all relevant matters relating to, among other things, the [**REDACTED**], the issue of H Shares and the [**REDACTED**].

(B) FURTHER INFORMATION ABOUT OUR BUSINESS

1 Summary of Material Contracts

The following are contracts (not being contracts 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**].

2 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

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

No.	Trademark	Registered Owner	Place of Registration	Class	Registration No.	Expiry Date
1 . . .	KINWONG 景旺电子	Company	Hong Kong	Class 9	353259242	2035/1/6
2 . . .	KINWONG	Company	China	Class 6	11109204	2033/11/6
3 . . .	KINWONG	Company	China	Class 9	11109293	2035/4/6
4 . . .	KINWONG	Company	China	Class 42	11109403	2035/4/6

No.	Trademark	Registered Owner	Place of Registration	Class	Registration No.	Expiry Date
5 . . .	景旺	Company	China	Class 6	11109528	2033/11/6
6 . . .	景旺	Company	China	Class 9	11109635	2034/7/20
7 . . .	景旺	Company	China	Class 42	11109722	2033/11/6
8 . . .	景旺	Company	China	Class 40	11135051	2033/11/13
9 . . .	KINWONG 景旺电子	Company	China	Class 6	14103957	2035/4/13
10 . .	KINWONG 景旺电子	Company	China	Class 9	14104110	2036/1/20
11 . .	KINWONG 景旺电子	Company	China	Class 9	14104110A	2035/6/6
12 . .	KINWONG 景旺电子	Company	China	Class 42	14104748A	2035/6/6
13 . .	KINWONG	Company	China	Class 6	14104870	2035/4/13
14 . .	KINWONG	Company	China	Class 9	14104972A	2035/6/6
15 . .	KINWONG	Company	China	Class 42	14105137A	2035/6/6
16 . .	KINWONG	Company	China	Class 40	14148617	2035/4/27
17 . .	KINWONG 景旺电子	Company	China	Class 40	14148618	2035/4/27
18 . .	景旺电子	Company	China	Class 9	16361914	2036/5/20
19 . .	景旺电子	Company	China	Class 40	16401981	2036/4/27

(b) *Patents*

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

No.	Patent	Registered Owner	Class	Patent No.	Expiry Date
1 . . .	High-frequency board and high-frequency board manufacturing method (高頻板及高頻板製作方法)	Company	Invention	ZL202210997679.0	2042/8/18
2 . . .	Phased array antenna PCB and its lamination method (相控陣天線PCB及其壓合方法)	Company	Invention	ZL202210636837.X	2042/6/6
3 . . .	A method for preparing a circuit board prior to lamination and the circuit board (一種待壓合電路板的製備方法及電路板)	Company	Invention	ZL202210402635.9	2042/4/17

No.	Patent	Registered Owner	Class	Patent No.	Expiry Date
4 . . .	A buried-magnet PCB and a method for manufacturing the same (一種埋磁PCB及其製作方法)	Company, Zhuhai Kinwong	Invention	ZL202411106722.5	2044/8/12
5 . . .	A surface treatment method for a printed circuit board and the printed circuit board (印刷電路板的表面處理方法及印刷電路板)	Company	Invention	ZL202110290209.6	2041/3/17
6 . . .	A method for manufacturing an asymmetric board (一種不對稱板的製作方法)	Company	Invention	ZL202010297206.0	2040/4/14
7 . . .	A method for manufacturing a multilayer PCB and the multilayer PCB (多層PCB板的製作方法及多層PCB板)	Company	Invention	ZL201811157852.6	2038/9/29
8 . . .	A method for manufacturing a high-frequency board (高頻板製造方法)	Company	Invention	ZL201910280014.6	2039/4/8
9 . . .	A solder resist process with high ink reflectivity and a Mini-LED backlight board (一種高油墨反射率防焊工藝及Mini LED背光板)	Jiangxi Kinwong	Invention	ZL202410182283.X	2044/2/18
10 . .	A method for improving warpage in asymmetric stacked PCBs (一種改善不對稱疊構PCB板翹的方法)	Jiangxi Kinwong	Invention	ZL201910270496.7	2039/4/3
11 . .	A rigid-flex board and a method for manufacturing the same (剛撓結合板及其製作方法)	Longchuan Kinwong	Invention	ZL202211005070.7	2042/8/21
12 . .	A reinforcing board, a method for manufacturing the same, and a rigid-flex board (補強板、補強板製作方法及軟硬結合板)	Longchuan Kinwong	Invention	ZL202211005121.6	2042/8/21
13 . .	A method for manufacturing a circuit board (線路板製造方法)	Longchuan Kinwong	Invention	ZL202010504074.4	2040/6/4
14 . .	A method for manufacturing a printed circuit board and the printed circuit board (印製電路板的製作方法及印製電路板)	Longchuan Kinwong	Invention	ZL202111074396.0	2041/9/13
15 . .	A buried copper coin thermal dissipation substrate and a method for manufacturing the same (一種埋銅塊散熱基板及其製作方法)	Longchuan Kinwong	Invention	ZL201810495741.X	2038/5/21
16 . .	A method for manufacturing a circuit board (線路板製造方法)	Zhuhai Kinwong	Invention	ZL202110086999.6	2041/1/21
17 . .	A method for manufacturing a circuit board (一種線路板的製作方法)	Zhuhai Kinwong	Invention	ZL202110177618.5	2041/2/8

No.	Patent	Registered Owner	Class	Patent No.	Expiry Date
18 . .	A method for manufacturing resistors in a printed circuit board and the printed circuit board (印刷電路板中電阻的製作方法及印刷電路板)	Zhuhai Kinwong	Invention	ZL202010824255.5	2040/8/16
19 . .	A method for welding a connector to a flexible circuit board and the flexible circuit board (柔性電路板連接器焊接方法及柔性電路板)	Zhuhai Kinwong Flexible	Invention	ZL202210700065.1	2042/6/19
20 . .	A multilayer flexible circuit board capable of stable transmission of high-frequency signals during bending and a communication device (在彎折中高頻信號穩定傳輸的多層柔性線路板及通信設備)	Zhuhai Kinwong Flexible	Invention	ZL202110337950.3	2041/3/29

(c) Copyrights

As of the Latest Practicable Date, we had registered the following computer software copyrights which we consider to be material to our Group's business:

No.	Copyright	Registration No.	Registered Owner	Registration Date
1	KWFPC_Drilling Table Software V1.0 (KWFPC_鑽孔表軟件V1.0)	2013SR029655	Company	2013/03/29
2	KWFPC Engineering Self-inspection Software V1.0 (KWFPC工程自檢軟件V1.0)	2014SR079250	Company	2014/06/17
3	Kinwong Electronic – Dormitory Check-in Registration Management System V1.0.00 (景旺電子-宿舍入住登記管理系統V1.0.00)	2019SR1254131	Company	2019/12/02
4	Kinwong Electronic – IT Service Management Platform V1.0 (景旺電子-IT服務管理平臺V1.0)	2020SR0037630	Company	2020/01/08
5	SMT Traceability Management System [Abbreviation: STS] V1.0 (SMT追溯管理系統[簡稱:STS]V1.0)	2022SR0565156	Company	2022/05/06
6	Kinwong Factory Operations Management System V1.0 (景旺工廠運營管理系統V1.0)	2022SR0565137	Company	2022/05/06
7	Tool Table Conversion Software V1.0 (刀具表轉換軟件V1.0)	2015SR195905	Longchuan Kinwong	2015/10/13
8	Process Editor Software V1.0 (流程編輯器軟件V1.0)	2019SR0198615	Longchuan Kinwong	2019/02/28
9	Drill Editor Software V1.0 (鑽孔編輯器軟件V1.0)	2019SR0195820	Longchuan Kinwong	2019/02/28
10 . . .	Kinwong Drill Tape Editing Software V1.3 (景旺鑽帶編輯軟件V1.3)	2020SR0718194	Longchuan Kinwong	2020/07/03

No.	Copyright	Registration No.	Registered Owner	Registration Date
11 . . .	Drill Tape Scaling Software (鑽帶漲縮軟件)	2021SR1576306	Longchuan Kinwong	2021/10/27
12 . . .	Kinwong CNC-VCUT Program/Drawing Automatic Generation Software V1.0 (景旺CNC-VCUT程式/圖紙自動生成軟件V1.0)	2018SR1028835	Jiangxi Kinwong	2018/12/28

(d) Domain Names

As of the Latest Practicable Date, we owned the following domain names in the PRC which we consider to be or may be material to our business:

No.	Domain Names	Registered Owner	Expiry Date
1. . . .	kinwong.com	Company	2034/09/28
2. . . .	kinwong.com.cn	Company	2035/02/26
3. . . .	kinwong.cn	Company	2035/12/08

(C) FURTHER INFORMATION ABOUT OUR DIRECTORS

1 Particulars of Directors' Appointment Contracts

Each of the Directors has entered into an appointment contract with our Company. The principal particulars of these appointment contracts comprise (a) the term of the service; (b) subject to termination in accordance with their respective term; and (c) a dispute resolution provision. The appointment contracts 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 an appointment 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)).

2 Remuneration of Directors

Save as disclosed in "Directors and Senior Management" and under "Accountants' Report — Notes to the Historical Financial Information — Directors' and Supervisors' Remuneration" in Appendix I to this document, no Director received other remuneration or benefits in kind from our Company during the Track Record Period.

3 Disclosure of Interests

***Interests and Short Positions of our Directors in the Registered Capital of our Company or our Associated Corporations following Completion of the* [REDACTED]**

Immediately following completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), the interests or short positions of our Directors and chief executives 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 have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is 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 contained in the Listing Rules, to be notified to our Company and the Stock Exchange are set out below:

			A Shares held as of the Latest Practicable Date		Shares held following the completion of the [REDACTED][1]		
Name of Director	Name of associated corporation	Nature of interest	Number	Approximate Percentage of issued Shares	Number	Approximate Percentage of issued A Shares	Approximate Percentage of total issued Shares
Mr. Liu Shaobai .	Our Company	Beneficial owner	478,805	0.05%	478,805	[REDACTED]	[REDACTED]
		Interest in person acting in concert	560,846,175	56.95%	560,846,175	[REDACTED]	[REDACTED]
		Interest of spouse[2]	280,493,262	28.48%	280,493,262	[REDACTED]	[REDACTED]
Ms. Cheuk Kwan .	Our Company	Interest in controlled corporations	279,874,108	28.42%	279,874,108	[REDACTED]	[REDACTED]
		Interest in person acting in concert	560,846,175	56.95%	560,846,175	[REDACTED]	[REDACTED]
Ms. Huang Xiaofen	Our Company	Beneficial owner	417,940	0.04%	417,940	[REDACTED]	[REDACTED]
		Interest in controlled corporations	280,075,322	28.44%	280,075,322	[REDACTED]	[REDACTED]
		Interest in person acting in concert	560,846,175	56.95%	560,846,175	[REDACTED]	[REDACTED]
		Interest of spouse[2]	478,805	0.05%	478,805	[REDACTED]	[REDACTED]
Mr. Liu Yu	Our Company	Interest in controlled corporations	280,075,322	28.44%	280,075,322	[REDACTED]	[REDACTED]
		Interest in person acting in concert	560,846,175	56.95%	560,846,175	[REDACTED]	[REDACTED]
Mr. Deng Li . . .	Our Company	Beneficial owner	120,700	0.01%	120,700	[REDACTED]	[REDACTED]

Note:

(1) The calculations are made assuming the [**REDACTED**] is not exercised.

(2) Mr. Liu Shaobai and Ms. Huang Xiaofen are spouses.

Interests and Short Positions Disclosable under Divisions 2 and 3 of Part XV of the SFO

For information, so far as is known to our Directors or chief executive, of each person, other than our Directors or chief executive, who immediately following completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised) will 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 the SFO, or, is, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of our Group, see "Substantial shareholders."

Interests of substantial shareholders in members of our Group (excluding our Company)

As of the Latest Practicable Date, to the best knowledge of our Directors, the following persons (other than members of our Group) were interested in 10% or more of the voting rights at general meetings of our subsidiaries:

Name of subsidiary	Name of substantial shareholder	Approximate percentage of shareholding
		(%)
Zhuhai Kinwong Flexible . . .	Luxshare Precision Industry Co., Ltd. (立訊精密工業股份有限公司)	49

(D) Share Option and Restricted Share Incentive Plans

The following is a summary of the principal terms of the 2024 Share Option and Restricted Share Incentive Plan adopted by the Company on April 19, 2024 and the 2026 Share Option and Restricted Share Incentive Plan adopted by the Company on June 25, 2026. The terms of Share Option and Restricted Share Incentive Plans are not subject to the relevant provisions of Chapter 17 of the Listing Rules as the Share Option and Restricted Share Incentive Plans do not involve any grant of options or restricted Shares by our Company after the [**REDACTED**].

(a) Purpose of the plan

The purpose of the Share Option and Restricted Share Incentive Plans is to enhance our Group's corporate governance structure and incentive mechanism and incentivize our Group's management and key employees to achieve a sustained and healthy development of our Group. The Share Option and Restricted Share Incentive Plans are implemented to align the interests of the Shareholders with the interests of our Group and the incentivized employees which will benefit the sustained development of our Group.

(b) Administration

The Share Option and Restricted Share Incentive Plans have been approved by the Shareholders' meeting and is subject to the administration of the Board.

(c) Participants

The eligible participants of the Share Option and Restricted Share Incentive Plans include our Group's directors, senior management, key management personnel and core technical and business personnel.

(d) Source and maximum number of Shares

The Shares underlying the Share Option and Restricted Share Incentive Plans are A Shares to be issued by our Company to the selected participants. The total number of Shares that may be issued pursuant to the 2024 Share Option and Restricted Share Incentive Plan is no more than 22,399,000 Shares, comprising 14,841,080 restricted Shares and Shares underlying 7,557,920 options. The total number of Shares that may be issued pursuant to the 2026 Share Option and Restricted Share Incentive Plan is no more than 25,980,600 Shares, comprising 15,423,000 restricted Shares and Shares underlying 10,557,600 options.

(e) Date of grant of options and restricted Shares

The date on which the options or restricted shares under the initial batch are granted shall be a trading day determined by the Board within 60 days after the date of approval of each Share Option and Restricted Share Incentive Plan by the Shareholders' meeting. The grant of options or restricted shares shall be approved by the Board, registered and announced within 60 days after the approval of each Share Option and Restricted Share Incentive Plan by the Shareholders' meeting. The options or restricted shares under the reserve batch shall be granted within 12 months after the date of approval of each Share Option and Restricted Share Incentive Plan by the Shareholders' meeting.

(f) Conditions to the grant of options or restricted Shares

The options or restricted shares under the Share Option and Restricted Share 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 accountants 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 accountants 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 [**REDACTED**];

(4) the applicable laws and regulations prohibit the implementation of any share incentive arrangement; 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 Share 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;

(3) the grantee has been punished or prohibited from entering into the securities market by the CSRC or its local office due to material breach of 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 arrangement of listed companies according to applicable laws and regulations; or

(6) any other circumstances determined by the CSRC.

(g) Exercise of options

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

The exercise price for the options granted under the Share Option and Restricted Share Incentive Plan is RMB15.82 per option, which is a price no less than 80% of the average A Share trading price of the Company during the 60 trading days prior to the announcement of the 2024 Share Option and Restricted Share Incentive Plan. The exercise price for the options granted under the 2026 Share Option and Restricted Share Incentive Plan is RMB57.33 per option.

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.

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 options granted under the 2024 Share Option and Restricted Share Incentive Plan are exercisable in three tranches of 40%, 30%, 30% in each of the three exercise periods that occur between the first trading day after the 12-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 2024 Share Option and Restricted Share 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) 10 days before the publication of quarterly report, earnings forecast and preliminary earnings estimate, (iii) the period starting from the date of occurrence of any significant price-sensitive event on the trading of our Shares and derivatives or the decision-making process in respect of such event until the date of announcement of such event; and (iv) any other period stipulated by the CSRC and the Shanghai Stock Exchange.

(h) Grant of restricted Shares

The grant price for the restricted Shares granted under the 2024 Share Option and Restricted Share Incentive Plan is RMB9.89 per Share, which is a price no less than 50% of the average A Share trading price of the Company during the 60 trading days prior to the announcement of the 2024 Share Option and Restricted Share Incentive Plan. The grant price for the restricted Shares granted under the 2026 Share Option and Restricted Share Incentive Plan is RMB35.83 per Share.

The restricted Shares granted under the 2024 Share Option and Restricted Share Incentive Plan are subject to vesting periods in three tranches of 40%, 30%, 30% in each of the three periods that occur between the first trading day after the 12-month anniversary from the date of grant and the last trading day up to the 48-month anniversary of the date of grant.

(i) Lock-up

If the grantee is a Director or a senior management of our Company, the Shares to be transferred in each year shall not exceed 25% of the total Shares he holds during the term of his employment, and no share held by such Director or senior management can be transferred within six months after termination of his employment.

If the grantee is a Director or senior management of our Company, income gained through the sale of Shares within six months of the purchase, or purchase of Shares within six months of the sale, shall belong to our Company and will be forfeited by the Board.

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.

(j) Outstanding Options

As of the date of this document, the number of A Shares underlying the outstanding options granted under the Share Option and Restricted Share Incentive Plans amounted to 30,328,000 A Shares, representing [**REDACTED**]% of the issued Shares immediately following the completion of the [**REDACTED**] (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**]). As of the Latest Practicable Date, the outstanding options were held by one Director, three members of the senior management of the Company (who are not Directors) and 1,339 grantees who are employees of our Company and are not Directors, members of the senior management or connected persons of our Company. Assuming full exercise of all outstanding options granted under the Share Option and Restricted Share Incentive Plans, the issued and outstanding shareholding of the Shareholders immediately following completion of the [**REDACTED**] will be diluted by [**REDACTED**]%. The dilution effect on our earnings per Share would be [**REDACTED**]%.

The table below sets forth the details of the options granted to the grantees (who are not our Directors, members of our senior management or connected persons of our Company) under the 2024 Share Option and Restricted Share Incentive Plan, categorized by the number of underlying A Shares, which were outstanding as of the Latest Practicable Date:

Category by number of underlying A Shares	Number of grantee	Date of grant	Exercise price	Exercise period	Number of A Shares underlying outstanding options	A Shares underlying outstanding options as a percentage of issued Shares immediately after the [REDACTED][(1)]
1 to 10,000	1	June 13, 2024	14.52	See note (2)	6,000	[**REDACTED**]
	86	March 28, 2025	14.52	See note (3)	680,600	[**REDACTED**]
10,001 to 20,000. . .	455	June 13, 2024	14.52	See note (2)	3,616,840	[**REDACTED**]
	2	March 28, 2025	14.52	See note (3)	28,200	[**REDACTED**]
20,001 to 30,000 . .	9	June 13, 2024	14.52	See note (2)	155,460	[**REDACTED**]
	2	March 28, 2025	14.52	See note (3)	52,300	[**REDACTED**]
30,001 to 40,000 . .	1	June 13, 2024	14.52	See note (2)	19,140	[**REDACTED**]
40,001 to 50,000 . .	1	June 13, 2024	14.52	See note (2)	27,480	[**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 the [**REDACTED**].

(2) The first exercise period is June 13, 2025-June 12, 2026. The second exercise period is June 13, 2026-June 12, 2027. The third exercise period is June 13, 2027-June 12, 2028.

(3) The first exercise period is June 13, 2026-June 12, 2027. The second exercise period is June 13, 2027-June 12, 2028.

The table below sets forth the details of the options granted to the grantees under the 2026 Share Option and Restricted Share Incentive Plan, categorized by the number of underlying A Shares:

Category by number of underlying A Shares	Number of grantee	Number of A Shares underlying outstanding options and restricted Shares	A Shares underlying outstanding options and restricted Shares as a percentage of issued Shares immediately after the [REDACTED][(1)]
1 to 10,000	301	2,722,700	[**REDACTED**]
10,001 to 20,000	591	8,287,700	[**REDACTED**]
20,001 to 30,000	189	4,617,100	[**REDACTED**]
30,001 to 40,000	45	1,484,400	[**REDACTED**]
40,001 to 50,000	22	969,400	[**REDACTED**]
Above 50,000.	39	2,882,300	[**REDACTED**]

Notes:

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

(k) Outstanding restricted Shares

There is no outstanding restricted Share under the 2024 Share Option and Restricted Share Incentive Plan as of the Latest Practicable Date. There is 20,440,000 outstanding restricted Shares under the 2026 Share Option and Restricted Share Incentive Plan as of the date of this document.

(E) OTHER INFORMATION

1 Estate Duty

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

2 Litigation

Save as disclosed 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.

3 Joint Sponsors

The Joint Sponsors have made an [**REDACTED**] on behalf of our Company to the Listing Committee for [**REDACTED**], and permission to [**REDACTED**], the H Shares of our Company. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

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

Pursuant to the engagement letters entered into between our Company and each of the Joint Sponsors, we have agreed to pay the Joint Sponsors an aggregate fee of US$[1,000,000] to act as the sponsors of our Company in connection with the proposed [**REDACTED**] on the Stock Exchange.

4 Consent of Experts

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

Name	Qualification
CITIC Securities (Hong Kong) Limited	Licensed corporation to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Merrill Lynch (Asia Pacific) Limited	Licensed corporation to conduct Type 1 (dealing in securities), 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
Guolian Securities International Capital Market Co., Limited	Licensed corporation to conduct Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Guantao Law Firm	Legal advisor to our Company as to PRC laws

Name	Qualification
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
CIC	an independent professional market research and consulting company
Pillsbury Winthrop Shaw Pittman LLP .	Legal advisor to our Company as to U.S. export control and sanctions

As of the Latest Practicable Date, none of the experts named above has any shareholding 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.

Each of the experts named above have given and have not withdrawn their respective written consent to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

5 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.

6 Promoters

Information of our promoters at the time of the Company's conversion into a joint stock limited company in June 2013 is as follows:

No.	Name
1.	Jinghong Yongtai
2.	Wise Able Investment
3.	Dongguan Hengxin Industrial Investment Co., Ltd. (東莞市恒鑫實業投資有限公司)
4.	Shenzhen Jingjun Tongxin Investment Partnership (Limited Partnership) (深圳市景俊同鑫投資合夥企業(有限合夥))
5.	Shenzhen Jiashanxin Investment Partnership (Limited Partnership) (深圳市嘉善信投資合夥企業(有限合夥))

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

7 Bilingual Prospectus

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).

8 Preliminary Expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

9 Compliance Adviser

Our Company has appointed Lego Corporate Finance Limited as our compliance adviser in compliance with Rules 3A.19 of the Listing Rules.

10 No Material Adverse Change

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

11 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.

12 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 Note 38 to the Accountants' Report included in Appendix I to this document.

13 Miscellaneous

Save as disclosed 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

(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 listing or permission to deal being or proposed to be sought; and

(vii) all necessary arrangements have been made to enable the H shares to be admitted into CCASS for clearing and settlement.