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Application Proof of

Luxvisions Innovation Technology Corp. Limited
立景創新科技股份有限公司

(the "**Company**")

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

WARNING

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Luxvisions Innovation Technology Corp. Limited
立景創新科技股份有限公司

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

[REDACTED]

Number of [REDACTED] under the [REDACTED]	**:**	**[REDACTED] H Shares (subject to the [REDACTED])**
Number of [REDACTED]	**:**	**[REDACTED] H Shares (subject to reallocation)**
Number of [REDACTED]	**:**	**[REDACTED] H Shares (subject to reallocation and the [REDACTED])**
Maximum [REDACTED]	**:**	**HK$[REDACTED] per H Share, plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)**
Nominal Value	**:**	**RMB1.00 per H Share**
[REDACTED]	**:**	**[REDACTED]**

***Joint Sponsors*, [REDACTED], [REDACTED], [REDACTED] *and* [REDACTED]**

CITIC SECURITIES CICC 中金公司

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The final **[REDACTED]** is expected to be determined by agreement between the **[REDACTED]** (for themselves and on behalf of the other **[REDACTED]**) and the Company on the **[REDACTED]**, which is expected to be on or before **[REDACTED]**, but in any event, no later than 12:00 noon on **[REDACTED]**. The **[REDACTED]** is expected to be not more than HK$**[REDACTED]** per **[REDACTED]**, and is expected to be not less than HK$**[REDACTED]** per **[REDACTED]**, unless otherwise announced. Applicants for the **[REDACTED]** may be required to pay, on **[REDACTED]** (subject to application channel), the maximum **[REDACTED]** of HK$**[REDACTED]** per H Share, together with brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the **[REDACTED]** is less than HK$**[REDACTED]** per **[REDACTED]**. If, for any reason, the **[REDACTED]** is not agreed between the Company and the **[REDACTED]** (for themselves and on behalf of the other **[REDACTED]**) on or before 12:00 noon on **[REDACTED]**, the **[REDACTED]** (including the **[REDACTED]**) will not proceed and will lapse.

The [REDACTED] (for themselves and on behalf of the other [REDACTED]) may, with our consent, reduce the number of [REDACTED] being offered under the [REDACTED] and/or the [REDACTED] below that stated in this document at any time prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] being offered under the [REDACTED] and/or the [REDACTED] will be published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.luxvisions-inno.com not later than the morning of the last day for lodging applications under the [REDACTED]. See "Structure of the [REDACTED]" and "How to Apply for [REDACTED]" for further details.

Prior to making an investment decision, prospective investors should carefully consider all of the information set out in this document, including but not limited to the risk factors set out in "Risk Factors."

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for themselves and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. See "[REDACTED]." It is important that you refer to that section for further details.

The **[REDACTED]** have not been and will not be registered under the **[REDACTED]** or any state securities laws in the United States and may not be **[REDACTED]**, sold, pledged or transferred within the United States, or to, or for the account or benefit of **[REDACTED]**, except in transactions exempt from, or not subject to, the registration requirements of the **[REDACTED]**. The **[REDACTED]** are being **[REDACTED]** and sold outside the United States in offshore transactions in reliance on **[REDACTED]** under the **[REDACTED]**.

[REDACTED]

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE[(1)]

[REDACTED]

EXPECTED TIMETABLE[(1)]

[REDACTED]

EXPECTED TIMETABLE[(1)]

[REDACTED]

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IMPORTANT NOTICE TO INVESTORS

This document is issued by us solely in connection with the* [REDACTED] *and does not constitute an offer to sell or a solicitation of an offer to buy any security other than the* [REDACTED] *offered by this document pursuant to the* [REDACTED]*. This document may not be used for the purpose of making, and does not constitute, an offer or a solicitation of an offer to subscribe for or buy any security in any other jurisdiction or in any other circumstances. No action has been taken to permit a* [REDACTED] *of the* [REDACTED] *or the distribution of this document in any jurisdiction other than Hong Kong. The distribution of this document and the* [REDACTED] *and* [REDACTED] *of the* [REDACTED] *in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

You should rely only on the information contained in this document to make your investment decision. We have not authorized anyone to provide you with information that is different from what is contained in this document. Any information or representation not made in this document must not be relied on by you as having been authorized by us, the Joint Sponsors, the* [REDACTED]*, the* [REDACTED]*, the* [REDACTED] *and the* [REDACTED]*, any of the* [REDACTED]*, any of our or their respective directors, officers or representatives, or any other person or party involved in the* [REDACTED]*.

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SUMMARY

***This summary aims to give you an overview of the information contained in this document. Since it is a summary, it does not contain all the information that may be important to you. You should read this document in its entirety before you decide to invest in the* [REDACTED].**

***There are risks associated with any investment. Some of the particular risks in investing in the* [REDACTED] *are set out in the section headed "Risk Factors." You should read that section carefully before you decide to invest in the* [REDACTED].**

OVERVIEW

We are a globally leading provider of precision optical solutions, focusing on the mid- to high-end optical module and system integration markets for global consumer electronics, automotive electronics, smart office applications, and emerging sectors and others such as intelligent robots, XR smart device and smart glasses. According to Frost & Sullivan, we are a major supplier to leading global mid- to high-end smartphone brands, and the world's only precision optical solutions provider serving both major smartphone ecosystems in terms of camera module. We possess deep-bench capabilities in optics design, imaging algorithm, micro-packaging and other innovative fields, showcased by our successful, innovative R&D and mass production of the world's first triple-camera modules for smartphones and the "one-lens dual-aperture" dual-focal-length switching telephoto modules. We have been deeply involved in the innovation and iteration of high-end optical modules of global brand manufacturers, and continuously advance the development of precision optical solutions industry.

Our products are widely used in various smart working and living scenarios. For example, in terms of shipment volume in 2025, according to Frost & Sullivan, one out of every six laptops worldwide was equipped with our camera module. As of the Latest Practicable Date, we have supplied to more than 340 customers worldwide, covering mainstream brand manufacturers across multiple sectors including consumer electronics, automotive electronics, smart office applications and emerging sectors and others.

According to Frost & Sullivan, in 2025, we ranked second globally and first among China-based companies, both in terms of revenue, in the global consumer electronics camera module sector. In particular, in terms of revenue in 2025, we ranked second globally and first among China-based companies in the mid- to high-end smartphone camera module sector, and ranked first globally in both the laptop and tablet camera module sectors.

Leveraging our rich technological expertise and product understanding cultivated in the consumer electronics sector, coupled with our powerful and comprehensive precision intelligent manufacturing platform encompassing core capabilities such as product design implementation, precision manufacturing delivery, vertical integration, and quality control, we align seamlessly with our customers' needs. Operating as a "Model Partner," we believe we can deeply empower global cross-sector, top-notch brand clients. From understanding and addressing customer needs, maximizing product performance, shortening time-to-market, and helping customers earn consumer trust; to establishing supply chain benchmarks, elevating industry standards, bridging existing gaps; and to identifying emerging product development models, defining new product pathways, and breaking through entrenched processes and workflows, and revolutionizing market perceptions through innovation, we are dedicated to creating comprehensive value for long-term partners, new collaborators, classic products, and innovative creations. As a globally leading provider of precision optical solutions, we are committed to accelerating the pace of innovation, propelling future technologies toward the market at breakneck speed.

We have built a unique precision intelligent manufacturing platform through years of R&D, innovation and accumulation of industry experience. According to Frost & Sullivan, our precision intelligent manufacturing platform is industry-leading in terms of digitalization, automation and flexibility. Our platform is supported by underlying foundational technologies, and has created modular capabilities that can be broadly applied to multiple products and scenarios, creating competitive barriers for our business.

Our platform's underlying foundational technologies include material technologies, manufacturing processes and testing technologies. Leveraging our industry-leading capabilities in material studies, we are able to offer customized, cost-effective material solutions, which bring advantages to such products. Based on our comprehensive underlying foundational technologies, our precision intelligent manufacturing platform possesses four modular capabilities, namely design and development capabilities, precision intelligent manufacturing capabilities, equipment optimization capabilities and vertical integration capabilities.

OUR COMPETITIVE STRENGTHS

We attribute our success to our (i) position as a global leading provider of precision optical solutions with multiple forefront rankings in the sectors we operate; (ii) persistence in technological innovation with a focus on long-term investment; (iii) industry-leading intelligent manufacturing system that builds product competitiveness; (iv) long-term and stable cooperation with world-class customers to continuously capture industry opportunities; and (v) visionary management team and an outstanding, progressive corporate culture.

OUR STRATEGIES

We plan to: (i) remain committed to R&D and innovation to solidify technological leadership and lead the development of the precision optical solutions industry; (ii) enrich our core product matrix and expand all-dimensional strategic emerging sectors to build diverse growth drivers; (iii) drive intelligent transformation and enhance lean and efficient manufacturing capabilities with optimized capacity deployment; and (iv) actively vet investment and acquisition opportunities to solidify vertical integration advantages and build growth momentum.

OUR PRODUCTS AND SOLUTION OFFERINGS

We offer cross-sector, customized precision optical solutions encompassing camera modules, optical components and system integration that realize critical optical functions, for global smart device manufacturer customers spanning consumer electronics, automotive electronics, smart office applications and emerging sectors and others. Through continuous technological innovation, we strive to empower global smart device customers with a superior visual and imaging experience.

Our precision optical solutions are widely used in consumer electronics, automotive electronics, smart office applications, and emerging sectors such as intelligent robots, XR smart devices, smart glasses, and naked-eye 3D products. For details, see "Business — Our Products and Solution Offerings."

RESEARCH AND DEVELOPMENT

We consider R&D as a cornerstone of our operations, and possess in-depth knowledge of the manufacturing processes, technical specifications, features and functionalities of the camera modules, optical components and system integration, based on which we perform day-to-day R&D activities. We

are deeply rooted in the development of precision optical solutions and products, centered around the concept of innovation as the guiding direction. Our R&D capabilities enable us to possess solid technologies, an integrated precision manufacturing platform, a science-oriented and rigorous R&D management system, and an ability to develop and upgrade existing and new products and processes.

MANUFACTURING

We are one of the few companies in China that master both COB and flip chip technologies in manufacturing completely in-house, according to Frost & Sullivan. Such advanced in-house capabilities come from our dedicated R&D and manufacturing departments ensuring a highly clean and consistent manufacturing environment. We own all the relevant patents required for our manufacturing processes. With these two types of technologies, we possess the capability of delivering completed products that meet the specification of end products of a broad range of customers and industry players.

COMPETITIVE LANDSCAPE

We face fierce competition in the precision optical solutions industry. Key competitive factors in our industry include technical expertise, quality of products, R&D capabilities, ability to meet technological iteration demands, and provision of timely, effective support. Our Directors believe that we will maintain our competitiveness over other competitors and our market position by strengthening and developing our competitive strengths.

OUR CUSTOMERS AND SUPPLIERS

We provide our products to customers from various industries, including consumer electronics, automotive electronics, smart office applications, and emerging sectors and others. In 2023, 2024 and 2025 and for the five months ended May 31, 2026, revenue contributed from our five largest customers amounted to RMB11.9 billion, RMB24.8 billion, RMB31.3 billion and RMB12.3 billion, accounting for 77.9%, 88.7%, 90.0% and 90.1% of our revenue in the respective years/period, while revenue contributed from our largest customer amounted to RMB6.1 billion, RMB17.2 billion, RMB24.7 billion and RMB9.3 billion, accounting for 39.9%, 61.6%, 71.0% and 68.2% of our revenue in the respective years/period. In 2023, 2024 and 2025 and for the five months ended May 31, 2026, purchases from our five largest suppliers in each year/period amounted to RMB5.4 billion, RMB14.1 billion, RMB18.1 billion and RMB7.5 billion, respectively, accounting for 41.9%, 56.5%, 62.1% and 62.5% of our total purchases in the same years/period. For the same years/period, purchases attributable to our largest supplier amounted to RMB2.7 billion, RMB9.1 billion, RMB14.1 billion and RMB5.7 billion, respectively, accounting for 20.7%, 36.5%, 48.5% and 47.3% of our total purchases. For details, see "Business — Sales and Marketing — Our Customers" and "Business — Procurement and Supply — Our Suppliers."

RISK FACTORS

Our operations involve certain risks and uncertainties, some of which are beyond our control. Some of the major risks we face include: (i) we generated a majority of our revenue from a limited number of key customers during the Track Record Period. Any decrease in sales from, or loss of, one or more of our key customers would have negative impacts on our results of operations; (ii) our continued success depends on our ability to respond to technological upgrades demanded by customers in consumer electronics, automotive electronics, smart office applications and emerging sectors and others. Failure to further refine our technology and introduce new products or improved processes could render our products or production methods uncompetitive or obsolete and reduce our sales and market share; (iii) our future growth and profitability depend on our ability to upgrade our manufacturing facilities

and increase production capacity, and our ability to achieve our facility upgrades and capacity expansion goals is subject to a number of risks and uncertainties; (iv) the successful implementation of our customer base expansion and product diversification strategy depends on a variety of factors, some of which are beyond our control; and (v) we operate in highly competitive markets and our failure to compete successfully would adversely affect our businesses and market position. For details, see "Risk Factors."

OUR CONTROLLING SHAREHOLDERS AND CONTINUING CONNECTED TRANSACTIONS

As of the Latest Practicable Date, our Company was held as to approximately 48.06% by Luxvisions Limited, a company owned as to approximately 56.34% by Mr. Wang Laixi and approximately 43.66% by Luxsan Limited, which in turn is owned as to 34% by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), 33% by Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and 33% by Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi). Pursuant to the confirmation entered into among Mr. Wang Laixi, Ms. Wang Laichun, Mr. Wang Laisheng and Ms. Wang Laijiao, each of them confirmed, among others, that since the date when Ms. Wang Laichun, Mr. Wang Laisheng and Ms. Wang Laijiao invested in Luxvisions Limited through Luxsan Limited, they have been and would continue to be parties acting in concert and would consult with each other and reach a unanimous consensus among themselves before exercising their voting rights at the Board and Shareholders' meetings. Immediately upon completion of the **[REDACTED]** and without taking into account any Shares which may be issued pursuant to the exercise of the **[REDACTED]**, Luxvisions Limited will directly hold approximately **[REDACTED]**% of the total issued share capital of our Company. Accordingly, Mr. Wang Laixi, Ms. Wang Laichun, Mr. Wang Laisheng, Ms. Wang Laijiao, Luxsan Limited and Luxvisions Limited constitute a group of our Controlling Shareholders under the Listing Rules. For details, see "Relationship with Our Controlling Shareholders."

We have entered into certain transactions which would constitute continuing connected transactions of our Company under the Listing Rules upon the **[REDACTED]**. We have applied for, and the Stock Exchange [has granted] us, a waiver from strict compliance with certain requirements set out in Chapter 14A of the Listing Rules for certain continuing connected transactions. For details, see "Connected Transactions."

[REDACTED] INVESTMENTS

Our Company attracted several rounds of **[REDACTED]** Investments. For details, see "History, Development and Corporate Structure — **[REDACTED]** Investments."

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The summary consolidated financial information set forth below should be read together with, and is qualified in its entirety by reference to, the Accountants' Report set out in Appendix I to this document, including the related notes.

Selected Items from Consolidated Statements of Profit or Loss

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			(RMB'000)	(unaudited)	
Revenue	15,247,562	27,914,466	34,754,998	11,880,618	13,623,763
Cost of sales	(13,424,607)	(24,889,356)	(31,004,941)	(10,569,012)	(12,044,785)
Gross profit	1,822,955	3,025,110	3,750,057	1,311,606	1,578,978
Other income/(loss)	182,999	(42,269)	163,473	97,908	57,323
Selling and distribution expenses	(74,613)	(89,558)	(141,782)	(44,979)	(47,747)
Administrative expenses	(261,870)	(376,989)	(319,958)	(87,981)	(149,830)
Research and development expenses	(808,265)	(1,092,371)	(1,351,265)	(547,149)	(457,671)
Profit from operations	861,206	1,423,923	2,100,525	729,405	981,053
Finance costs	(231,123)	(251,848)	(183,243)	(94,285)	(66,533)
Share of loss of joint ventures and associates	(400)	—	(2,402)	(378)	(1,189)
Profit before taxation	629,683	1,172,075	1,914,880	634,742	913,331
Income tax expense	(42,022)	(120,494)	(224,954)	(111,991)	(137,044)
Profit for the year/period	**587,661**	**1,051,581**	**1,689,926**	**522,751**	**776,287**

Revenue

The following table sets forth our revenue by business line for the years/periods indicated:

	Year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*% of revenue*	*RMB'000*	*% of revenue*	*RMB'000*	*% of revenue*	*RMB'000*	*% of revenue*	*RMB'000*	*% of revenue*
							(unaudited)			
Consumer electronics	11,919,092	78.2	23,854,932	85.5	31,276,185	90.0	10,593,471	89.2	12,422,704	91.2
Automotive electronics	949,745	6.2	1,226,154	4.4	824,325	2.4	324,520	2.7	171,020	1.3
Smart office applications	1,800,302	11.8	1,970,628	7.1	1,593,354	4.6	599,194	5.0	648,010	4.8
Emerging sectors and others	578,423	3.8	862,752	3.0	1,061,134	3.0	363,433	3.1	382,029	2.7
Total	**15,247,562**	**100.0**	**27,914,466**	**100.0**	**34,754,998**	**100.0**	**11,880,618**	**100.0**	**13,623,763**	**100.0**

During the Track Record Period, we primarily generated revenue from the sales of consumer electronic products, comprising camera modules applied on smartphones, laptops and tablets, amounting to a total of RMB11,919.1 million, RMB23,854.9 million, RMB31,276.2 million, RMB10,593.5 million and RMB12,422.7 million in 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, respectively, accounting for 78.2%, 85.5%, 90.0%, 89.2% and 91.2% of our total revenue for the respective years/periods.

Summary of Consolidated Statements of Financial Position

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(unaudited)
Total non-current assets	5,640,427	7,800,105	7,939,844	8,379,398
Total current assets	11,969,388	14,819,997	15,541,307	15,851,147
Total current liabilities	9,448,416	11,017,964	10,481,702	11,164,065
Net current assets	2,520,972	3,802,033	5,059,605	4,687,082
Total assets less current liabilities	8,161,399	11,602,138	12,999,449	13,066,480
Total non-current liabilities	1,054,722	1,903,976	1,601,610	968,443
Net assets	7,106,677	9,698,162	11,397,839	12,098,037

Summary of Consolidated Cash Flow Statements

The following table sets forth a summary of our cash flows during the Track Record Period:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			(RMB'000)		
				(unaudited)	(unaudited)
Net cash flows generated from operating activities	974,784	780,189	3,111,399	1,511,706	443,883
Net cash flows used in investing activities	(2,399,321)	(2,363,119)	(1,111,701)	(141,244)	(340,671)
Net cash flows generated from/(used in) financing activities	2,452,546	1,589,519	(1,996,598)	264,179	1,230,994
Net increase in cash and cash equivalents	1,028,009	6,589	3,100	1,634,641	1,334,206
Cash and cash equivalents at the beginning of the year/period	1,262,522	2,301,501	2,324,222	2,324,222	2,310,432
Effect of foreign exchange rate changes	10,970	16,132	(16,890)	(1,712)	(25,562)
Cash and cash equivalents at the end of the year/period	2,301,501	2,324,222	2,310,432	3,957,151	3,619,076

For details, see "Financial Information — Liquidity and Capital Resources — Cash Flows Analysis."

Key Financial Ratios

The following table sets forth certain of our key financial ratios as of the dates or for the periods indicated:

	As of/Year ended December 31,			As of/Five months ended May 31,
	2023	2024	2025	2026
Profitability ratios				
Gross profit margin *(%)*	12.0	10.8	10.8	11.6
Net profit margin *(%)*	3.9	3.8	4.9	5.7
Return on equity *(%)*	9.3	12.5	16.0	15.9
Return on assets *(%)*	4.0	5.2	7.3	7.8
Liquidity ratios				
Current ratio *(times)*	1.3	1.3	1.5	1.4
Quick ratio *(times)*	1.0	1.0	1.2	1.1
Capital adequacy ratio				
Gearing ratio *(%)*	75.0	56.1	32.6	42.5

For details, see "Financial Information — Key Financial Ratios."

DIVIDENDS

We are incorporated under the laws of the PRC. Any dividends we pay will be at the discretion of our Directors in accordance with relevant regulations subject to the approval by the Company's shareholders and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors which our Directors consider relevant. Under the applicable PRC laws and regulations, a PRC incorporated company is required to set aside at least 10% of its after-tax profits each year, after making up previous years' accumulated losses, if any, to contribute to certain statutory reserve funds until the aggregate amount contributed to such funds reaches 50% of its registered capital.

No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. Our Directors have the absolute discretion to recommend any dividend subject to our constitutional documents and the relevant laws. We cannot assure you that our Company will be able to declare dividends of any amount each year or in any year.

RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

Recent Business and Financial Performance

Subsequent to the Track Record Period, we experienced a continuous increase in our sales revenue and volume, yielding positive operational and financial results. Our revenue for the six months ended June 30, 2026 increased as compared to the same period in 2025, due to an increasing demand of our products from customers, in particular, our consumer electronics products. Additionally, our sales volume for the six months ended June 30, 2026 increased as compared to the same period in 2025.

No Material Adverse Change

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, (i) there has been no material adverse change in our business, the industry where we operate, or market or regulatory environment to which we are subject; (ii) there has been no material adverse change in our financial or trading position or prospects since May 31, 2026, being the latest end date of the periods reported on in the Accountants' Report in Appendix I to this document; or (iii) there has been no event since May 31, 2026 that would materially affect the information shown in the Accountants' Report set forth in Appendix I to this document.

[REDACTED] EXPENSES

Our **[REDACTED]** expenses mainly include **[REDACTED]** commissions, professional fees paid to legal advisors, the Reporting Accountants and other professional parties for their services rendered in relation to the **[REDACTED]** and the **[REDACTED]**.

Based on the **[REDACTED]** of HK$**[REDACTED]** per Share, the total estimated **[REDACTED]** expenses in relation to the **[REDACTED]** are RMB**[REDACTED]** (HK$**[REDACTED]**), assuming the **[REDACTED]** is not exercised, which constitute approximately **[REDACTED]**% of the **[REDACTED]**. Our total **[REDACTED]** expenses consist of (i) **[REDACTED]** expenses and fees (including **[REDACTED]** commissions, Stock Exchange trading fee, SFC and AFRC transaction levy) of RMB**[REDACTED]** (HK$**[REDACTED]**); and (ii) **[REDACTED]** expenses of RMB**[REDACTED]** (HK$**[REDACTED]**), including (a) fees payable to legal advisors and Reporting Accountants of RMB**[REDACTED]** (HK$**[REDACTED]**) and (b) other fees and expenses of RMB**[REDACTED]** (HK$**[REDACTED]**). During the Track Record Period, **[REDACTED]** expenses of RMB**[REDACTED]** and RMB**[REDACTED]** were incurred in consolidated profit or loss for the year ended December 31, 2025 and the five months ended May 31, 2026, respectively. Among the total **[REDACTED]** expenses, HK$**[REDACTED]** is expected to be charged to profit or loss and HK$**[REDACTED]** directly attributable to the issue of the **[REDACTED]** is expected to be deducted from equity upon the completion of the **[REDACTED]**.

Our Directors do not expect that such expenses will have a material adverse effect on our results of operations for the year ending December 31, 2026.

[REDACTED]

Assuming an **[REDACTED]** of HK$**[REDACTED]** per H Share (being the **[REDACTED]** of the **[REDACTED]** of HK$**[REDACTED]** to HK$**[REDACTED]** per H Share) and that the **[REDACTED]** is not exercised, we expect to receive **[REDACTED]** of approximately HK$**[REDACTED]** from the **[REDACTED]** after deducting **[REDACTED]** commissions and other estimated expenses paid and payable in connection with the **[REDACTED]**.

Pursuant to our strategy, we intend to use the **[REDACTED]** from the **[REDACTED]** for the purposes and in the amounts of: (i) approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, is expected to be used for R&D and innovation in precision optical products and related technologies; (ii) approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, is expected to be used for the optimization and upgrade of the intelligent manufacturing platform; (iii) approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, is expected to be used for investing in upstream high-quality targets in the industry value chain or other related industries; (iv) approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, is expected to be used to repay certain existing interest-bearing bank borrowings; and (v) approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, is expected to be used for working capital and general corporate purposes. For details, see "Future Plans and **[REDACTED]**."

[REDACTED] STATISTICS

	Based on an [REDACTED] of HK$[REDACTED]	Based on an [REDACTED] of HK$[REDACTED]
[REDACTED] of our Shares[(1)]	HK$**[REDACTED]**	HK$**[REDACTED]**
Unaudited **[REDACTED]** adjusted net tangible assets attributable to equity shareholders of the Company per Share[(2)]	HK$**[REDACTED]**	HK$**[REDACTED]**

Notes:

(1) The calculation is based on the assumption that **[REDACTED]** Shares is expected to be in issue immediately following the completion of the **[REDACTED]**, assuming that the **[REDACTED]** is not exercised.

(2) The unaudited **[REDACTED]** adjusted net tangible assets attributable to equity shareholders of the Company per Share is calculated after the adjustments referred to in "Unaudited **[REDACTED]** Financial Information" in Appendix II to this document and on the basis of **[REDACTED]** Shares to be issued immediately following the completion of the **[REDACTED]**, assuming that the **[REDACTED]** is not exercised.

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain technical terms are explained in the section headed "Glossary of Technical Terms."

"Accountants' Report"	the accountants' report for the Track Record Period of our Company from our Reporting Accountants, the text of which is set out in Appendix I to this document
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Anji Xunjing"	Anji Xunjing Enterprise Management Consulting Partnership (Limited Partnership) (安吉訊景企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on October 21, 2020, and one of our Share Incentive Platforms
"Articles of Association" or "Articles"	the articles of association of our Company adopted on October 27, 2025, which shall become effective on the **[REDACTED]** and as amended from time to time, a summary of which is set out in "Appendix III — Summary of Articles of Association" to this document
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of our Board
"Board" or "Board of Directors"	the board of Directors
"business day"	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

[REDACTED]

"Changshu Jingling"	Changshu Jingling Enterprise Management Consulting Partnership (Limited Partnership) (常熟景領企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on July 3, 2020, and one of our Share Incentive Platforms
"Changshu Taijing"	Changshu Taijing Enterprise Management Consulting Partnership (Limited Partnership) (常熟泰景企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on January 26, 2021, and one of our Share Incentive Platforms

"Changshu Yijing"	Changshu Yijing Enterprise Management Consulting Partnership (Limited Partnership) (常熟翊景企業管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on January 29, 2021, and one of our Share Incentive Platforms
"China" or "PRC"	The People's Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to "China" and the "PRC" do not apply to Hong Kong, the Macau Special Administrative Region and Taiwan Region
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company", "our Company" or "the Company"	Luxvisions Innovation Technology Corp. Limited (立景創新科技股份有限公司), a company established in the PRC with limited liability on March 16, 2018 which was converted into a joint stock company with limited liability on May 19, 2025
"Company Law" or "PRC Company Law"	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Luxvisions Limited, Luxsan Limited, Mr. Wang Laixi (王來喜), Ms. Wang Laichun (王來春), Mr. Wang Laisheng (王來胜) and Ms. Wang Laijiao (王來嬌), and a Controlling Shareholder shall mean each or any of them
"Corporate Governance Code"	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
"Cowell"	Cowell e Holdings Inc. (高偉電子控股有限公司), a company incorporated in the Cayman Islands with limited liability on November 28, 2006, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1415), and a non-wholly owned subsidiary of our Company

"Cowell Dongguan"	Dongguan Cowell Optic Electronics Co., Ltd. (東莞高偉光學電子有限公司), a company established in the PRC with limited liability on February 5, 2002, and one of our Major Subsidiaries
"Cowell Group"	Cowell and its subsidiaries
"Cowell Hong Kong"	Cowell Optic Electronics Limited (高偉光學電子有限公司), a company incorporated in Hong Kong with limited liability on March 6, 2002, and one of our Major Subsidiaries
"Cowell Korea"	COWELL ELECTRONICS CO., LTD (formerly known as Cowell World Optic Co., Ltd. and World Optic Co., Ltd.), a company incorporated in Korea with limited liability on January 29, 1997, and a non-wholly owned subsidiary of our Company
	[REDACTED]
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Deed of Non-competition"	the deed of non-competition dated [•], 2026 and executed by our Controlling Shareholders in favor of our Company (for ourselves and as trustee for our subsidiaries), see "Relationship with our Controlling Shareholders" in this document for details
	[REDACTED]
"Development Zone Luxvisions"	Guangzhou Development Zone Luxvisions Technology Co., Ltd. (廣州開發區立景科技有限責任公司), a company established in the PRC with limited liability on December 25, 2019, and one of our Major Subsidiaries
"Director(s)"	the director(s) of our Company
"Dongguan Zhaoyuan"	Zhaoyuan (Dongguan) Equity Investment Enterprise (Limited Partnership) (兆圓(東莞)股權投資企業(有限合夥)), a limited partnership established in the PRC on October 19, 2021, and is wholly owned by our Company
"EIT Law"	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time
"ESG"	environmental, social and governance

[REDACTED]

"Extreme Conditions"	the occurrence of "extreme conditions" as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below
"F&S" or "Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an international market research consultant and an Independent Third Party
"F&S Report"	the market research report provided by F&S, which was commissioned by our Group in relation to, among other things, the overview of the industries in which our Group operates or intends to operate

[REDACTED]

"Group," "our Group," "the Group," "we," "us" or "our"	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
"Guangzhou Jingxiang"	Guangzhou Jingxiang Management Consulting Partnership (廣州景祥管理咨詢合夥企業(有限合夥)), a limited partnership established in the PRC on November 8, 2023, and one of our Share Incentive Platforms
"Guide" or "Listing Guide"	the Guide for New Listing Applicants, as published by the Stock Exchange on November 29, 2023 and effective on January 1, 2024, as amended or supplemented or otherwise modified from time to time
"H Share(s)"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be listed on the Stock Exchange

[REDACTED]

"H Shareholder(s)"	holder(s) of H Share(s)
"HKICPA"	the Hong Kong Institute of Certified Public Accountants

[REDACTED]

"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollar(s)" or "HKD" or "HK$"	Hong Kong dollars(s), the lawful currency of Hong Kong

[REDACTED]

[REDACTED]

"IASB"	International Accounting Standards Board
"IFRS Accounting Standards"	IFRS Accounting Standards as issued by the IASB
"Independent Third Party(ies)"	individual(s) or company(ies), who or which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

"Joint Sponsors"	CITIC Securities (Hong Kong) Limited and China International Capital Corporation Hong Kong Securities Limited
"Latest Practicable Date"	July 22, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

"Lichi Semiconductor"	Lichi Semiconductor (Guangzhou) Co., Ltd. (立馳半導體(廣州)有限公司), a company established in the PRC with limited liability on November 28, 2022, and a non-wholly owned subsidiary of our Company
"Ligao Dongguan"	Ligao Optics (Dongguan) Co., Ltd. (立高光學(東莞)有限公司), a company established in the PRC with limited liability on November 22, 2021, and a non-wholly owned subsidiary of our Company

[REDACTED]

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented or otherwise modified from time to time
"LITE-ON Group"	LITE-ON TECHNOLOGY CORPORATION (光寶科技股份有限公司), LITE-ON Electronics (GUANGZHOU) Limited (光寶電子(廣州)有限公司) and LITE-ON TRADING USA. INC.
"Luxintelligence Guangzhou"	Guangzhou LuxIntelligence Technology Co., Ltd. (廣州立智感知科技有限公司), a company established in the PRC with limited liability on January 15, 2025, and a non-wholly owned subsidiary of our Company
"Luxsan Limited"	Luxsan Limited (景汕有限公司), a company incorporated in Hong Kong with limited liability on January 7, 2022, which is owned as to 34% by Ms. Wang Laichun, 33% by Mr. Wang Laisheng and 33% by Ms. Wang Laijiao, and one of our Controlling Shareholders
"Luxsense Dongguan"	Dongguan LuxSense Innovation Electronic Limited (東莞立騰創新電子有限公司), a company established in the PRC with limited liability on March 2, 2022, and a non-wholly owned subsidiary of our Company
"Luxshare Limited"	Luxshare Limited (立訊有限公司), a company incorporated in Hong Kong with limited liability on August 27, 1999, which is owned as to 50% by Ms. Wang Laichun and 50% by Mr. Wang Laisheng, and one of the controlling shareholders of Luxshare Precision
"Luxshare Limited Associates"	Luxshare Limited and its associates which, for the purpose of this document and unless the context otherwise requires, excludes the Luxshare Precision Group

"Luxshare Precision"	Luxshare Precision Industry Co., Ltd. (立訊精密工業股份有限公司) (formerly known as Luxshare Precision Industry (Shenzhen) Co., Ltd. (立訊精密工業(深圳)有限公司) and Shenzhen Luxshare Precision Industrial Co., Ltd. (深圳立訊精密工業股份有限公司)), a PRC company established on May 24, 2004, the A shares of which are listed on the Shenzhen Stock Exchange (stock code: 002475) and the H shares of which are listed on the Stock Exchange (stock code: 2475)
"Luxshare Precision Group"	Luxshare Precision and its subsidiaries which, for the purpose of this document and unless the context otherwise requires, excludes the Time Interconnect Group
"Luxvisions Changshu"	Changshu Luxvisions Information Technology Limited (常熟立景信息科技有限公司), a company established in the PRC with limited liability on August 14, 2020, and a wholly-owned subsidiary of our Company
"Luxvisions Dongguan"	Dongguan Luxvisions Innovation Technology Co., Ltd. (東莞立景創新科技有限公司), a company established in the PRC with limited liability on September 28, 2025, and a wholly-owned subsidiary of our Company
"Luxvisions Hong Kong"	Luxvisions Innovation Technology Limited (立景創新科技有限公司), a company incorporated in Hong Kong with limited liability on March 6, 2018, and one of our Major Subsidiaries
"Luxvisions Innovation Group"	our Company and its subsidiaries which, for the purpose of this document and unless the context otherwise requires, excludes the Cowell Group
"Luxvisions Ji'an"	Luxvisions Innovation Technology (Ji'an) Co., Ltd. (立景創新科技(吉安)有限公司), a company established in the PRC with limited liability on March 14, 2019, and a wholly-owned subsidiary of our Company
"Luxvisions Limited"	Luxvisions Innovation Limited (立景創新有限公司), a company incorporated in Hong Kong with limited liability on February 27, 2018, which is owned as to approximately 56.34% by Mr. Wang Laixi and approximately 43.66% by Luxsan Limited, and one of our Controlling Shareholders
"Luxvisions Shanghai"	Luxvisions Opto (Shanghai) Co., Ltd. (立景精密光學(上海)有限公司), a company established in the PRC with limited liability on October 12, 1994, and a non-wholly owned subsidiary of our Company
"Luxvisions Shangrao"	Shangrao Luxvisions Innovation Technology Limited (上饒市立景創新科技有限公司), a company established in the PRC with limited liability on April 16, 2019, and one of our Major Subsidiaries

"Luxvisions Shenzhen"	Luxvisions Innovation (Shenzhen) Technology Co., Ltd. (立景創新(深圳)科技有限公司), a company established in the PRC with limited liability on March 11, 2025, and a wholly-owned subsidiary of our Company
"Luxvisions Vietnam"	Luxvisions Innovation Technology (Nghe An) Limited (越南立景創新科技(義安)有限公司), a company incorporated in Vietnam with limited liability on May 18, 2023, and a wholly-owned subsidiary of our Company
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM (formerly known as the Growth Enterprise Market) of the Stock Exchange
"Major Subsidiaries"	the major subsidiaries of our Company as listed in "History, Development and Corporate Structure — Our Major Subsidiaries" in this document
"MIIT"	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"NDRC"	the National Development and Reform Commission of the State Council of the PRC (中華人民共和國國家發展和改革委員會)
"Nomination Committee"	the nomination committee of our Board

[REDACTED]

[REDACTED]

"Overseas Listing Trial Measures"	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業 境外發行證券和上市管理試行辦法》) and five supporting guidelines promulgated by the CSRC on February 17, 2023 and effective on March 31, 2023
"PBOC"	the People's Bank of China (中國人民銀行), the central bank of the PRC
"PRC government"	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organizations of such government or, as the context requires, any of them
"PRC Legal Advisors"	Zhong Lun Law Firm, our legal advisor as to PRC laws in connection with the **[REDACTED]**
"**[REDACTED]** Investment(s)"	the **[REDACTED]** investment(s) in our Company, details of which are set out in "History, Development and Corporate Structure — **[REDACTED]** Investments"
"**[REDACTED]** Investor(s)"	the investor(s) of the **[REDACTED]** Investments, details of which are set out in "History, Development and Corporate Structure — **[REDACTED]** Investments"

[REDACTED]

"Puji Optoelectronics"	Guangzhou Puji Optoelectronics Co., Ltd. (廣州譜極光電有限責任公司), a company established in the PRC with limited liability on November 13, 2023, and a non-wholly owned subsidiary of our Company
"R&D"	research and development

[REDACTED]

"Remuneration Committee"	the remuneration committee of our Board
"Renminbi" or "RMB"	the lawful currency of the PRC
"Reporting Accountants"	KPMG, our reporting accountants
"SAFE"	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"SAMR"	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
"SCNPC"	the Standing Committee of the National People's Congress (全國人民代表大會常務委員會)
"Securities and Futures Commission" or "SFC"	the Securities and Futures Commission of Hong Kong
"Series A Financing"	one of the **[REDACTED]** Investments in our Company, the details of which are set out in "History, Development and Corporate Structure — Major Corporate Developments and Major Shareholding Changes of our Group"
"Series A+ Financing"	one of the **[REDACTED]** Investments in our Company, the details of which are set out in "History, Development and Corporate Structure — Major Corporate Developments and Major Shareholding Changes of our Group"
"Series A2 Financing"	one of the **[REDACTED]** Investments in our Company, the details of which are set out in "History, Development and Corporate Structure — Major Corporate Developments and Major Shareholding Changes of our Group"
"Series A2+ Financing"	one of the **[REDACTED]** Investments in our Company, the details of which are set out in "History, Development and Corporate Structure — Major Corporate Developments and Major Shareholding Changes of our Group"
"Series B Financing"	one of the **[REDACTED]** Investments in our Company, the details of which are set out in "History, Development and Corporate Structure — Major Corporate Developments and Major Shareholding Changes of our Group"

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising the H Share(s) and the Unlisted Share(s)
"Share Incentive Platforms"	Yijing Limited, Guangzhou Jingxiang, Changshu Yijing, Changshu Jingling, Changshu Taijing and Anji Xunjing, our share incentive platforms
"Shareholder(s)"	holder(s) of our Share(s)
	[REDACTED]
"STA"	the State Taxation Administration of the PRC (中華人民共和國國家税務總局)
	[REDACTED]
"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Time Interconnect"	Time Interconnect Technology Limited (匯聚科技有限公司), a company incorporated in the Cayman Islands with limited liability on June 15, 2017, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1729), and a non-wholly owned subsidiary of Luxshare Precision
"Time Interconnect Group"	Time Interconnect and its subsidiaries
"Track Record Period"	the three years ended December 31, 2025 and the five months ended May 31, 2026
	[REDACTED]
"Unlisted Share(s)"	ordinary Share(s) issued by our Company with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
"U.S." or "United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction

"U.S. dollar(s)" or "US$"	United States dollar(s), the lawful currency of the United States

[REDACTED]

"Yijing Limited"	Yi Jing Co., Limited (翊璟有限公司), a company incorporated in Hong Kong with limited liability on July 10, 2020, and one of our Share Incentive Platforms
"%"	percent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

Certain amounts and percentage figures included in this document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures preceding them.

For the purpose of this document, references to "provinces" of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

Unless the context otherwise requires, references to "2023", "2024" and "2025" in this document refer to our financial year ended December 31 of such year.

GLOSSARY OF TECHNICAL TERMS

This glossary contains explanations of certain terms used in this document in connection with our Company and our business. The terminology contained in this glossary and their given meanings may not correspond to standard industry meaning or usage of these terms.

"AA" or "active alignment"	a dynamic process where a lens and image sensor are precisely aligned using real-time feedback from the sensor's output, ensuring optimal image quality by adjusting the relative position, tilt, and focus of the components
"ADAS"	advanced driver assistance system, a system made up of various components, sensors and controllers, which together with the human driver ensure the correct and safe movement of the vehicle, enabling L1 to L2 automation
"AI"	artificial intelligence, simulation of human intelligence processes by machines, especially computer systems
"algorithm"	a finite sequence of well-defined instructions, typically used to solve a class of specific problems or to perform a computation
"AR" or "augmented reality"	a technology that overlays real-time 3D-rendered computer graphics onto a portion of the real world through a display, such as a handheld device or head-mounted display
"CAGR"	compound annual growth rate
"camera module"	a compact, integrated assembly that includes a lens, an image sensor, and supporting circuitry mounted onto a PCB to capture images and convert them into digital data
"CNAS"	China National Accreditation Service for Conformity Assessment
"COB"	chip-on-board, a technology wherein a semiconductor processor chip or die is directly mounted on and electrically interconnected to its final circuit board
"flip chip"	a method for interconnecting dies such as semiconductor devices, integrated circuit chips, integrated passive devices and microelectromechanical systems, to external circuitry with solder bumps that have been deposited onto the chip pads
"IoT"	Internet of Things, the physical objects (or groups of such objects) with sensors, processing ability, software and other technologies that connect and exchange data with other devices and systems over the Internet or other communications networks
"LED"	light-emitting diode, a semiconductor diode that emits light when current flows through it

GLOSSARY OF TECHNICAL TERMS

"LiDAR"	light detection and ranging, a method for determining ranges by targeting an object or a surface with a laser and measuring the time for the reflected light to return to the receiver
"MicroLED"	light-emitting diodes with chip size smaller than 100μm
"naked-eye 3D"	a technology that allows the audience to see 3D images without special glasses by using technologies like parallax barriers or lenticular lenses to direct a different image to each eye, which induces the brain into perceiving depth
"OEM"	original equipment manufacturer, a company whose products are manufactured in accordance with a customer's specifications for sale under the customer's brand
"PCB"	printed circuit board, a flat plate or base of insulating material containing a pattern of conducting materials, which becomes an electronic circuit when components are attached and soldered to it
"sq.m."	square meter(s)
"substrate"	a solid substance onto which a semiconductor device and other electronic parts can be applied
"surface mounting"	a process by which electronic components are mounted directly on the surface of a substrate, increasing board capacity, facilitating product miniaturization and enabling advanced automation of production
"ToF"	time of flight, the measurement of the time taken by an object, particle or wave to travel a distance through a medium
"VCM" or "voice coil motor"	a simple, non-commutated electric actuator that uses the interaction between a permanent magnet's field and a coil of wire carrying an electric current to produce linear motion
"VR"	virtual reality, a simulated experience that employs 3D near-eye displays and pose tracking to give the user an immersive feel of a virtual world
"XR"	extended reality, an umbrella term for technologies that blend the physical and digital worlds, including virtual reality, augmented reality and mixed reality
"μm"	micrometer, a unit of length equal to one millionth of a meter (10^{-6} m) or one thousandth of a millimeter
"3D"	three-dimensional

FORWARD-LOOKING STATEMENTS

We have included in this document forward-looking statements. Statements that are not historical facts, including statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements.

This document contains certain forward-looking statements and information relating to our Company that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this document, the words "aim," "anticipate," "believe," "could," "expect," "going forward," "intend," "may," "ought to," "plan," "project," "seek," "should," "will," "would" and the negative of these words and other similar expressions, as they relate to our Company or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this document. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks and uncertainties facing our company which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- general political and economic conditions, including those related to the jurisdictions where we operate;
- our operations and business prospects;
- our business and operating strategies and our ability to implement such strategies;
- our ability to develop and manage our operations and business;
- future developments, trends and conditions in the industry and markets in which we operate or into which we intend to expand;
- competition for, among other things, capital, technology and skilled personnel;
- our ability to control costs;
- our dividend policy;
- changes to regulatory and operating conditions in the industry or in the world and geographical markets in which we operate; and
- all other risks and uncertainties described in the section headed "Risk Factors."

Subject to the requirements of applicable laws, rules and regulations, we do not have any and undertake no obligation to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this document might not occur in the way we expect or at all. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this document are qualified by reference to the cautionary statements in this section.

In this document, statements of or references to our intentions or those of our Directors are made as of the date of this document. Any such information may change in light of future developments.

An investment in our H Shares involves significant risks. You should carefully consider all of the information in this document, including the risks and uncertainties described below, as well as our financial statements and the related notes, and "Financial Information," before making an investment in our H Shares. These risks and uncertainties could materially and adversely affect our business, financial condition, results of operations or prospects. The* [REDACTED] *of our H Shares may decline due to any of these risks and uncertainties, and you may lose all or part of your investment. You should pay particular attention to the fact that we are a PRC company and are governed by a legal and regulatory environment which may differ significantly from those prevailing in other jurisdictions. These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given will not be updated after the date hereof, and is subject to the cautionary statements in "Forward-looking Statements" in this document.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

We generated a majority of our revenue from a limited number of key customers during the Track Record Period. Any decrease in sales from, or loss of, one or more of our key customers would have negative impacts on our results of operations.

Our success relies on maintaining strong and stable relationships with our customers. During the Track Record Period, a significant proportion of our revenue was derived from sales to certain of our customers. In 2023, 2024 and 2025 and for the five months ended May 31, 2026, revenue from our five largest customers amounted to RMB11.9 billion, RMB24.8 billion, RMB31.3 billion and RMB12.3 billion, accounting for 77.9%, 88.7%, 90.0% and 90.1% of our revenue in the respective years/period. Additionally, sales to our largest customer, Customer A, amounted to RMB6.1 billion, RMB17.2 billion, RMB24.7 billion and RMB9.3 billion, accounting for 39.9%, 61.6%, 71.0% and 68.2% of our revenue in 2023, 2024 and 2025 and for the five months ended May 31, 2026.

If these key customers do not continue to transact with us on scales or terms similar to historical levels, our business, financial condition and results of operations will be negatively affected. In particular, these key customers' products are characterized by rapidly evolving technologies that innovate product features or adoption of new or alternative technologies each time a new product is introduced or an existing product is upgraded. In addition, we enter into framework agreements with these customers, and the agreements do not specify the number of products these customers will purchase from us in any given year or contain minimum purchase requirements. Product sales are confirmed with purchase orders rather than framework agreements, and the quantities stated in these purchase orders can be amended unilaterally by our customers before we accept the purchase orders. Our customers may alter their purchasing volume or terminate their engagement with us due to a variety of reasons, including internal procurement adjustments, changes in downstream-customer demand, intensified competition, product performance issues, or their own operational or financial challenges. The loss of or reduction in any key customer's business as a result of our inability to meet the product specifications, to adopt new technologies, our exclusion from a key product development cycle or for any other reason may materially and adversely affect our results of operations. There is no assurance that any of our major customers, including our largest customer, will continue to place orders with us at the current levels or at all.

If (i) there is any reduction, delay or cancellation of orders from one or more of our key customers due to a reduction in their product sales or for any other reason, (ii) one or more of our key customers select our competitors' products; (iii) we lose one or more of our key customers and are not

able to obtain additional or alternative customers that can replace the lost sales volume and profit or (iv) any of our key customers fails to make timely payment for our products, our financial condition and results of operations may experience material fluctuations and our sales may decline.

Given the significant order volume of our key customers, we anticipate that we may continue to generate a substantial part of our revenue from a limited number of key customers in the foreseeable future. If our relationships with these customers are not sustained or do not develop, we may not be able to continue to generate revenue and profit from these customers on scales that are comparative to historical levels, or at all.

Our continued success depends on our ability to respond to technological upgrades demanded by customers in consumer electronics, automotive electronics, smart office applications and emerging sectors and others. Failure to further refine our technology and introduce new products or improved processes could render our products or production methods uncompetitive or obsolete and reduce our sales and market share.

The consumer electronics, automotive electronics, smart office applications and emerging sectors and others are characterized by changing technologies, evolving industry standards and continual improvements in performance characteristics and product features, which result in short product cycles, frequent introduction of new products and price erosion of existing products. Advances in technology typically lead to rapid declines in sales volumes for products made with older technologies and lead to certain products becoming less competitive in the marketplace, or even obsolete. We expect that improvements in mobile phones (including smartphones), multimedia tablets, laptop computers, smart driving vehicles and electronic office appliances will further increase the pace and importance of technological innovation in the sectors and industries we operate. Changes in our customers' requirements in light of such improvements may result in new and more demanding product specifications and performance parameters, which may also necessitate changes to our manufacturing processes. Our ability to remain competitive will depend upon our ability to timely develop and introduce technologically advanced products and manufacturing processes in a cost-effective manner. For example, our ability to manufacture our products by utilizing advanced manufacturing processes to increase production yields at relatively low costs as well as manage the risks associated with new production ramp-up will be critical to maintaining our competitiveness. Accordingly, we expect to continually invest in research and development to upgrade our products and enhance our production facilities and manufacturing processes. If we do not adequately anticipate changes in technology and effectively introduce new and innovative products and manufacturing processes, we may not be able to produce products that meet customer requirements or produce them at competitive prices, which could render our products or production methods uncompetitive or obsolete and reduce our sales and market share.

Our future growth and profitability depend on our ability to upgrade our manufacturing facilities and increase production capacity, and our ability to achieve our facility upgrades and capacity expansion goals is subject to a number of risks and uncertainties.

Our provision of precision optical solutions requires capital expenditures in order to maintain competitiveness. In particular, our future growth and profitability depend in part on our ability to timely and cost-effectively upgrade our manufacturing facilities and increase our production capacity. We plan to continue to strategically invest in upgrading and expanding our manufacturing lines to add production capacity selectively and achieve additional economies of scale that will enable us to generate further production cost savings. Our capital expenditures (equivalent to the cash we spent for the purchases of property, plant and equipment, and intangible assets) amounted to RMB1.2 billion in

2023, RMB2.5 billion in 2024, RMB1.1 billion in 2025, RMB0.5 billion and RMB0.7 billion for the five months ended May 31, 2025 and 2026, respectively. Our ability to build and successfully operate our additional production capacity and increase output is subject to significant risks and uncertainties, including:

- the inability on our part to raise sufficient funds to build additional production capacity and maintain adequate working capital to operate new manufacturing lines;
- delays and cost overruns associated with the build-out of additional facilities due to a variety of factors, many of which may be beyond our control, such as delays in or the inability to obtain government approvals, problems with suppliers of manufacturing equipment and equipment malfunctions and breakdowns;
- the inability on our part to effectively operate our new manufacturing lines to meet cost and production requirements of existing and new customers;
- the inability on our part to secure adequate additional supplies of components and materials as well as skilled labor to operate our new manufacturing lines; and
- diversion of management attention and other resources.

Furthermore, expansion of production capacity often leads to a short-term drop in profitability due to the lead-time and investments required to achieve desired production yields and for additional personnel training and other adjustments necessary for the successful operation of the new manufacturing lines. If we are unable to successfully build and operate additional manufacturing lines and increase our output, we may not be able to meet demand from our existing or new customers, which could result in loss of customers and market share. In addition, our investments typically will be made well in advance of any sales that will be generated from making such expenditures. If unforeseen adverse market conditions and corresponding shortfall in actual demand for our products result in a mismatch between sales volume and anticipated production volume, or if unit sales prices are lower than forecasted due to market oversupply, we may not be able to recover our investments, in part or in full, or the recovery of these investments may take longer than expected, which could materially and adversely affect our business, results of operations and financial condition.

The successful implementation of our customer base expansion and product diversification strategy depends on a variety of factors, some of which are beyond our control.

Our overall strategy includes further expanding our customer base by entering into additional products supply arrangements with major customers in consumer electronics, automotive electronics and smart office applications, as well as selectively diversifying into a wider variety of emerging sectors such as intelligent robots, XR smart devices, smart glasses, naked-eye 3D products, holographic projection, and immersive displays which we believe can help generate sales growth and enhance our profitability. However, our past operating history may not serve as an accurate basis to judge our future prospects and results of operations, and therefore, past growth in sales experienced by us should not be taken as indicative of the rate of sales growth, if any, that can be expected in the future pursuant to our customer base expansion and product diversification strategy.

Our ability to implement our expansion and diversification strategy will also depend on a variety of factors, some of which are beyond our control, including the establishment of new relationships and expansion of existing relationships with customers and suppliers, and the availability of qualified engineers and personnel to diversify our operations and access to investment capital at reasonable costs.

Following the expansion of our customer base and production capacity, as well as the diversification of our product offerings, we may not be able to achieve or maintain satisfactory production yields, which may materially and adversely affect our results of operations and financial condition. Our plan to expand our customer base and diversify our product offerings may not be successful, and our business and prospects should be evaluated in light of the risks, uncertainties and expenses that we will face as a company seeking to add new customers and develop and manufacture new products in continually evolving markets.

Our historical growth may not be indicative of our future growth.

We experienced fast growth in our revenue during the Track Record Period. In 2023, 2024 and 2025, our revenue was RMB15.2 billion, RMB27.9 billion and RMB34.8 billion, respectively, representing a CAGR of 51.0%. Furthermore, our revenue increased by 14.7% from RMB11.9 billion for the five months ended May 31, 2025 to RMB13.6 billion for the five months ended May 31, 2026. We cannot assure you that we are able to sustain our historical growth rate for various reasons, including uncertainty of our continuous offerings of quality products to attract our downstream customers, failure of our marketing strategies and intensified competition within the consumer electronics, automotive electronics, smart office applications and emerging sectors and others globally.

In addition, we plan to continue to invest substantial financial, management and operational resources to sustain our growth. However, we cannot assure you that we will be able to continually obtain these resources in the future. For instance, we may not be able to obtain additional internal and external capital to support our business growth on commercially acceptable terms, or to retain and attract sufficient number of competent staff to support our business development.

Our revenue, expenses and operating results may vary from period to period due to various factors beyond our control, including the economic growth and the development of, as well as changes in laws, regulations and rules applicable to, the consumer electronics, automotive electronics, smart office applications and emerging sectors and others globally. Any unfavorable change in the factors above may prevent us from maintaining our historical growth rate. As a result of these, and other factors, we cannot assure you that our future revenues will increase or that we will continue to be profitable. Accordingly, investors should not rely on our historical results as an indication of our future financial or operating performance.

We operate in highly competitive markets and our failure to compete successfully would adversely affect our businesses and market position.

The global precision optical solutions industry is intensely competitive. We face significant competition in each of our product lines, as we believe there are certain products from other manufacturers that are competitive with our products in terms of quality and price. New entrants may seek to develop or acquire the required technical capability and customer base through substantial investments in the necessary technology, production facilities and marketing network to compete with our existing business. Our principal competitors in the global precision optical industry include large-scale, mature companies with strong resources, and we face potential competition from emerging companies that may be seeking to significantly expand the scale of their operations. Such intense competition has been characterized from time to time by oversupply, erosion of average selling prices and frequent product enhancements from changes in technology. As a result of the competitive environment, many of our competitors have used aggressive pricing and marketing strategies as well as different product design approaches and alternative technologies that customers may prefer over those utilized by us, in order to maintain or gain market share. Some of our principal competitors have greater financial, technological and other resources than we do and may be better positioned to

withstand periodic downturns. Our competitors' greater size, more diversified product offerings and, in some cases, longer operating histories and relationships with key customers and suppliers provide them with a competitive advantage. Such competitors may have stronger bargaining power with customers and suppliers and have an advantage over us in pricing as well as in securing the necessary key components and materials at times of shortages. Some of our competitors may also have greater brand name recognition, larger customer bases and extensive knowledge of our target markets. They may be able to devote greater resources to research and development and marketing of their products and respond more quickly to evolving industry standards and changes in market conditions than we can, as well as influence market pricing. Our ability to compete successfully with them in the global precision optical solutions industry depends on many factors, including:

- ability to accurately identify and respond to emerging technological trends and demand for product features and performance characteristics;
- successful and timely development of new products and manufacturing processes;
- ability to develop and maintain customer and supplier relationships;
- product performance, quality and reliability;
- competitive pricing;
- availability of adequate production capacity;
- customer service, including after-sales service of products and technical support; and
- brand recognition and financial strength.

In light of the characteristics of the global precision optical solutions industry and its pace of change, we cannot assure you that we will be able to effectively adapt to changing market conditions and compete successfully with existing or new competitors. Our failure to do so may materially and adversely affect our business, results of operations and financial condition.

Our business is subject to the cyclical nature of the industries we serve and is vulnerable to downturns in the global economy.

Our success depends on the consumer electronics, automotive electronics, smart office applications and emerging sectors and others. As a supplier of precision optical solutions for end products like smartphones, tablets, laptops, automotives, and other electronic devices, our performance is directly tied to the development of these sectors and the level of consumer spending.

These industries are highly volatile and sensitive to general economic conditions. Factors such as rising interest rates, low consumer confidence, or global economic uncertainty can cause consumers to postpone purchases of our customers' end products. This, in turn, leads to reduced demand and downward pricing pressure for our own products. Furthermore, the downstream industries of our products face inherent risks of overcapacity and rapid shifts in technology and consumer preferences, which can exacerbate downturns.

During an industry or economic downturn, we would face significant pressure to reduce our prices. At the same time, our ability to cut costs may be limited by the need to continue investing in research and development to maintain our competitive position. If we are unable to manage these competing pressures effectively, our business, financial condition, and results of operations could be materially and adversely affected.

We may be subject to the risks associated with international trade policies, export controls, geopolitics and trade protection measures.

We operate within a global supply chain and our products are sold globally as part of various end products. As such, we face risks associated with international trade regulations and geopolitical developments. Recent trade tensions, such as the ongoing U.S.-China trade dispute, have led to high tariffs, export controls and other restrictive measures targeting high-technology goods, semiconductors and electronics. In April 2025, the United States imposed a tariff of 145% on all Chinese goods, except for certain consumer electronics produced in China, which was lowered to 30% until November 10, 2025, and further lowered to 20% under the agreement reached between the U.S. and China on October 30, 2025. On July 24, 2026, the U.S. imposed a new 12.5% tariff on many products of China (as well as other countries), which is the rate applicable to our products as of the Latest Practicable Date. It is not yet clear whether further negotiations between the U.S. and China will reduce or eliminate the application of this new tariff to our products. Our products could be incorporated into various types of end products and be imported into the United States, with tariff, if any, to be borne by the importing party. Companies who import the products may wish to pass on the additional tariff to us, their other suppliers or their customers. Even if the tariff is not passed on to us, the reduced competitiveness of our customers' end products could lead to reduction or cancellation of their purchase orders from us.

The Export Administration Regulations (the "**EAR**") regulate U.S. export control, and the Bureau of Industry and Security (the "**BIS**") of the Department of Commerce administers the EAR. The U.S. export control regime regulates the export, transfer or disclosure of U.S. products, software, and technology to non-U.S. jurisdictions and non-U.S. persons based on the nature of the product or technology, as well as the destination, transferee, or end-use of a specific export or transfer. Under the EAR, a non-U.S.-produced item is subject to the EAR if it incorporates or bundles U.S.-origin controlled items valued at a certain ratio or utilizes certain U.S.-controlled software or technologies during the production process.

In addition to the restrictions introduced above, the BIS also maintains lists of individuals and entities subject to enhanced export control restrictions. One such list, the Entity List, includes foreign persons on whom specific trade restrictions are imposed, such as businesses, research institutions, government and private organizations, individuals, and other legal entities. In recent years, the United States has added an increasing number of entities, including several hundred in China, to the Entity List and other restricted or prohibited parties lists. Due to the sudden and unpredictable nature of these decisions, it is challenging to foresee developments in this area. The United States has recently strengthened export control and economic sanctions on China, including adding certain PRC entities or individuals to the Entity List and other sanctions lists that limit their access to certain U.S.-origin goods, software, and technologies, items that contain certain portions of U.S.-origin goods, software or technologies, and foreign direct products of certain U.S.-origin software, technologies or equipment.

These policies have introduced uncertainties to global supply chains, limited access to critical raw materials and components, and increased production and compliance costs for companies operating in affected industries. For instance, restrictions on the export of specific technologies or materials to certain regions could disrupt our ability to procure key inputs or supply solutions to customers in

affected markets, causing operational delays or interruptions. If these trade restrictions or geopolitical tensions escalate, we may face additional risks such as reduced access to key markets, strained customer relationships and loss of market opportunities.

Increased compliance costs and operational challenges arising from adhering to complex export control regulations and sanctions could still strain our resources. Tariffs, quotas and local content rules may further raise production costs, impacting the profitability and competitiveness of our solutions. As the Entity List and other sanctions and export control laws and regulations, including the EAR's De Minimis Rule and the Foreign Direct Product Rules, continue to evolve, future sanctions and export controls may significantly impact our business relationships with some of the key customers or suppliers. If we fail to promptly secure alternative customers or sources of supply on acceptable terms, our business may be materially and adversely affected. In addition, dealing with customers or suppliers that are subject to export control or sanctions may pose significant risks to our business. These risks include potential disruptions in our supply chain, legal and regulatory compliance challenges, and the possibility of financial penalties. Apart from requiring our customers by contract to comply with applicable laws, we have no control over the countries, regions, or destinations to which the customers will sell and/or export their end products. If the export sales of the customers' end solutions are restricted, prohibited or made subject to any export controls or economic sanctions imposed by any jurisdictions, the customers' demand in our solutions may decline, and, as a result, our business, financial condition and results of operations may be materially and adversely affected.

Our manufacturing processes are complex and potentially vulnerable to impurities in the production environment and manufacturing disruptions, which could reduce our production yields and adversely affect our sales and customer relationships and business reputation.

Manufacturing optical modules and system integration is a highly complex and precise process, requiring production in a tightly controlled and clean environment. Microscopic impurities such as dust and other contaminants, minor deviations in the manufacturing process or malfunctions of equipment or facilities can cause substantial decreases in production yields, affect the quality of the product, and in some cases, cause production to be suspended or result in products unfit for commercial sale. In addition, our manufacturing processes require the use of sophisticated and costly equipment, which is regularly modified and updated to improve production yields and product performance and reduce unit manufacturing costs. These updates and migration to advanced technologies expose us to the risk that production difficulties will arise from new or changed processes that could affect the quality of the products and cause delivery delays, reduced output or both. Our products may contain undetected defects or otherwise fail to perform as expected, especially when new optical modules and system integration manufactured using the latest technologies are first introduced to the market. These defects could cause us to incur significant reengineering costs, divert the attention of our engineering personnel from product development efforts or lead to returns of our products and adversely affect our customer relationships and business reputation. In addition, our sales arrangements with our customers typically contain customary product warranties, and we may be exposed to substantial warranty claims. Widespread product failures, or perceptions of such failures, may damage our market reputation, reduce our market share and adversely affect our business, results of operations and financial condition.

In line with general industry practice, we make capital expenditures based on forecasts of supply needs provided by our customers as well as our projections of future demand for our products, and discrepancies between such forecasts and projections and actual order volume for our products could harm our business.

Our sales arrangements with our major customers usually do not establish fixed purchase volume commitments, and purchase volumes are generally determined based on purchase orders provided by our customers. Our major customers usually provide us with a non-binding rolling forecast of their supply needs on a regular basis, and in line with general industry practice, we make many of our capital expenditure decisions, including those relating to expansion and upgrading of our production facilities, based on such forecasts as well as our projections of future demand for our products. There is no assurance that, at any given time, we will be able to accurately estimate the volume of future purchase orders to be generated by our customers. If the actual order volume is lower than our estimates, we may experience under-utilization of production capacity and excess inventory and fail to recover our capital expenditures made based on such estimates. On the other hand, if the actual order volume exceeds our estimates, we may be unable to satisfy our customers' purchase orders and our customer relationships and reputation could be harmed. Any of these occurrences could hurt our business, results of operations and financial condition.

Investment in new business strategies, acquisitions and other forms of business integration could disrupt our ongoing business and present risks not originally contemplated, and we may be unable to realize the anticipated benefits, synergies, cost savings or efficiencies from acquisitions.

We have invested, and may invest in the future, in new business strategies or acquisitions. Endeavors of such kinds are inherently risky, and future ventures of such nature may involve significant risks and uncertainties, including distraction of our management from current business operations, regulatory investigations or potential allegations on our management, greater than expected liabilities and expenses, inadequate return of capital, failure to establish or operate subsidiaries, and unidentified issues not discovered in our due diligence. For example, in the past, Luxvisions Limited acquired the operating assets and business of portable image device business unit from a Taiwan company. To address the critical needs of the Taiwanese employees of the acquired business for maintaining their labor insurance contributions in the Taiwan Area after such acquisition, the representatives of the Taiwanese employees and Luxvisions Limited established an entity in Taiwan (the "**Taiwan Entity**"). Later on, the representatives of Luxvisions Limited ceased investment in the Taiwan Entity, after which the Taiwan Entity remained as our supplier in the Taiwan Area to provide R&D services for optical module hardware considering its familiarity with the business needs and product specifications, until its dissolution by shareholders' resolution in October 2025. The Taiwan authority alleged that the establishment of the Taiwan Entity may be in violation of a local Taiwan law, and therefore implemented administrative measures on our chairlady to facilitate its investigations as it considered necessary. Consequently, our chairlady became subject to temporary travel restrictions to Taiwan.

Additionally, we may incur significant acquisition, administrative and other costs in connection with such transactions, including costs related to the integration of acquired businesses. These costs may include unanticipated costs or expenses, including post-closing asset impairment charges and legal, regulatory or contractual costs. In addition, upon completion of an investment or acquisition, we may allocate significant resources to the integration of the acquired business into our existing business to realize synergetic benefits. The integration process involves certain risks and uncertainties, some of which are outside our control, and we cannot assure you that we will be able to realize the anticipated benefits, synergies, cost savings or efficiencies. We may also experience difficulties integrating any investments, acquisitions or partnerships into our existing business and operations.

Any impairment of goodwill could have a material adverse effect on our results of operations.

As of December 31, 2023, 2024 and 2025 and May 31, 2026, our goodwill amounted to RMB2.0 billion, RMB2.0 billion, RMB2.0 billion and RMB1.9 billion. We test the goodwill for impairment on an annual basis and when events occur or circumstances change that indicate that the recoverable amount of the cash generating unit may be below its carrying amount. The determination of recoverable amounts requires considerable judgment and are sensitive to inherent uncertainties and changes in estimates and assumptions. Declines in market conditions, a trend of weaker than anticipated financial performance of our cash generating units or an increase in the market-based weighted average cost of capital, among other factors, are indicators that the carrying value of our goodwill may be impaired. Any impairment of our goodwill could have a material adverse effect on our results of operations.

Future operating results depend upon our ability to obtain raw materials in sufficient quantities on commercially reasonable terms from third-party suppliers.

Raw materials are the largest component of our total cost of sales. The raw materials that we mainly use in the manufacturing of our products are lens, motors, sensors, PCBs, chips and other electronic components. The prices of these materials are susceptible to significant fluctuations due to supply and demand trends in the commodities markets, transportation costs, government regulations and tariffs, geopolitical events, changes in currency exchange rates, price controls, the economic climate and other unforeseen circumstances. Our results of operations could be adversely affected if we are unable to obtain adequate supplies of high quality raw materials in a timely manner at reasonable prices, or if there are significant increases in the costs of raw materials that we could not pass on in full to our customers.

We rely on the timely supply of raw materials in order to carry out our production plans as scheduled. Any delays or disruptions in such supplies from our suppliers may have a material and adverse impact on our ability to meet our customers' demands for our products on time. In addition, any natural or man-made disasters or other unanticipated catastrophic events, including adverse weather, fires, technical or mechanical difficulties, storms, explosions, earthquakes, strikes, acts of terrorism, wars and outbreaks of pandemics could impair the operations of our suppliers and impede our ability to manufacture and deliver our products to our customers in a timely manner.

Our raw materials are at times affected by industry-wide shortages and significant commodity pricing fluctuations. We cannot assure you that we will be able to extend or renew the agreements that we have entered into for the supply of raw materials on similar terms, or at all. The effects of global or regional economic conditions on our suppliers could also affect our ability to obtain raw materials, and we remain subject to significant risks of supply shortages and price increases, which may adversely affect our business, results of operations and financial condition.

Our dependence on a limited number of suppliers for key components and materials could result in supply disruptions and prevent us from delivering our products in a timely manner to our customers in the required quantities.

We currently purchase certain of our key components and materials for the production of our optical modules and system integration from a limited number of suppliers. In 2023, 2024 and 2025 and for the five months ended May 31, 2026, purchases from our five largest suppliers in each year/period amounted to RMB5.4 billion, RMB14.1 billion, RMB18.1 billion and RMB7.5 billion, respectively, accounting for 41.9%, 56.5%, 62.1% and 62.5% of our total purchases in the same years/period. For the same years/period, purchases attributable to our largest supplier amounted to RMB2.7 billion, RMB9.1 billion, RMB14.1 billion and RMB5.7 billion, respectively, accounting for 20.7%, 36.5%, 48.5% and

47.3% of our total purchases. See "Business — Procurement and Supply — Our Suppliers." A stable source of raw materials determine our product quality to a large extent, and is crucial to our success. In addition, to ensure quality control, several of our suppliers are designated by our customers. We expect to continue to depend upon a relatively limited number of suppliers for certain of our key components and materials. Failure of a supplier to supply key components or materials that meet our quality, quantity and cost requirements in a timely manner, failure to maintain our relationships with our major suppliers, or our inability to obtain supplies from alternative sources on a timely basis or on commercially reasonable terms could prevent us from timely delivering our products to our customers in the required quantities, impair our ability to manufacture our products and increase our production costs, which could have a material adverse effect on our business, results of operations and financial condition.

We may fail to maintain and predict inventory levels in line with demand for our products, which could cause us to face the risk of obsolescence for our inventories or lose sales.

Our inventories consist of raw materials, work-in-progress and finished goods. We have taken measures to optimize our inventory level and conduct regular inventory check to reduce the risk of inventory obsolescence. See "Business — Inventory Management and Logistics." As of December 31, 2023, 2024 and 2025 and May 31, 2026, we had inventories of RMB2.3 billion, RMB3.8 billion, RMB3.3 billion and RMB4.0 billion, respectively. For the years ended December 31, 2023, 2024 and 2025 and for the five months ended May 31, 2026, our inventory turnover days were 60 days, 45 days, 42 days and 46 days, respectively. See "Financial Information — Discussion of Certain Key Items in the Consolidated Statements of Financial Position — Inventories." We primarily adopt a production volume-based procurement model, and reserve raw materials as appropriate. However, we cannot guarantee that we will be able to maintain proper inventory levels for our raw materials, work-in-progress and finished goods. We maintain our inventory levels based on our internal forecasts of customers' demand. If our forecast demand is higher than actual demand, we may be exposed to increased inventory risks due to the accumulation of excess inventory of our raw materials, work-in-progress or finished goods. Excess inventory levels may increase our inventory holding costs, risk of inventory obsolescence or write-offs. On the other hand, if our forecast demand is lower than actual demand, we may experience inventory shortages and may fail to meet consumer demand or deliver our products to our customers in a timely manner, which may in turn damage our reputation and customer relationships. Any of the above may materially and adversely affect our business, financial condition and results of operations.

Our results of operations are subject to seasonal fluctuations.

We have experienced, and expect to continue to experience, seasonality in our business. During the Track Record Period, we recorded higher revenue in the second half of a calendar year than in the first half of that year, which was mainly attributable to the more intensive close-to-year-end promotional activities for sales of products held in many consumer electronics sectors to which our products are applied, such as smartphones, tablets and laptops, which leads to a larger purchase volume in the second half of a year. See "Business — Seasonality" for details. As a result, our revenue and business performance may vary considerably from periods to periods. The comparison of revenue and operating results from different periods in any given financial year may not be relied upon as indicators of our performance. As a result, our profitability, results of operation and business may be adversely affected.

If we fail to protect our intellectual property rights and our customers' technology that we utilize, our competitive position may be undermined and we may be exposed to claims and liabilities.

We rely primarily on a combination of patents, trademarks and trade secret protections, as well as confidentiality agreements, to safeguard our intellectual property, as well as the technologies of our major customers that we utilize in our production process. With respect to proprietary know-how that is not patentable and production processes for which patents are difficult to enforce, we rely on trade secret protections and confidentiality agreements to safeguard our interests. We believe that many elements of our products and manufacturing processes involve proprietary know-how that is not covered by patents or is impractical to patent. In order to safeguard our intellectual property and that of our major customers, all of our full-time employees have entered into a confidentiality agreement with us as part of their terms of employment. However, the steps taken by us to protect such proprietary information may not be adequate to prevent misappropriation of our technology or that of our major customers that we utilize. In addition, such proprietary rights and technologies may not be adequately protected because:

- individuals may not be deterred from misappropriating our and our customers' technologies despite the existence of laws or contracts prohibiting it;

- policing unauthorized use of our and our customers' intellectual property may be difficult, expensive and time-consuming, and we may be unable to determine the extent of any unauthorized use; and

- certain countries in which we do business do not protect intellectual property rights to the same extent as in developed countries.

Reverse engineering, unauthorized copying or other misappropriation of our or our customers' proprietary technologies and manufacturing processes could enable third parties to benefit from such technologies without compensating us or our customers for doing so. We cannot assure you that infringement of our or our customers' intellectual property rights by other parties does not exist now or that it will not occur in the future. Furthermore, if our customers' technology that we utilize is misappropriated by third parties due to our inadequate protection of such technology, we may be subject to claims from and liability to our customers for violating the terms of our agreements with them. Our competitors may also independently develop substantially equivalent technologies, or otherwise gain access to our proprietary technologies, and obtain patents for such intellectual properties in other jurisdictions, including the countries in which our camera modules, optical components and system integration are sold. If any third parties are successful in obtaining patents for technologies that are substantially equivalent or the same as the technologies we use in our production of camera modules, optical components and system integration in any of our markets before we do and enforce their intellectual property rights against us, we may be required to stop selling such allegedly infringing products, seek licenses and pay royalties for the relevant intellectual properties, or redesign such products with non-infringing technologies. To protect our intellectual property rights and those of our customers, and to maintain our competitive advantage, we may file suits against parties that we believe are infringing such intellectual property. Such litigation may be costly and may divert management attention as well as other resources away from our business, and there is no assurance that any outcome will adequately compensate us. In certain situations, we may have to bring suit in overseas jurisdictions, in which case we would be subject to additional risks as to the results of the proceedings and the amount of damages that we can recover. An adverse determination in any such litigation or in lawsuits by our customers against us may harm our business, prospects and reputation. In addition, we

have no insurance coverage against litigation costs and would have to bear all costs arising from such litigation to the extent we are unable to recover them from other parties. The occurrence of any of the foregoing could have a material adverse effect on our business, results of operations and financial condition.

We may be exposed to infringement or misappropriation claims by third parties, which, if determined adversely to us, could cause us to lose significant rights and pay significant damage awards.

Our success depends largely on our ability to use and develop our technology and know-how without infringing the intellectual property rights of third parties. The validity and scope of claims relating to our patents involve complex scientific, legal and factual questions and analysis and, therefore, may be highly uncertain. Because patent applications in many jurisdictions are kept confidential for an extended period before they are published, we may be unaware of pending patent applications by other parties that relate to our technologies, products or processes. The defense and prosecution of intellectual property suits, patent opposition proceedings and related legal and administrative proceedings can be both costly and time consuming and may significantly divert the efforts and resources of our technical and management personnel. An adverse determination in any such litigation or proceedings to which we may become a party could subject us to significant liability to third parties, require us to seek licenses from third parties, to pay ongoing royalties, or to redesign our products or subject us to injunctions prohibiting the manufacture and sale of our products or the use of our technologies. Protracted litigation could also result in our customers deferring or limiting their purchase or use of our products until resolution of such litigation. The occurrence of any of the foregoing could have a material adverse effect on our business, results of operations and financial condition.

If we experience increases in labor costs, shortage of labor or deterioration in labor relations, our production costs may be affected.

Labor costs have been fluctuating and may rise in the future. Our staff costs accounted for 7.1%, 6.0%, 5.4%, 6.3% and 6.1% of our total revenue in 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, respectively. Labor cost increases may cause our production costs to increase, and we may not be able to pass on such increase to our customers. We also cannot assure you that we will not experience any shortage of labor. Any such shortage could hinder our ability to maintain our production schedules and maintain or expand our business operations, which could materially and adversely affect our business, financial condition, results of operations and prospects.

We seek to maintain favorable labor relations with our employees as we believe that our long-term growth depends on the expertise, experience and development of our employees. For details of our employee training efforts and welfare, see "Business — Employees." However, we cannot assure you that we will not have any labor disputes in the future. Any deterioration of our labor relations could result in disputes, strikes, claims, legal proceedings and reputational damage, labor shortages that disrupt our business operations, as well as loss of experience, know-how and trade secrets.

Delivery delays, poor handling by third-party logistics service providers or disruptions in the transportation network may adversely affect our business.

We use third party logistics service providers to deliver certain of our products to our customers. Disputes with or terminations of our contractual relationships with our logistics service providers could result in delayed delivery of products or increased costs. We may not be able to continue or extend relationships with our current logistics service providers on terms acceptable to us or establish

relationships with new logistics service providers to ensure accurate, timely and cost-efficient delivery services. If we are unable to maintain or develop good relationships with logistics service providers, it may inhibit our ability to offer products in sufficient quantities, on a timely basis, or at prices acceptable to our customers. If there is any breakdown in our relationships with our preferred logistics service providers, we may suffer business interruptions that could materially and adversely affect our business, financial condition and results of operations. As we do not have any direct control over these logistics service providers, we cannot guarantee their quality of services. If there is any delay in delivery, damage to products or any other issue due to transportation shortages, natural disasters, labor strikes or other factors, we may lose customers and sales and our reputation may be tarnished. In addition, our suppliers sometimes deliver materials to us through third party logistics service providers. Delays in delivery could adversely impact our suppliers' ability to timely deliver materials to us, and our ability to deliver to our customers.

Failure to detect or prevent fraudulent or illegal activities or other misconduct by our employees, customers, suppliers or other business partners may materially and adversely affect our business.

We are exposed to risks of fraudulent or illegal activities or other misconduct by our employees, customers, suppliers or other business partners in the course of our business operations. Such misconduct could include fraud, corruption, bribery, collusion or other violations of applicable laws, including anti-corruption and anti-bribery laws, which could expose us to liabilities, fines and penalties imposed by government authorities, as well as significant reputational damage. We cannot assure you that our measures in place to monitor and prevent such misconduct would be effective at all times in identifying or mitigating all potential risks. Instances of misconduct may still occur, and any undetected or unresolved incidents could lead to adverse consequences, such as financial losses, legal liabilities or disruptions to our operations.

Furthermore, any publicized instances of fraudulent or illegal activities associated with our employees or business partners could harm our reputation, reducing customer and partner trust in our business. If such misconduct involves our employees, we could also face liabilities to third parties and penalties imposed by authorities. Accordingly, any failure to detect and prevent fraudulent or illegal activities or other misconduct by our employees, customers, suppliers or other business partners could materially and adversely affect our business, financial condition and results of operations.

Fluctuations in foreign currencies may adversely affect our business, financial condition and results of operations.

A portion of our total revenue has been denominated in foreign currencies. We recorded net foreign exchange gains of RMB24.8 million and RMB93.3 million in 2023 and 2024, respectively, and foreign exchange losses of RMB49.6 million and RMB96.7 million in 2025 and for the five months ended May 31, 2026, respectively. Appreciation or depreciation in the value of the Renminbi relative to the Hong Kong dollar or the U.S. dollar may affect our financial results without giving effect to any underlying change in our business, financial condition or results of operations.

We may not have sufficient insurance coverage to cover our potential liability or losses.

We face various risks in connection with our business, and may lack adequate insurance coverage or have no relevant insurance coverage. As such, we cannot insure against certain risks related to our assets or business even if we desire to. We have purchased property insurance and cargo insurance in view of any potential loss arising from the logistics of our products. During the Track Record Period, we had not been the subject of any product liability claims. See "Business — Insurance." We have determined that the costs of insuring against these risks, and the difficulties associated with acquiring

such insurances on commercially reasonable terms render these insurances impractical for our business. However, any uninsured occurrence of including, among others, business disruption, material litigation, natural disaster or significant damages to our uninsured devices or facilities may result in our incurring substantial costs and the diversion of resources, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

The success of our business depends on the continuing efforts of our key management and technical personnel, and our business may be severely disrupted if we lose their services.

Our future success depends, to a significant extent, on our ability to attract, train and retain qualified executive officers, engineers and technical personnel, particularly those with expertise in the precision optical solutions industry and established relationships with our major customers. Furthermore, we are placing higher emphasis on research and development in order to develop proprietary product and manufacturing technologies and continually bring to market innovative products in response to rapidly evolving customer preferences and technology developments. Accordingly, we must recruit top engineers and technical personnel. There is substantial competition for qualified personnel, and there can be no assurance that we will be able to attract or retain qualified personnel on commercially reasonable terms or at all. If one or more of our key executive officers, engineers or technicians are unable or unwilling to continue in their present positions, we may not be able to replace them easily or at all. As a result, our business may be severely disrupted and we may incur additional expenses to recruit and retain new personnel or find other suitable replacements. All of our full-time employees have entered into a confidentiality agreement with us, which also contains non-competition provisions. However, if any disputes arise between our employees and us, we cannot assure you as to the extent to which we may be able to effectively enforce any of these agreements. The loss of the services of any of our key personnel without adequate replacement, the inability to attract new qualified personnel, significant increases in the cost to retain such personnel, or the inability to enforce our confidentiality or noncompetition agreements with our employees may have a material adverse effect on our operations.

We may require additional funding in the future and may not be able to secure such funding on terms acceptable to us.

Access to financing is required in order for us to execute our business strategies, including expanding or upgrading manufacturing facilities and equipment, developing new technologies and products and expanding our operations into new businesses. As of December 31, 2023, 2024 and 2025 and May 31, 2026, our gearing ratio (which represents total debts (including bank loans, lease liabilities and amount due to a related party) divided by total equity multiplied by 100%) reached 75.0%, 56.1%, 32.6% and 42.5%, respectively. We recorded significant gearing ratio in 2023, primarily due to the additional bank borrowings we incurred for our working capital and business expansion. See "Financial Information — Key Financial Ratios — Gearing Ratio." Such high gearing ratios may limit our ability to service our loans and may prevent us from borrowing additional funds in the future, which may materially and adversely affect our business prospect, results of operations and financial condition.

Historically, we have generally relied on bank loans and other external financing as well as cash generated from our operations to fund our operations and expansion. Our ability to continue to obtain debt financing at a reasonable cost will depend on several factors, some of which may be outside our control, including general economic conditions and the liquidity of the international capital markets. In the event of adverse financial market conditions, our external financing activities combined with our internal sources of liquidity may not be adequate to support our current and future business plans. If such were the case, we may not be able to implement our business strategies as scheduled, including

capital investments related to capacity expansion of our existing facilities or construction of new production facilities, all of which could have an adverse effect on our business, results of operations and financial condition.

Failure to collect our trade receivables in a timely manner may adversely affect our liquidity.

During the Track Record Period, our trade receivables primarily represented receivables from customers for sales of our products. As of December 31, 2023, 2024 and 2025 and May 31, 2026, our trade receivables, net of loss allowance amounted to RMB4.1 billion, RMB6.1 billion, RMB7.5 billion and RMB6.0 billion, respectively. See "Financial Information — Discussion of Certain Key Items in the Consolidated Statements of Financial Position — Trade and Other Receivables." We may not be able to collect our trade receivables in a timely manner, and we may face difficulty collecting receivables for reasons beyond our control, such as customers delaying payment past the relevant credit periods granted or being unable to pay us when payments are due. Any significant delay or default in our collection of trade receivables may impose pressure on our cash flow and working capital and reduce the pool of available financial resources relative to our expectations and expenditure plans, which in turn could have a material adverse effect on our business, financial condition and results of operations.

We received government grants and preferential tax treatment during the Track Record Period, and any discontinuation of government grants or preferential tax treatment or any change in the relevant policies may adversely affect our financial performance and results of operations.

We received government grants and preferential tax treatment under relevant preferential tax policies during the Track Record Period. In 2023, 2024 and 2025 and for the five months ended May 31, 2026, several of our subsidiaries were accredited as "High New Tech Enterprise" and were therefore entitled to a preferential income tax rate of 15%. In 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, we recognized income from government grants of RMB21.9 million, RMB35.0 million, RMB74.4 million, RMB11.8 million and RMB25.0 million.

We may not be able to continue to enjoy similar government grants and preferential tax treatment in the future as they are non-recurring in nature. The discontinuation of any of our government grants or current tax treatments could adversely impact our net income and materially increase our tax obligations. Government grants and preferential tax treatments are subject to review of authorities and may be adjusted or revoked at any time in the future. We cannot guarantee that the government grants and preferential tax treatments to which we and certain of our subsidiaries are currently entitled would be successfully renewed. There can be no assurance that the local tax authorities will not, in the future, change their position and discontinue any of our current tax treatments, potentially with retrospective effect.

We have awarded and may continue to award equity instruments under our share incentive scheme, which may cause shareholding dilution to our Shareholders and result in increased share-based compensations.

We adopted a share incentive scheme on May 18, 2021. See "Appendix IV — Statutory and General Information — D. Share Incentive Scheme." In 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, we recorded equity settled share-based payment expenses of RMB25.0 million, RMB75.5 million, RMB120.2 million, RMB70.1 million and RMB26.1 million in our statements of profit or loss, respectively. To further incentivize our employees, we may adopt other equity incentive plans and award additional equity incentives in the future. Issuance of Shares with

respect to our equity incentive plan may dilute the shareholding of our existing Shareholders and incur substantial share-based compensations that could have a material and adverse impact on our results of operations.

A failure to comply with PRC property-related laws and regulations regarding certain of our leased properties may adversely affect our business.

Pursuant to the applicable PRC laws and regulations, property lease agreements must be registered with the local property administration authority. As of the Latest Practicable Date, we had not obtained the registration for 31 of our lease agreements in China, primarily because the relevant lessor failed to provide necessary documents for us to register the lease agreement with the local government authorities. These leased properties are primarily used as premises of offices, workshops, warehouses, staff dormitories, and production and manufacturing sites. Our PRC Legal Advisors have advised us that failure to complete the registration and filing of lease agreements will not affect the validity of the lease agreements under PRC laws, but we may be ordered by the relevant government authorities to register the relevant lease agreements within a prescribed period, failing which we may be subject to a fine ranging from RMB1,000 to RMB10,000 for each non-registered lease. Furthermore, as of the Latest Practicable Date, the ownership certificates or other similar proof for five of our lease properties had not been provided to us by the relevant lessors. These lease properties are primarily used as production and manufacturing sites, offices and staff dormitories. The absence of title certificates may technically expose us to legal risks, including potential challenges to lease enforceability or the possibility of having to vacate the premises if adverse claims arise. In case any such lease is terminated and we are required to relocate, we may face the risk of not being able to continue using the properties and the risk of relocation. As such, if we are challenged by third parties or governmental authorities regarding any of the circumstances stated above, we may be forced to relocate, which could adversely affect our business operations.

We may be subject to additional contributions of social insurance and housing provident fund, late payments and fines imposed by relevant governmental authorities with respect to labor related matters.

Companies operating in the PRC are required to participate in various employee benefit plans, including pension insurance, unemployment insurance, medical insurance, work-related injury insurance, maternity insurance and housing provident fund and contribute to the amounts equal to certain percentage of salaries, including bonuses and allowances, of their employees up to a maximum amount specified by the local government from time to time at locations where they operate their business. In addition, we may hire labor dispatched personnel for temporary, ancillary and replaceable roles for a term of less than six months should our business needs arise. Under PRC labor laws and regulations, the use of dispatched workers is capped at 10% of a company's total workforce (including both direct hires and dispatched personnel). Employers who exceed this threshold may be ordered to rectify the situation and, if they fail to do so, may face fines against them.

During the Track Record Period and up to the Latest Practicable Date, we had non-compliance with respect to these labor related matters. As advised by our PRC Legal Advisors, according to the Social Insurance Law of the PRC, we may be ordered to pay for the shortfalls within a prescribed time period along with the late payment fees and be imposed of a fine if such payment is not made within the required time period, the maximum penalty amount being three times of the cumulative shortfall in our social insurance contribution. In addition, according to the Regulations on the Administration of Housing Provident Fund, we may be ordered to pay for the shortfalls within a prescribed time period,

failing which an application may be made to the courts in the PRC for compulsory enforcement. Any of such legal consequence, additional contributions, late payments or fines might adversely affect our business, financial condition and results of operations.

We are subject to changing laws, regulations and social trends regarding environmental, social and governance risks, increasing both our costs and the risk of non-compliance.

We are or will be subject to rules and regulations by various governing bodies, including, for example, once we have become a public company, the Stock Exchange and the SFC, which are charged with the protection of investors and the oversight of companies whose securities are publicly traded, as well as the various regulatory authorities in China, and to new and evolving regulatory measures under applicable laws. We may also be subject to the changing social trends on the concerns regarding environmental, social and governance risks. Our efforts to comply with new and changing laws, regulations and social trends have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

Moreover, as these laws, regulations and standards are subject to varying interpretations, their enforcement in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty for compliance and additional costs necessitated by ongoing updates to our disclosure and governance practices. Any failure to address and comply with these laws and regulations and any subsequent changes could subject us to substantial fines or other liabilities or require us to suspend or adversely modify our operations.

Our production process produces pollutants such as waste gas, wastewater, noise and solid waste. The discharge of waste gas and other pollutants from our manufacturing operations into the environment may give rise to liabilities that may require us to incur costs to remedy such discharge. Should the governments impose stricter environmental protection standards and regulations in the future, we cannot assure you that we will be able to comply with such standards and regulations at reasonable costs, or at all. Any failure or any claim that we have failed to comply with these regulations could cause delays in our production and capacity expansion and affect our public image, either of which could harm our business.

Our risk management and internal control systems may not be adequate or effective.

We have established risk management and internal control systems in relation to our operations. However, due to the inherent limitations in the design and implementation of risk management and internal control systems, including the identification and evaluation of risks, internal control variables and the communication of information, we cannot assure you that such systems will be able to identify, mitigate and manage all our exposure to risks.

Our risk management and internal controls also depend on the proficiency of and implementation by our employees. We cannot assure you that such implementation will not involve any human error or mistakes, which may materially and adversely affect our business, financial condition and results of operations.

Unfavorable results of legal and regulatory proceedings could adversely affect our business and financial condition and performance.

We may be subject to a variety of litigation and legal compliance risks. Unfavorable outcomes regarding these assessments could have a material adverse effect on our financial statements in any particular reporting period. Results of legal and regulatory proceedings cannot be predicted with certainty and for some matters, such as class actions, no insurance is cost-effectively available. Regardless of merit, legal and regulatory proceedings may be time-consuming, costly and disruptive to our operations and could divert the attention of our management and key personnel from our business operations. Such proceedings could also generate significant adverse publicity and have a negative impact on our reputation, regardless of the existence or amount of liability.

We may be involved in disputes, legal and other proceedings arising out of our operations and activities from time to time and may face liabilities as a result.

As we operate a number of business lines in various countries and regions around the world, we may be involved in disputes, legal and other proceedings from time to time with various parties, including our customers, suppliers, employees, service providers and other business partners, in relation to our business operations, commercial transactions, mergers and acquisitions, business expansions, product liability, workers' compensation, IP claims, regulatory actions and shareholding disputes. During the Track Record Period, our chairlady faced investigations and allegations from relevant Taiwan authorities in connection with certain business activities of our related parties in Taiwan, and is currently subject to temporary travel restrictions to Taiwan. For details, see "Directors and Senior Management — Further Information" and "Regulatory Overview — Laws and regulations relating to business operations in Taiwan." These investigations and allegations, along with any other such investigations we or our Director or senior management may be involved in, may lead to legal or other proceedings and negative publicity, damage our reputation, divert our resources and management's attention and limit our capability to expand our presence in certain geographical markets. Costs may have to be incurred in settling such investigations and allegations or defending ourselves in any related proceedings, and we may be held liable for damages and other liabilities, which may negatively impact our business, results of operations and financial position. In addition, we may have compliance issues in the course of our operations, which may subject us to administrative proceedings or unfavorable decrees that may result in liabilities and cause other material adverse effects on our business, results of operations and financial position.

Any failure to obtain requisite approvals, licenses or permits applicable to our business operation may have a material and adverse impact on our business, financial condition and results of operations.

In accordance with the laws and regulations in the jurisdictions in which we operate, we are required to maintain various approvals, licenses and permits in order to operate our business. If we fail to maintain compliance with such laws and regulations, or otherwise fail to obtain or maintain any of the required approvals, licenses or permits or make or complete the necessary filings in any of the jurisdiction where we operate our business, our operations may be adversely affected.

In addition, in the event that we are required to renew our existing licenses or permits or acquire new ones, whether as a result of the promulgation of new laws and regulations or otherwise, we cannot assure you that we will be able to meet the requisite conditions and requirements, or obtain all requisite approvals, licenses and permits in a timely manner or at a reasonable cost. If we are unable to obtain, or experience material delays in obtaining necessary approvals, licenses and permits, it may have a material and adverse impact on our business, financial condition and results of operations.

We depend on a limited number of qualified suppliers for key manufacturing equipment, and the unavailability of such equipment could cause interruptions to our operations or delay implementation of our expansion plans.

We have purchased, and expect to continue to purchase, a substantial portion of our key manufacturing equipment from a limited number of qualified suppliers. As a result, such equipment is not readily available from multiple suppliers and may be difficult to repair or replace in a timely manner or on commercially reasonable terms. Some of our major customers also require us to source certain key equipment from a select group of equipment manufacturers approved by the customer, which further limits our ability to find alternative suppliers. In order to mitigate the impact from delay or unavailability of key equipment on our operations, we continually assess our future need for new equipment, procure key equipment while taking into account potential lag-time, and seek to maintain close relationships with our key equipment suppliers. Increased market demand for manufacturing equipment may cause lead times to extend beyond those normally required by the equipment suppliers from time to time, and any significant delays in the sourcing, delivery and installation of new or replacement equipment could cause material interruptions to our operations. In addition, the unavailability or delays in delivery of key equipment, or failure of equipment to meet our specifications, could delay implementation of our expansion plans and impair our ability to meet customer orders, which could have a material adverse effect on our business, results of operations and financial condition.

Any failure or perceived failure to comply with data privacy and security laws could subject us to potential liabilities.

We collect and store corporate data of our counterparties, such as customers, suppliers, and other relevant parties, during the transactions with them. See "Business — Data Privacy and Information Security Risk Management." Our operations are subject to a variety of laws and regulations concerning data privacy and security. Failure to comply with the increasing number of data protection laws in the PRC, as well as the data security and privacy laws in other jurisdictions where we operate, could result in significant reputational damage and adversely affect our business performance. To ensure compliance with evolving data privacy laws, regulations and standards, it will be necessary to maintain robust internal control and risk management policies, which will require substantial commitment of resources and efforts. The unauthorized access, loss, or misuse of data could lead to increased security costs, damage to our reputation, regulatory proceedings, litigation, fines, investigations, remediation efforts, indemnification expenditures, and disruptions to our business activities. Such incidents may also result in additional costs associated with defending against legal claims. Concerns from our customers, employees, and third parties, even if unfounded, may also have a detrimental impact on our reputation and operations.

We may be subject to natural disasters, health epidemic, acts of war, terrorism or other factors beyond our control.

Natural disasters, such as floods, earthquakes, sandstorms, snowstorms, fires or floods, outbreaks of a widespread health epidemic or pandemic such as COVID-19, or other events such as acts of war, terrorism, environmental accidents, power outages or communication interruptions may result in loss of lives, injury, destruction of assets and may materially and adversely affect our business. Our operations could also be disrupted if any of our employees or employees of our business partners were suspected of having any of the epidemic or pandemic illnesses, since this could require us or them to quarantine some or all of such employees or disinfect the facilities used for our operations. Any of these factors and other factors beyond our control could have an adverse effect on the overall business sentiment and

environment, cause potential changes in the regions where we conduct business, cause our business to suffer in ways that we cannot predict and materially and adversely affect our business, financial condition and results of operations.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY IN THE PRINCIPAL PLACE OF OUR BUSINESS

Uncertainties with respect to the legal systems of the jurisdictions where we operate could affect us adversely.

Legal systems of the jurisdictions where we operate vary. Some jurisdictions have a civil law system based on written statutes and others are based on common law. Unlike the common law system, prior court decisions under the civil law system may be cited for reference but have limited precedential value.

The legal systems of some jurisdictions where we operate are evolving. Laws and regulations that are recently enacted may not sufficiently cover all aspects of economic activities in such jurisdictions. In particular, the interpretation and enforcement of these laws and regulations may be subject to future implementations, and the application of some of these laws and regulations to our businesses may need further clarification. Since local administrative and court authorities are authorized to interpret and implement statutory provisions and contractual terms. Local courts may have discretion to reject enforcement of foreign awards or arbitration awards which may affect our judgment on the relevance of legal requirements and our ability to enforce our contractual rights or claims.

Furthermore, there are other circumstances where key regulatory definitions may not be entirely precise or clear, or where interpretations that are adopted by regulators are inconsistent with interpretations adopted by a court in analogous cases. As a result, we may not be aware of our violation of certain policies or rules until sometime after the violation. In addition, administrative and court proceedings in certain of our jurisdictions may be protracted, resulting in substantial costs and diversion of resources and management attention.

It is possible that a number of laws and regulations may be adopted or construed to be applicable to us in our jurisdictions and elsewhere that could affect our businesses and operations. Scrutiny and regulations of the industries in which we operate may further increase, and we may be required to devote additional legal and other resources to addressing these regulations. Changes in current laws or regulations or the imposition of new laws and regulations in our geographic markets may slow the growth of our industries and affect our business, financial condition and results of operations.

Holders of our H Shares may be subject to PRC income tax on dividends from us or on any gain realized on the transfer of our H Shares.

As is customary with all major economies, China has tax treaties or similar arrangements with jurisdictions across the world. Under the EIT Law and its implementation rules, subject to any applicable tax treaty or similar arrangement between China and your jurisdiction of residence that provides for a different income tax arrangement, PRC withholding tax at the rate of 10% is normally applicable to dividends from PRC sources payable to investors that are resident enterprises outside of the PRC, which do not have an establishment or place of business in the PRC, or which have such establishment or place of business if the relevant income is not effectively connected with the establishment or place of business. Any gain realized on the transfer of shares by such investors is subject to 10% (or a lower rate) PRC income tax if such gain is regarded as income derived from sources within the PRC unless a treaty or similar arrangement otherwise provides. Under the Individual

Income Tax Law of the People's Republic of China (《中華人民共和國個人所得税法》) and its implementation rules, dividends from sources within the PRC paid to foreign individual investors who are not residents in the PRC are generally subject to a PRC withholding tax at a rate of 20% and gains from PRC sources realized by such investors on the transfer of shares are generally subject to 20% PRC income tax, in each case, subject to any reduction or exemption set forth in applicable tax treaties and PRC laws. Although our business operations are in China, it is unclear whether dividends we pay with respect to our H Shares, or the gain realized from the transfer of our H Shares, would be treated as income derived from sources within the PRC and as a result be subject to PRC income tax. If PRC income tax is imposed on gains realized through the transfer of our H Shares or on dividends paid to our non-resident investors, the value of your investment in our Shares may be adversely affected. Furthermore, our Shareholders whose jurisdictions of residence have tax treaties or arrangements with the PRC may not qualify for benefits under such tax treaties or arrangements.

Our operations may be subject to transfer pricing adjustment by competent authority.

According to the EIT Law, other rules and regulations and applicable Hong Kong regulations, related party transactions should comply with the arm's length principle. If the related party transactions fail to comply with the arm's length principle, the tax authority has the power to make an adjustment following certain procedures. We are also required to make annual filings in connection with our related party transactions to comply with such laws and regulations.

There is no assurance that the competent tax authorities would not subsequently challenge the appropriateness of our Group's transfer pricing arrangement or that the relevant regulations or standards governing such arrangement will not be subject to future changes. If a competent tax authority later determines that the transfer prices and terms that our Group has applied are not in compliance with the applicable transfer pricing rules and regulations, such authority may require our Group to re-assess the transfer prices, re-allocate the income, and/or adjust the taxable income. Any such reallocation or adjustment may result in a higher overall tax liability for our Group and may materially and adversely affect the business, financial condition and results of operations of our Group.

Foreign investors may find it difficult to effect service of legal process and enforce foreign judgments obtained against our properties or our Directors or members of our senior management in the PRC.

We are a company incorporated under the PRC laws and a majority of our assets and subsidiaries are located in China. A majority of our management reside within China. The assets of these management also may be located within China. As a result, it may be complex and difficult to effect service of process upon or to enforce judgements against us and our management outside China.

Restrictions on the remittance of Renminbi into and out of China and governmental control of currency conversion may limit our ability to pay dividends and other obligations, and affect the value of your investment.

The conversion and remittance of foreign currencies are subject to PRC foreign exchange regulations. As we may convert our revenue in Renminbi into other currencies to meet our foreign currency obligations, such as payments of dividends on our Shares, there is no assurance that we will have sufficient foreign exchange to meet these requirements. Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior

SAFE approval by complying with certain procedural requirements. However, any changes to these foreign exchange policies that prevent us from obtaining sufficient foreign currencies may affect our ability to pay dividends in foreign currencies to our Shareholders.

RISKS RELATING TO THE [REDACTED]

There has been no prior [REDACTED] for our H Shares and an active [REDACTED] for our H Shares may not develop.

No **[REDACTED]** currently exists for our H Shares. The initial **[REDACTED]** for our H Shares to the public will be the result of negotiations between our Company and the **[REDACTED]** (on behalf of the **[REDACTED]**), and the **[REDACTED]** may differ significantly from the **[REDACTED]** of our H Shares following the **[REDACTED]**. We have applied to the Stock Exchange for the **[REDACTED]** of, and permission to **[REDACTED]**, the H Shares. A **[REDACTED]** on the Stock Exchange, however, does not guarantee that an **[REDACTED]** for our H Shares will develop, or if it does develop, that it will be sustained following the **[REDACTED]**, or that the **[REDACTED]** of the H Shares will rise following the **[REDACTED]**.

The [REDACTED] and [REDACTED] of our H Shares may be volatile, which could result in substantial losses for investors who [REDACTED] our H Shares in the [REDACTED].

The **[REDACTED]** and **[REDACTED]** of our H Shares may be highly volatile. Several factors beyond our control such as variations in our revenue, earnings and cash flow, strategic alliances, the addition or departure of key personnel, litigation, the removal of the restrictions on H share transactions or volatility in **[REDACTED]** and changes in demand for our products may cause significant and sudden changes to the **[REDACTED]** and **[REDACTED]** of our H Shares. Furthermore, the **[REDACTED]** of our H Shares could also decline as a result of future sales of a substantial number of our H Shares or other securities relating to our H Shares in the **[REDACTED]**, or the issuance of new shares or other securities, or the perception that such sales or issuances may occur. New shares or share-linked securities issued by our Company may also confer rights and privileges that take priority over those conferred by the H Shares. The Stock Exchange and other securities markets have, from time to time, experienced significant **[REDACTED]** and **[REDACTED]** volatility that is not related to the operating performance of any particular company. This volatility may also materially and adversely affect the **[REDACTED]** of our H Shares.

Future sales or perceived sales of substantial amounts of our H Shares in the [REDACTED] could have a material adverse impact on the prevailing [REDACTED] of our H Shares and our ability to raise additional capital in the future, or may result in dilution of your shareholding.

The **[REDACTED]** of our H Shares and our ability to raise equity capital in the future at a time and price that we deem appropriate could be negatively impacted as a result of future sales of a substantial number of our H Shares or other securities relating to our H Shares in the **[REDACTED]**, especially by our Directors, chief executive and Controlling Shareholders, or the issuance of new shares or other securities, or the perception that such sales or issuances may occur. In addition, our Shareholders may experience dilution in their holdings if we issue more securities in the future. Furthermore, we may issue Shares pursuant to any existing or future share option incentive schemes, which would further dilute our Shareholders' interests in our Company. New shares or shares-linked securities issued by us may also confer rights and privileges that take priority over those conferred by the H Shares. Certain amount of the Shares controlled by our Controlling Shareholders are subject to certain lock-up periods after the **[REDACTED]**. While we currently are not aware of any intention of such persons to dispose of significant amounts of their Shares after the expiry of the lock-up periods,

we cannot assure you that they will not dispose of any Shares they may own now or in the future. Market sale of Shares by such Shareholders and the availability of these Shares for future sale may have a negative impact on the market price of our Shares.

In addition, while investors subscribing shares in the **[REDACTED]** are not subject to any restrictions on the disposal of the H Shares they subscribed (except as disclosed in "**[REDACTED]**"), they may have existing arrangements or agreement to dispose part or all of the H Shares they hold immediately or within certain period upon completion of the **[REDACTED]** for legal and regulatory, business and market, or other reasons. Such disposal may occur within a short period or any time or period after the **[REDACTED]**. Any sale of the H Shares subscribed by such investors pursuant to such arrangement or agreement could adversely affect the market price of our H Shares and any sizeable sale could have a material and adverse effect on the market price of our H Shares and could cause substantial volatility in the **[REDACTED]** of our H Shares.

The interests of our Controlling Shareholders may not be aligned with the interests of other Shareholders.

Our Controlling Shareholders have substantial influence over our business, including matters related to our management, policies and decisions regarding acquisitions, mergers, expansion plans, consolidations and sales of all or substantially all of our assets, election of directors and other significant corporate actions. Immediately following the completion of the **[REDACTED]** and assuming the **[REDACTED]** is not exercised, our Controlling Shareholders will hold approximately **[REDACTED]**% of the issued share capital of our Company. This concentration of ownership may discourage, delay or prevent a change in control of our Company, which could deprive other Shareholders of an opportunity to receive a premium for their Shares as part of a sale of our Company and might reduce the price of our H Shares. These events may occur even if they are opposed by our other Shareholders. In addition, the interests of our Controlling Shareholders may differ from the interests of our other Shareholders. It is possible that our Controlling Shareholders may exercise their substantial influence over us and cause us to enter into transactions or take, or fail to take, actions or make decisions that conflict with the best interests of our other Shareholders.

Potential investors will experience immediate and substantial dilution as a result of the [REDACTED].

Potential investors will pay a price per H Share in the **[REDACTED]** that substantially exceeds the per H Share value of our tangible assets after subtracting our total liabilities as of May 31, 2026. Therefore, purchasers of our H Shares in the **[REDACTED]** will experience a substantial immediate dilution in **[REDACTED]** net tangible assets, and our existing Shareholders will receive an increase in the **[REDACTED]** adjusted net tangible assets per Share on their Shares. As a result, if we were to distribute our net tangible assets to the Shareholders immediately following the **[REDACTED]**, potential investors would receive less than the amount they paid for their H Shares. For more information, see "Unaudited **[REDACTED]** Financial Information" in Appendix II to this document.

We cannot guarantee the accuracy of facts, forecasts and other statistics obtained from official government sources or other sources contained in this document.

Certain facts, statistics and data contained in this document relating to China, Hong Kong and the industries in which we operate have been derived from various official government publications, industry associations, independent research institutions, third party reports and/or other publicly

available sources we generally believe to be reliable. Such information has not been prepared or independently verified by us, the **[REDACTED]** or any of our or their respective affiliates or advisors, and we cannot guarantee the quality or reliability of such source materials.

Therefore, we make no representation as to the accuracy of such facts, forecasts and statistics, which may not be consistent with other information compiled within or outside of China and Hong Kong. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice, the statistics herein may be inaccurate or incomparable to statistics produced with respect to other economies and should not be relied upon. Furthermore, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as similar statistics presented elsewhere. In all cases, you should give due consideration as to how much weight or importance you should attach to or place on such facts, forecasts or statistics.

There is no assurance whether and when we will pay dividends, which is subject to restrictions under PRC law.

No dividend had been paid or declared by our Company during the Track Record Period. Under the applicable PRC laws, the payment of dividends may be subject to certain limitations. The calculation of our profit under applicable accounting standards differs in certain respects from the calculation under IFRS Accounting Standards. As a result, we may not be able to pay a dividend in a given year even if we were profitable as determined under IFRS Accounting Standards. Our Board may declare dividends in the future after taking into account our results of operations, financial condition, cash requirements and availability and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the PRC laws and regulations and requires approval at our shareholders' meeting. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution.

Forward-looking statements contained in this document are subject to risks and uncertainties.

This document contains certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this document, the words "aim," "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "going forward," "intend," "ought to," "may," "might," "plan," "potential," "predict," "project," "seek," "should," "will," "would" and similar expressions, as they relate to us or our business, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, business operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this document. Should one or more of these risks or uncertainties materialize, or if any of the underlying assumptions prove incorrect, actual results may diverge significantly from the forward-looking statements in this document. Whether actual results will conform to our expectations and predictions is subject to a number of risks and uncertainties, many of which are beyond our control, and reflect future business decisions that are subject to change. In light of these and other uncertainties, the inclusion of forward-looking statements in this document should not be regarded as representations that our plans or objectives will be achieved, and investors should not place undue reliance on such forward-looking statements. All forward-looking statements contained in this document are qualified by reference to the cautionary statements set out in this section. Subject to the ongoing disclosure obligations of the Listing Rules or other requirements of the Stock Exchange, we do not have any and undertake no obligation to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise.

RISK FACTORS

You should read this entire document carefully and should not consider or rely on any particular statements in published media reports without carefully considering the risks and other information contained in this document.

Prior to the publication of this document, and subsequent to the date of this document but prior to the completion of the **[REDACTED]**, there may have been or may be press and media coverage regarding us, our business, our industries and the **[REDACTED]**. Such press and media coverage may include references to information that do not appear in this document or is inaccurate. We have not authorized the publication of any such information contained in such press and media coverage. Therefore, we make no representation as to the appropriateness, accuracy, completeness or reliability of any information disseminated in the press or media and do not accept any responsibility for the accuracy or completeness of any financial information or forward-looking statements contained therein. To the extent that any of such information is inconsistent or conflicts with the contents of this document, we expressly disclaim responsibility for them. Accordingly, prospective investors should only rely on information included in this document and not on any of the information in press articles or other media coverage in deciding whether or not to invest in our **[REDACTED]**. By applying to purchase our H Shares in the **[REDACTED]**, you will be deemed to have agreed that you have not and will not rely on any information other than that contained in this document, the **[REDACTED]**, and any formal announcements made by us in Hong Kong in relation to our **[REDACTED]**.

WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

In preparation for the **[REDACTED]**, we have sought the following waiver from strict compliance with the relevant provisions of the Listing Rules:

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong and, in normal circumstances, at least two of the issuer's executive directors must be ordinarily resident in Hong Kong.

Our Company does not, and for the foreseeable future will not, have two executive Directors who are ordinarily resident in Hong Kong for the purpose of satisfying Rules 8.12 and 19A.15 of the Listing Rules. Our Group's business operations and assets are primarily based outside Hong Kong, and it would be practically difficult and not commercially necessary for us to relocate our executive Directors to Hong Kong, or to appoint additional executive Directors for the purpose of satisfying Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, a waiver from strict compliance with Rules 8.12 and 19A.15 of the Listing Rules on the basis that the following measures have been adopted by us:

(a) pursuant to Rule 3.05 of the Listing Rules, we have appointed two authorized representatives, Ms. Yu Laifeng (余來鳳), our executive Director (employee Director), and Ms. Lam Wing Yan (林詠欣) ("**Ms. Lam**"), our joint company secretary, who will act as our principal channel of communication with the Stock Exchange. Each of our authorized representatives will be available to meet with the Stock Exchange in Hong Kong within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone, facsimile and/or email. Each of our authorized representatives is authorized to communicate on our behalf with the Stock Exchange. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance and Ms. Lam, our joint company secretary, has also been authorized to accept service of legal process and notices in Hong Kong on behalf of our Company;

(b) both of our authorized representatives have means to contact all our Directors (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors for any matters. Our Directors who are not ordinarily resident in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time, when required. Each of our Directors has provided his/her respective mobile phone numbers, office phone numbers, facsimile numbers and/or email addresses (where available) to our authorized representatives. In the event that a Director expects to travel, he/she will endeavor to provide the phone number of the place of his/her accommodation to our authorized representatives or maintain an open line of communication via his/her mobile phone. Each of our Directors and authorized representatives has provided his/her mobile phone numbers, office phone numbers, facsimile numbers and/or email addresses (where available) to the Stock Exchange;

(c) pursuant to Rule 3A.19 of the Listing Rules, we have appointed UOB Kay Hian (Hong Kong) Limited as our compliance advisor (the "**Compliance Advisor**"), which shall have access at all times to our authorized representatives, Directors, senior management and other officers of our Company, and will act as an additional channel of communication between the Stock Exchange and us; and

(d) meetings between the Stock Exchange and our Directors could be arranged through our authorized representatives or the Compliance Advisor, or directly with our Directors within a reasonable time frame. We will promptly inform the Stock Exchange of any changes of our authorized representatives and/or the Compliance Advisor.

JOINT COMPANY SECRETARIES

According to Rules 3.28 and 8.17 of the Listing Rules and Chapter 3.10 of the Listing Guide, the secretary of an issuer must be a person who has the requisite knowledge and experience to discharge the functions of the company secretary and is either (i) a member of the Hong Kong Chartered Governance Institute, a solicitor or barrister as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong) or a certified public accountant as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong); or (ii) an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of a company secretary.

According to Note 2 to Rule 3.28 of the Listing Rules and Chapter 3.10 of the Listing Guide, in accessing "relevant experience", the Stock Exchange will consider the individual's:

(a) length of employment with the issuer and other issuers and the roles they played;

(b) familiarity with the Listing Rules and other relevant law and regulations including the SFO, Companies Ordinance, Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;

(c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and

(d) professional qualifications in other jurisdictions.

We have appointed Ms. Lam and Mr. Zhang Chaojie (張朝杰) ("**Mr. Zhang**") as our joint company secretaries. See "Directors and Senior Management — Joint Company Secretaries" for their biographies. Ms. Lam is a certified public accountant, a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants, and therefore meets the qualification requirements under Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules, while Mr. Zhang does not possess the formal qualifications required of a company secretary, not meeting all requirements under Rules 3.28 and 8.17 of the Listing Rules.

WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

The following arrangements have been, or will be, put in place to assist Mr. Zhang in acquiring the qualifications and experience required under Rule 3.28 of the Listing Rules and Chapter 3.10 of the Listing Guide:

(a) Ms. Lam will work closely with Mr. Zhang to jointly discharge the duties and responsibilities as the joint company secretaries of the Company and to assist Mr. Zhang to acquire the relevant experience as required under the Listing Rules for an initial period of three years from the **[REDACTED]**, a period which should be sufficient for Mr. Zhang to acquire the relevant experience as required under the Listing Rules;

(b) our Company will ensure that Mr. Zhang continues to have access to the relevant training and support in relation to the Listing Rules and the duties required for a company secretary of an issuer **[REDACTED]** on the Stock Exchange. Furthermore, both Mr. Zhang and Ms. Lam will seek advice from our Company's Hong Kong legal and other professional advisors as and when required. Mr. Zhang also undertakes to take no less than 15 hours of relevant professional training in each financial year of the Company; and

(c) prior to the end of the three-year period, the qualifications and experience of Mr. Zhang and the need for on-going assistance of Ms. Lam will be further evaluated by our Company. Our Company will then endeavor to demonstrate to the Stock Exchange's satisfaction that Mr. Zhang, having had the benefit of the assistance of Ms. Lam for the immediately preceding three years, has acquired the relevant experience (within the meaning of Note 2 to Rule 3.28 of the Listing Rules) such that a further waiver from Rules 3.28 and 8.17 of the Listing Rules will not be necessary. Our Company understands that the Stock Exchange may revoke the waiver if Ms. Lam ceases to provide assistance to Mr. Zhang during the three-year period or if there are material breaches of the Listing Rules by our Company.

We have applied for and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules. The waiver is valid for an initial period of three years from the **[REDACTED]**. Before the end of such three-year period, the qualifications and experience of Mr. Zhang and the need for ongoing assistance of Ms. Lam will be further evaluated by our Company. We will liaise with the Stock Exchange to enable it to assess whether Mr. Zhang, having benefited from the assistance of Ms. Lam for the preceding three years, will have acquired the skills necessary to carry out the duties of company secretary and the relevant experience within the meaning of Rules 3.28 and 8.17 of the Listing Rules and decide whether a further waiver will be necessary.

CONTINUING CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute continuing connected transactions for our Company under Chapter 14A of the Listing Rules upon **[REDACTED]**. We have applied for, and the Stock Exchange [has granted] us, waivers from strict compliance with (i) the announcement requirement under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in "Connected Transactions — (B) Continuing Connected Transactions Subject to the Reporting, Annual Review and Announcement Requirements but exempt from the Circular and Independent Shareholders' Approval Requirements"; and (ii) the announcement, circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in "Connected Transactions — (C) Continuing

Connected Transactions Subject to the Reporting, Annual Review, Announcement, Circular and Independent Shareholders' Approval Requirements". For further information, see "Connected Transactions" in this document.

DISCLOSURE REQUIREMENTS OF THE COWELL SHARE OPTIONS SCHEME

Pursuant to paragraph 27 of Appendix D1A to the Listing Rules, our Company is required to set out in this document particulars of any capital of any member of our Group that is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee.

Our majority-controlled subsidiary, Cowell, is separately listed on the Stock Exchange and has adopted a share option scheme (the "**Cowell Share Option Scheme**") pursuant to its shareholders' approval on May 5, 2021 in accordance with Chapter 17 of the Listing Rules to grant share options and provide incentives and/or rewards to eligible persons for their contribution and continuing efforts to promote the interests of the Cowell Group.

As a listed company on the Main Board of the Stock Exchange, Cowell is required to make, and will continue to make, full disclosures in accordance with the requirements under the Listing Rules for as long as its shares remain listed on the Stock Exchange. Full disclosures on the Cowell Share Option Scheme have been, and will continue to be, made to investors and general public through Cowell's own public filings accessible on the website of Stock Exchange and Cowell (**www.cowelleholdings.com**), which are in full compliance of Chapter 17 of the Listing Rules. In particular, reference is made to the annual report of Cowell for the year ended December 31, 2025, issued on April 24, 2026.

For the reasons stated above, we believe that strict compliance with the above requirements would be unduly burdensome, unnecessary and/or inappropriate for us, and would not be material or meaningful to investors.

We have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Paragraph 27 of Appendix D1A to the Listing Rules.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
Mr. Wang Laixi (王來喜). . . .	Imperial Cullinan Tower 1 (Imperial Seafront) 10 Hoi Fai Road Tai Kok Tsui Kowloon Hong Kong	Chinese (Hong Kong)
Ms. Yu Laifeng (余來鳳). . . .	Unit 2, Building 4 Emerald Bay, Country Garden Qingxi Town, Dongguan Guangdong Province PRC	Chinese
Non-executive Directors		
Ms. Wang Laichun (王來春)	Block T1 One Silversea No. 18 Hoi Fai Road Tai Kok Tsui Kowloon Hong Kong	Chinese (Hong Kong)
Ms. Chen Cuilian (陳翠蓮)	Building 6 Mingjiafuju Zhengfeng Road Nanshan District, Shenzhen Guangdong Province PRC	Chinese
Mr. Jiang Ge (江舸).	East Tower, No. 63, Xinyuan Street Chaoyang District Beijing PRC	Chinese
Ms. Zhang Leidi (張蕾娣)	Unit 6, Building 1 No. 16, Zhongguancun East Road Haidian District Beijing PRC	Chinese
Independent non-executive Directors		
Ms. Li Xin (李欣).	Building 1 Junjing Haoyuan No. 2002 Xiangmei Road Futian District, Shenzhen Guangdong Province PRC	Chinese

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Name	Address	Nationality
Dr. Zheng Ying (鄭穎)	3/F, Block 1 Mount Haven 3 Liu To Road, Tsing Yi New Territories Hong Kong	Chinese (Hong Kong)
Mr. Zhang Shaojian (張少劍)	Lane 589, Xinzhan Road Songjiang District Shanghai PRC	Singaporean

Please refer to the section headed "Directors and Senior Management" in this document for further details of our Directors.

PARTIES INVOLVED IN THE [REDACTED]

Joint Sponsors

CITIC Securities (Hong Kong) Limited
18/F, One Pacific Place
88 Queensway
Hong Kong

China International Capital Corporation Hong Kong Securities Limited
29/F, One International Finance Centre
1 Harbour View Street
Central
Hong Kong

[REDACTED]

Legal advisors to our Company	*As to Hong Kong and United States laws:* **DLA Piper Hong Kong** 25/F, Three Exchange Square 8 Connaught Place Central Hong Kong *As to PRC laws:* **Zhong Lun Law Firm** 57/58/59/F, Tower A Ping An Finance Centre 5033 Yitian Road Futian District, Shenzhen Guangdong Province PRC *As to Taiwan laws:* **Mingforever Law Firm** 6th Floor, No. 77 Section 1, Zhonghua Road Zhongzheng District Taipei City, Taiwan PRC
Legal advisors to the Joint Sponsors and the [REDACTED]	*As to Hong Kong laws:* **Deacons** 5/F, Alexandra House 18 Chater Road Central Hong Kong *As to PRC laws:* **Jingtian & Gongcheng** 45/F, K.Wah Centre 1010 Huaihai Road (M) Xuhui District Shanghai PRC
Auditor and Reporting Accountants	**KPMG** *Certified Public Accountants* *Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance* 8/F, Prince's Building 10 Chater Road, Central Hong Kong
Industry Consultant	**Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.** Room 2504–2505, Wheelock Square 1717 West Nanjing Road, Jing'an District Shanghai PRC

[REDACTED]

CORPORATE INFORMATION

Headquarters and registered office in the PRC	No. 69, Yongsheng Road Huangpu District, Guangzhou Guangdong Province PRC
Principal place of business in Hong Kong	Room 1620, 16/F, Ocean Center 5 Canton Road Tsim Sha Tsui Kowloon Hong Kong
Company's website address	***www.luxvisions-inno.com*** *(information on this website does not form part of this document)*
Joint Company Secretaries	**Mr. Zhang Chaojie (張朝杰)** Building E No. 69, Yongsheng Road Huangpu District, Guangzhou Guangdong Province PRC **Ms. Lam Wing Yan (林詠欣)** *(a certified public accountant, a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants)* Room 1620, 16/F, Ocean Center 5 Canton Road Tsim Sha Tsui Kowloon Hong Kong
Authorized Representatives	**Ms. Yu Laifeng (余來鳳)** Unit 2, Building 4 Emerald Bay, Country Garden Qingxi Town, Dongguan Guangdong Province PRC **Ms. Lam Wing Yan (林詠欣)** Room 1620, 16/F, Ocean Center 5 Canton Road Tsim Sha Tsui Kowloon Hong Kong
Audit Committee	Dr. Zheng Ying *(Chairlady)* Ms. Li Xin Mr. Zhang Shaojian

CORPORATE INFORMATION

Remuneration Committee	Dr. Zheng Ying *(Chairlady)* Mr. Wang Laixi Mr. Zhang Shaojian
Nomination Committee	Ms. Li Xin *(Chairlady)* Mr. Wang Laixi Dr. Zheng Ying
Compliance Advisor	**UOB Kay Hian (Hong Kong) Limited** 6/F, Harcourt House 39 Gloucester Road Hong Kong

[REDACTED]

Principal bank	**China Merchants Bank Xin'an Sub-branch** Ground Floor Jinye Mingyuan Fanshen Avenue Bao'an District, Shenzhen Guangdong Province PRC

Certain information and statistics set out in this section and elsewhere in this document are derived from various official government and other publicly available sources, and from the market research report prepared by F&S, an independent industry consultant which was commissioned by us (the "F&S Report"). We believe that the information has been derived from appropriate sources and has taken reasonable care in extracting and reproducing the information. We have no reason to believe that the information is false or misleading in any material respect or that any fact has been omitted that would render the information false or misleading in any material respect. No independent verification has been carried out on the information from official government sources by us, the Joint Sponsors, the* [REDACTED]*, the* [REDACTED]*, the* [REDACTED]*, the* [REDACTED]*, the* [REDACTED] *or any other parties (other than F&S) involved in the* [REDACTED] *or their respective directors, officers, employees, advisors, or agents, and no representation is given as to the accuracy.

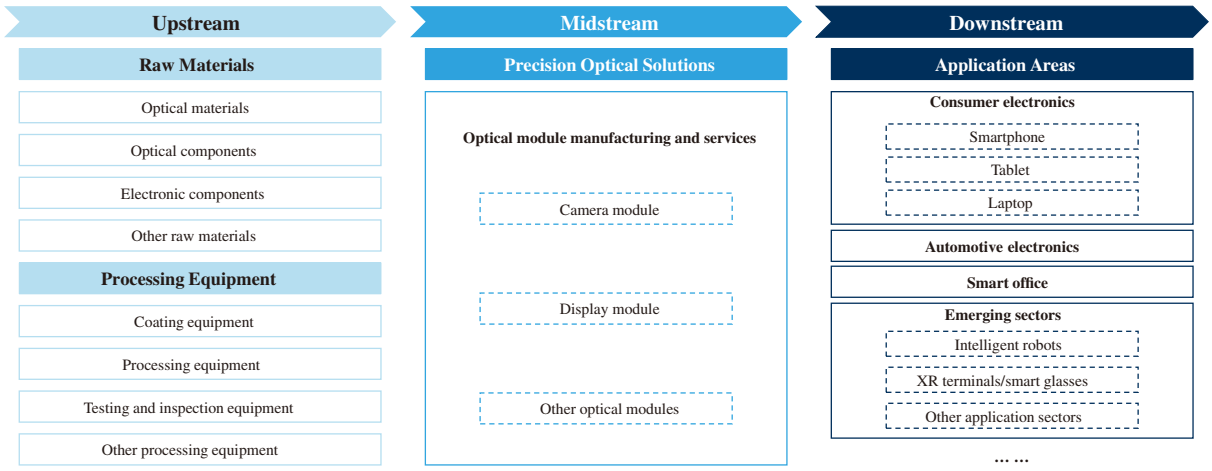
OVERVIEW OF GLOBAL PRECISION OPTICAL SOLUTIONS INDUSTRY

Precision optical solutions refer to integrated solutions provided based on optical modules that leverage high-precision optical design, manufacturing and testing technologies. These solutions cover multiple categories of products, including camera modules and display modules, and are widely applied in scenarios such as perception, imaging, ranging and display. Precision optical solutions are a key support for the development of industries such as consumer electronics, automotive electronics, smart office, emerging sectors (such as intelligent robots and XR smart devices, smart glasses, naked-eye 3D products, holographic projection, and immersive displays), and are of critical importance to enhancing system performance, ensuring operational stability and driving technological innovation.

The rapid development of AI technology places higher requirements on optical modules, requiring the delivery of higher resolution, stronger perception capabilities, and lower power consumption to meet smart devices' demands for precise sensing, real-time analysis, and adaptation to complex environments. As a result, optical modules are evolving from traditional sensing and imaging functions toward the integration of intelligent perception and computational optics, providing critical support for the continuous upgrade of AI hardware. At the same time, the introduction of AI significantly enhances the intelligence of image processing and interaction, accelerates the adoption of cross-scenario applications, and drives the demand upgrade and industrial expansion of precision optical solutions. AI is also streamlining optical manufacturing by improving process automation and quality control, enabling faster iteration and more consistent production of high-precision components essential for AI hardware.

The following chart demonstrates the different roles along the upstream, midstream and downstream segments of the industry chain. Leading players leverage vertical integration capabilities to build integrated solutions covering the entire industry chain of precision optics, from core components, optical components and optical modules to system integration.

Industry Chain of Global Precision Optical Solutions Industry



Source: Frost & Sullivan

OVERVIEW OF GLOBAL CONSUMER ELECTRONICS PRECISION OPTICAL SOLUTIONS INDUSTRY

Consumer electronics precision optical solutions are integrated solutions provided with optical modules as the core, combining high-precision design, manufacturing and testing capabilities. These solutions cover products such as camera modules and display modules, which enable devices such as smartphones, tablets and laptops to achieve functions including image acquisition, environmental perception and interactive display.

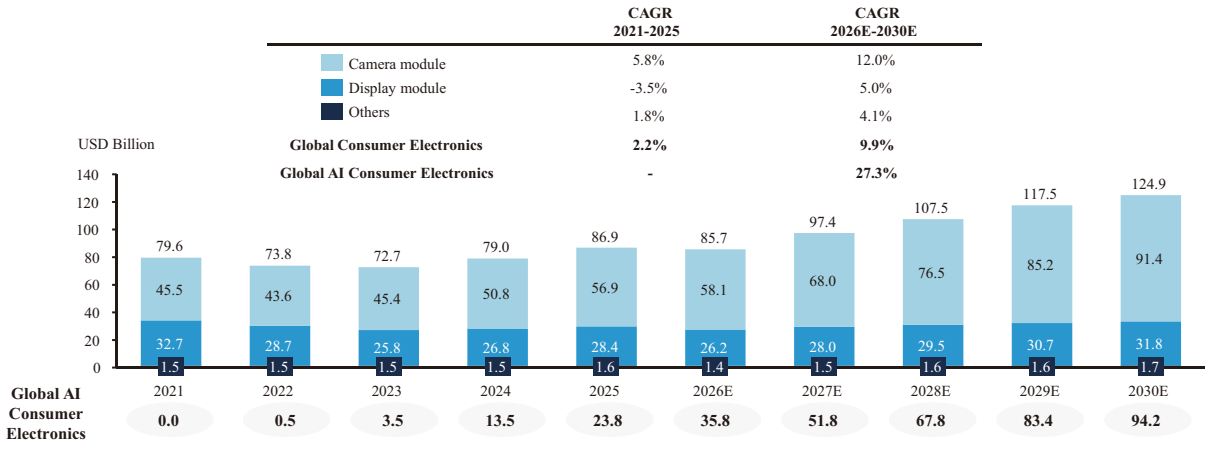
Consumer electronics precision optical solutions can be applied to various fields such as smartphones, tablets and laptops to meet different functional and environmental requirements. Driven by AI, traditional imaging and display functions are further extended toward computational photography, intelligent perception, and multi-modal interaction. The introduction of AI has further enhanced recognition accuracy and the intelligence level of interactions, driving the differentiated development of precision optical solutions across different smart devices.

Market Size Analysis of Global Consumer Electronics Precision Optical Solutions Industry

Consumer electronics precision optical solutions are the core support for consumer electronics smart devices to achieve high-quality imaging, interactive perception and differentiated experience. The global consumer electronics precision optical solutions market contracted from approximately US$79.6 billion in 2021 to approximately US$72.7 billion in 2023, resulting from the global economic slowdown and weakening demand for consumer electronics. With the accelerated adoption of next-generation optical technologies such as AI-powered imaging algorithms and multi-camera integration, the market rebounded, reaching approximately US$86.9 billion in 2025, representing a CAGR of 2.2% from 2021 to 2025. Driven by the upgrade of imaging experience of consumer electronics smart devices and the expansion of application of optical innovations, the size of the global consumer electronics precision optical solutions market is expected to reach US$124.9 billion by 2030, representing a CAGR of 9.9% from 2026 to 2030.

AI has become the core growth driver of the global consumer electronics precision optical solutions market. With the rapid shipment growth of AI smartphones, AI tablets, and AI laptops, optical modules are increasingly empowered with computational photography, intelligent perception, and immersive interaction functions, driving both market value and technical complexity upward. By 2030, the size of the global precision optical solutions market applied in AI consumer electronics is expected to reach approximately US$94.2 billion, representing a CAGR of 27.3% from 2026 to 2030.

Market Size of Global Consumer Electronics Precision Optical Solutions Industry by Revenue, 2021–2030E

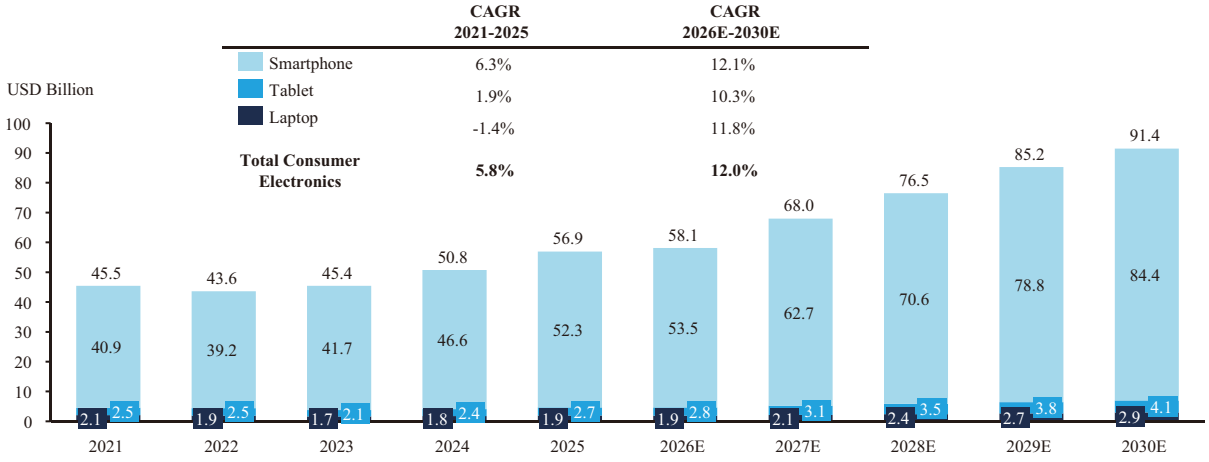


Source: Frost & Sullivan

Consumer electronics camera modules, as a key component of precision optical solutions, are widely applied in consumer electronics products such as smartphones, tablets and laptops. In 2021, the size of the global consumer electronics camera modules market was approximately US$45.5 billion, and declined to US$43.6 billion in 2022, affected by fluctuations in consumer electronics smart device demand; since 2023, driven by the multi-camera trend, image algorithm upgrades, and the increasing adoption of AI vision functions as standard features, the market has resumed growth, reaching US$56.9 billion in 2025, representing a CAGR of 5.8% from 2021 to 2025. The size of the global consumer electronics camera modules market is expected to reach US$91.4 billion by 2030, representing a CAGR of 12.0% from 2026 to 2030.

Smartphones remain the largest application market for camera modules, accounting for over 90% in 2025, followed by tablets and laptops, accounting for approximately 4.8% and 3.4%, respectively. Looking ahead, benefiting from the adoption of AI applications and driven by the demand for remote work and education, the tablet and laptop markets have put forward higher requirements on the experience of 3D imaging, facial recognition and video conferencing, which is driving the penetration of high-resolution and multi-functional camera modules, leading to CAGRs of 10.3% and 11.8% in their overall market size, respectively.

Market Size of Global Consumer Electronics Camera Module Industry by Revenue, 2021–2030E



Source: Frost & Sullivan

Analysis of Driving Factors and Development Trends of Global Consumer Electronics Precision Optical Solutions Industry

Upgrading demand for smartphone functions

The continuous iteration of smartphones drives precision optical solutions to develop towards high-resolution, multi-lens and intelligence. Taking smartphone camera modules as an example, the penetration rate of global smartphone camera modules with 48-megapixel and above is expected to reach over 50% by 2030. Among them, periscope telephoto lenses, with higher optical zoom capability and structural advantages, have become one of the key configurations for imaging upgrade of high-end models, significantly enhancing imaging and spatial perception capability. At the same time, the rapid adoption of AI smartphones has further accelerated this trend. The global shipment volume of AI smartphones is expected to exceed one billion units by 2030. With AI algorithms optimizing image processing, high-resolution, multi-lens and intelligent configurations are becoming mainstream standards for smartphones.

Consumers' demand for composite imaging functions such as high-definition imaging, night mode shooting and wide-angle/telephoto functions has driven smartphones into a stage of rapid iteration, continuous innovation and diversification. Leading consumer electronics precision optical solutions providers keep pace with critical trends of market demand, continuously optimizing technologies such as image algorithms, hardware architecture and AI imaging processing capability to ensure product quality and scenario adaptability while maintaining their leading positions.

Intelligent manufacturing driving technology evolution and industry upgrade

The requirements of smart device application markets on the heat resistance, impact resistance and reliability of camera modules are continuously increasing, driving ongoing innovation on the materials side. Leading enterprises have established adhesive R&D laboratories, conducted in-depth research on material performance, and precisely addressed industry pain points such as lens detachment, so as to ensure the stable operation of complex modules under extreme environments.

Against the backdrop of accelerating product iteration and deepening customization of smart device demand, industry manufacturing is shifting from traditional experience-based to algorithm-driven and intelligent processes. Leading enterprises have independently developed multi-group AA process algorithms and optical module simulation systems, and are one of the few companies to simultaneously

master both COB and flip chip processes. Through the synergy of core algorithms and processes, they achieve efficient, flexible and precise module manufacturing, meeting the diversified customization needs of different smart device brands.

Emerging optical imaging technologies enhancing product value

Functions such as 3D imaging, ToF in-depth sensing, facial recognition and AI vision optimization are rapidly adopted in consumer electronics smart devices at an accelerated pace, driving traditional imaging devices to upgrade into multi-functional sensors to provide consumer electronics smart devices with greater interactive and perception capabilities. At the same time, emerging optical imaging technologies such as continuous zoom, glass-plastic hybrid and variable aperture are making continuous breakthroughs, further enhancing the unit value of optical modules through optical design, optical path optimization and AI algorithm synergy.

Leading consumer electronics precision optical solutions providers are enhancing the overall performance and added value of modules by optimizing optical design, strengthening AI algorithm capabilities and improving naked-eye 3D display technology, thereby helping smart device manufacturers build differentiated selling points in imaging systems and driving the transformation and upgrade of optical modules towards technology integration and functional innovation.

Analysis of the Competitive Landscape of Global Consumer Electronics Precision Optical Solutions Industry

In 2025, the market size of the global consumer electronics camera module industry reached approximately US$56.9 billion. By 2025 revenue, the top five global consumer electronics camera module providers had a combined market share of 37.7%, indicating a relatively fragmented market. Among them, we recorded revenue of US$4.4 billion from global consumer electronics camera module industry in 2025, ranking second globally and first among China-based companies, with a market share of 7.7%.

Ranking of Global Consumer Electronics Camera Module Industry by Revenue, 2025

Ranking	Company Name	Revenue (US$ billion)	Market Share (%)	Headquarter
1	Company A	10.0	17.6%	Korea
2	**Our Group**	**4.4**	**7.7%**	**China**
3	Company B	3.3	5.7%	China
4	Company C	2.1	3.8%	China
5	Company D	1.6	2.9%	China
	Top Five	21.4	37.7%	
	Total	**56.9**		

Source: Frost & Sullivan

In 2025, the market size of global smartphone camera module industry reached approximately US$52.3 billion. By 2025 revenue, the top five global smartphone camera module providers had a combined market share of 37.1%, indicating a relatively fragmented market. Among them, we recorded revenue of US$3.5 billion from the global smartphone camera module industry in 2025, ranking second globally and first among China-based companies with a market share of 6.7%. At the same time, we recorded revenue of US$3.4 billion from global mid- to high-end smartphone camera module industry in 2025, ranking second globally and first among China-based companies, with a market share of 7.4%.

Smartphone camera module industry has undergone multiple rounds of technological iteration and cost competition, with the competitive landscape continuously evolving. In the early stage, industry was participated by numerous small- and medium-sized manufacturers; with the popularization of high-barrier technologies such as dual-camera, multi-camera, high-resolution and optical image stabilization, the industry concentration has significantly increased, showing a trend of the strong becoming stronger. In recent years, leading enterprises have continuously consolidated their advantageous positions by investing in automated production that enhance production efficiency and AI algorithms that optimize image processing, as well as upgrading their customer structure and global layout, while the industry has accelerated reshuffling, with manufacturers that lack scale and technological advantages facing elimination pressure. Mergers and acquisitions have become an important trend, and leading enterprises have vertically integrated resources, expanded product portfolios through acquisition, and cultivated AI-enabled intelligent imaging capabilities, demonstrating forward-looking strategic vision and synergy effects.

Ranking of Global Smartphone Camera Module Industry by Revenue, 2025

Ranking	Company Name	Revenue (US$ billion)	Market Share (%)	Headquarter
1	Company A	9.5	18.2%	Korea
2	**Our Group**	**3.5**	**6.7%**	**China**
3	Company B	3.0	5.7%	China
4	Company C	1.9	3.6%	China
5	Company D	1.5	2.9%	China
	Top Five	19.4	37.1%	
	Total	52.3		

Source: Frost & Sullivan

Ranking of Global Mid- to High-End Smartphone Camera Module Industry by Revenue, 2025

Ranking	Company Name	Revenue (US$ billion)	Market Share (%)	Headquarter
1	Company A	9.5	20.7%	Korea
2	**Our Group**	**3.4**	**7.4%**	**China**
3	Company B	2.5	5.5%	China
4	Company C	1.6	3.5%	China
5	Company D	1.3	2.8%	China
	Top Five	18.3	39.9%	
	Total	45.8		

Source: Frost & Sullivan

In 2025, the market size of the global laptop camera module industry reached approximately US$1.9 billion. Our Group recorded revenue of US$0.3 billion from the global laptop camera module industry in 2025, ranking first with a market share of 16.0%. In 2025, the market size of the global tablet camera module industry reached approximately US$2.7 billion. Our Group recorded revenue of US$0.6 billion from the global tablet camera module industry in 2025, ranking first with a market share of 22.1%.

Notes:

1. Company A was established in 1970 and is listed on the Korea Exchange. It is primarily engaged in the manufacturing of camera modules, substrates, LEDs, automotive sensors and lighting components.

2. Company B was established in 2006 and is listed on the Hong Kong Stock Exchange. It is primarily engaged in the manufacturing of optical components and precision modules, covering smartphone lenses, in-vehicle lenses, and XR optical modules.

3. Company C was established in 2014 and is listed on the Hong Kong Stock Exchange. It is primarily engaged in the design, R&D and manufacturing of high-performance camera modules and fingerprint recognition modules, which are applied in mobile phones, automobiles, smart homes and drones.

4. Company D was established in 2001 and is listed on the Shenzhen Stock Exchange. It is primarily engaged in the manufacturing of touch screen modules, camera modules and fingerprint recognition modules, which are widely applied in mobile phones and automobiles.

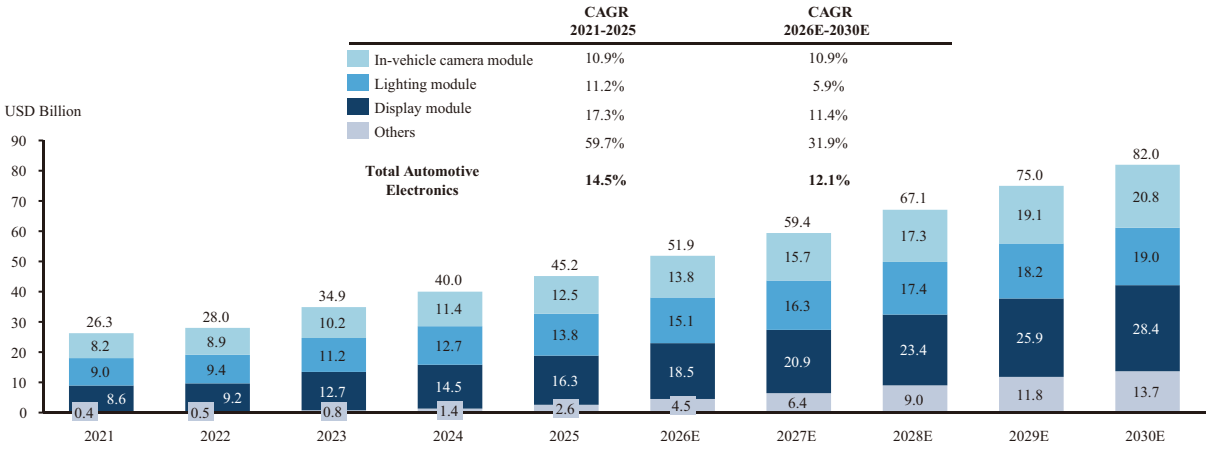
OVERVIEW OF GLOBAL AUTOMOTIVE ELECTRONICS PRECISION OPTICAL SOLUTIONS INDUSTRY

Automotive electronics precision optical solutions are integrated solutions provided with optical modules as the core, combining high-precision design, manufacturing and testing capabilities. These solutions cover products such as in-vehicle camera modules, lighting modules, window projection modules, display modules, and HUD optical modules, which enable vehicles to achieve functions including environmental perception, intelligent lighting, cockpit display and human-machine interaction. Among them, AI technology deeply empowers optical modules, enabling real-time object recognition, driving behavior prediction, dynamic lighting adjustment, augmented reality navigation, and intelligent cockpit interaction through multi-sensor fusion, computer vision, deep learning, and scene-understanding algorithms. This significantly enhances vehicle performance and user experience in advanced driver-assistance systems (ADAS), intelligent cockpit, and safety assurance, making it a key technological pillar for core perception and interaction in smart vehicles.

Market Size Analysis of Global Automotive Electronics Precision Optical Solutions Industry

Automotive electronics precision optical solutions are at the core of enabling functions such as intelligent driving and intelligent cockpits, and determining vehicle safety, automation level and user experience. The size of the global automotive electronic precision optical solutions market increased from approximately US$26.3 billion in 2021 to approximately US$45.2 billion in 2025, representing a CAGR of 14.5% from 2021 to 2025; with the continuous increase in the penetration rate of autonomous driving and the upgrade of in-vehicle imaging systems from single imaging to multi-functional perception, it is expected to reach US$82.0 billion by 2030, representing a CAGR of 12.1% from 2026 to 2030.

Market Size of Global Automotive Electronics Precision Optical Solutions Industry by Revenue, 2021–2030E



Source: Frost & Sullivan

As the core perception component of intelligent driving systems, global in-vehicle camera modules are widely applied in scenarios such as front view, rear view, surround view, side view and in-vehicle monitoring. The size of the global in-vehicle camera module market reached approximately US$8.2 billion in 2021. Driven by increased penetration of autonomous driving, the expansion of L2+ and above autonomous driving configurations and regulatory policy support, the market is experiencing rapid growth. The global in-vehicle camera module market reached US$12.5 billion in 2025, representing a CAGR of 10.9% from 2021 to 2025. As in-vehicle vision systems evolve from assistance to decision-making perception, and as intelligent in-cabin applications such as driver monitoring system (DMS) and occupant monitoring system (OMS) rapidly gain adoption, the global in-vehicle camera module market is projected to reach US$20.8 billion by 2030, representing a CAGR of 10.9% from 2026 to 2030.

Analysis of Driving Factors and Development Trends of Global Automotive Electronics Precision Optical Solutions Industry

The penetration of autonomous driving leading to a significant increase in the quantity and quality of solutions

The global penetration rate of L2+ and above autonomous driving models is expected to increase from approximately 40.0% in 2026 to over 70.0% in 2030. As autonomous driving expands from highways to complex urban traffic scenarios, the industry demand for optical solutions in terms of accuracy, response speed and reliability has increased significantly; high-performance camera modules have become core components to ensure vehicles' real-time perception of pedestrians, obstacles, lanes and traffic signals.

Automotive electronics precision optical solutions must ensure stable operation in all weather conditions, under varying lighting conditions, and in complex environments. They must also support key functions such as driver monitoring and passenger safety monitoring, driving continuous technology iteration and value-added enhancement in the industry, providing key support for safe and reliable intelligent driving.

Multi-functional Integrated Solutions Enhancing Intelligent Cockpit Experiences

With the rise of intelligent cockpits, DMS and OMS systems have rapidly gained widespread adoption. Features such as infrared night vision, head recognition, and behavior tracking demand high-precision, highly reliable, and multifunctional integrated optical solutions for fatigue detection, child left-behind alerts, and critical safety scenario monitoring. At the same time, the continuous evolution of ADAS drives the integration of in-vehicle and external perception capabilities. The safety and interaction requirements of intelligent cockpits are simultaneously improved, which drives the development of optical modules towards higher precision and greater environmental adaptability.

In-vehicle entertainment and interaction demands are also driving the upgrade in optical technology applications. Integration of features like gesture control, AR heads-up displays and in-vehicle interactive entertainment systems enables passengers to enjoy immersive experiences through natural interactions. Precision optical solutions continue to expand their applications within intelligent cockpits, covering functions such as in-vehicle monitoring, gesture recognition, driving behavior analysis and interactive entertainment. Leading companies enhance overall performance and added value by optimizing optical module design, improving algorithm capabilities and advancing multi-functional integration, thereby creating safe, intelligent and differentiated in-vehicle experiences.

Industry Collaboration Driving the Platform-based Evolution of Solutions

The centralized electronic and electrical architecture of the next-generation intelligent vehicles places higher performance demands on the entire vehicle's perception system, driving the evolution of automotive electronic precision optical solutions from single perception components to comprehensive platforms with data processing, edge computing, AI algorithms and system collaboration capabilities. By leveraging AI algorithms to optimize perception accuracy and response speed, the response speed, accuracy, and reliability of optical solutions in autonomous driving and intelligent cockpit scenarios are significantly enhanced, becoming the core support for vehicle intelligence.

To meet the demand for high-performance optical solutions under the centralized architecture, consumer electronics precision optical solutions providers are accelerating their entry into the automotive electronics market. Relying on mature automated packaging production lines, batch optical calibration capabilities and synergy from simultaneous manufacturing of optical devices, they achieve cost optimization, yield rate improvement and rapid mass production, becoming important partners for downstream customers, including vehicle manufacturers, in improving manufacturing efficiency and rapidly scaling up production.

OVERVIEW OF GLOBAL SMART OFFICE PRECISION OPTICAL EQUIPMENT INDUSTRY

Smart office equipment serves as the foundational hardware for modern enterprises to build efficient collaboration and information processing systems, covering critical processes such as document capture, recognition, transmission and management. Among them, smart printers and scanners, as key smart devices that embody the core capabilities of image capture and processing, have become the direct and extensive carriers of optical technology in smart office scenarios. As office settings shift from centralized workplaces to remote collaboration and mobile office, higher requirements are placed on the optical performance of equipment such as imaging accuracy, recognition accuracy, and response speed, further promoting the continuous upgrading of precision optical solutions in printing and scanning.

Market Size Analysis of Global Smart Printer and Scanner Industry

As global enterprises move toward smart office work, smart printers and scanners are undergoing a transformation toward integration and intelligence upgrades. Continuous advancements in optical technology, in particular, have driven functional diversification and performance optimization. Leveraging high-precision optical modules, smart printers and scanners now enable faster, clearer image capture and processing, supporting emerging applications such as secure printing, remote management, and document digitization. The global smart printer and scanner market reached approximately US$13.7 billion in 2021. Benefiting from the rise of remote work and the upgrade of demands for enterprise document management, the size of the global smart printer and scanner market increased to US$17.5 billion in 2025, representing a CAGR of 6.2% from 2021 to 2025. With the accelerated adoption of technologies such as AI document recognition, cloud print management and energy-efficient printing, it is expected to reach approximately US$25.3 billion by 2030, representing a CAGR of 7.7% from 2026 to 2030.

Analysis of Driving Factors and Development Trends of Global Smart Office Precision Optical Equipment Industry

Precision Optical Technology Becoming the Core Driving Force for the Upgrade of Smart Office Devices

As office scenarios evolve from traditional centralized setups to remote collaboration and mobile work, core hardware such as smart printers and scanners face higher demands for image capture, recognition accuracy, and processing efficiency. High-end intelligent office devices, such as high-speed smart printers and large-volume document scanners, must meet requirements for fast, high-precision processing while ensuring long-term operational stability and low failure rates. This imposes more stringent challenges on optical components, algorithm optimization, thermal management, and system integration capabilities. Compared with mid- to low-end products, R&D and mass production of such high-end devices become key technological barriers and competitive advantages in the industry, simultaneously driving the continuous upgrading of precision optical technology and enhancing resolution, response speed, and integration in intelligent office equipment.

AI and IoT Technologies Empowerment Enhancing Device Intelligence and User Experience

High-end precision optical technology is extending from consumer electronics to key aspects of smart offices, becoming the core technology that supports the intelligence and efficiency enhancement of office equipment. Smart office equipment, especially smart printers and scanners, use AI and IoT technologies to enable voice control, face recognition, gesture operation and automatic file management, thereby improving the level of office automation and user interaction experience. AI algorithms can intelligently predict and optimize based on user behavior and usage scenarios, such as automatically adjusting parameters, recognizing document types, and optimizing task scheduling, thereby further enhancing device efficiency and operational convenience. At the same time, cloud platforms enable remote device management, data security, and real-time monitoring, further optimizing workflows, enhancing data compliance, and delivering overall efficiency improvement for enterprises.

Leading Consumer Electronics Precision Optical Solutions Providers Building First-mover Advantage

In the future, smart office devices are expected to evolve towards intelligent interconnection, cloud collaboration, and AI empowerment. Leading consumer electronics precision optical solutions providers are leveraging their mature hardware foundation to expand into the field of smart office system integration, building end-to-end manufacturing capabilities from core components and functional modules to system integration of devices, thereby opening up new avenues for business growth and enhancing their influence in the industry chain.

OVERVIEW OF GLOBAL PRECISION OPTICAL SOLUTIONS INDUSTRY IN EMERGING SECTORS

With the continuous iteration of AI technology, AI hardware forms are becoming increasingly diverse, and new-generation products are being rapidly introduced to the market. The deep integration of intelligent hardware and AI algorithms enables precision optical solutions in AI hardware to perform core functions such as perception, 3D imaging, real-time analysis, and environmental reconstruction, enhancing human-machine interaction and virtual/augmented reality experiences. These solutions also support applications such as intelligent navigation, remote monitoring, environment recognition, and behavior analysis, bringing breakthroughs to smart city construction, medical rehabilitation, educational innovation, and everyday home life. Trends toward miniaturization, low power consumption, and high integration in optical systems are accelerating, with wearable smart devices, pocket-sized smart devices, and holographic projection devices gradually becoming more widespread, delivering unprecedented immersive interactive experiences and driving cross-industry innovation in ecosystems, algorithms, and business models.

Intelligent robots, XR smart devices, and smart glasses have already emerged as leading large-scale application scenarios, driving the industry's expansion from traditional industrial and consumer electronics toward smart cities, healthcare, education and training, intelligent offices, and diversified lifestyle services. This, in turn, is accelerating the advancement of precision optical solutions in high-resolution imaging, depth perception, environmental understanding, and multi-modal interaction.

Precision optical solutions for intelligent robots center on optical modules, combined with high-precision design, manufacturing, and testing capabilities, providing comprehensive solutions including cameras and display modules. These enable robots to achieve environmental perception, human–machine interaction, and precise operation. As robots evolve toward humanoid intelligence, optical solutions leverage AI algorithms to support object recognition, motion prediction, gesture recognition, and multi-modal environmental understanding, significantly enhancing adaptive capabilities and decision-making intelligence in dynamic environments. High-resolution imaging, depth perception, and algorithmic synergy are key factors in improving product intelligence, market differentiation, and competitiveness.

Precision optical solutions for XR smart devices and smart glasses include camera modules, waveguides, and micro-display optics, supporting immersive experiences, spatial perception, and real-time information display. XR smart devices are widely applied in gaming, industrial training, and remote collaboration; lightweight smart glasses are gradually becoming more common in daily life. Through AI computation, depth perception, and multi-sensor fusion, these optical solutions enable scene understanding, object recognition, and real-time feedback, greatly enhancing device intelligence, lightweight design, and immersive interaction, thereby accelerating deployment and adoption across diverse scenarios.

Market Size Analysis of Global Precision Optical Solutions Industry in Emerging Sectors

Amidst expanding demands in smart manufacturing, intelligent logistics, home services, and smart security, the intelligent robots market is experiencing accelerated growth, driving a rapid rise in demand for precision optical solutions. The size of the global intelligent robots precision optical solutions market reached approximately US$3.3 billion in 2021. It increased to US$6.8 billion in 2025, representing a CAGR of 20.3% from 2021 to 2025, and is expected to reach US$18.9 billion by 2030, representing a CAGR of 22.4% from 2026 to 2030.

Driven by accelerated investments from consumer electronics giants and expanding downstream applications, global shipments of XR smart devices and smart glasses are growing rapidly, simultaneously boosting demand for precision optical solutions. High-value-added products, particularly high-performance front-facing tracking cameras, environmental perception ToF modules and eye-tracking IR modules, have emerged as the focus for the latest technological upgrade. The size of the global precision optical solutions market in XR smart devices and smart glasses grew from approximately US$0.8 billion in 2021 to approximately US$2.2 billion in 2025, representing a CAGR of 28.7% from 2021 to 2025. It is projected to reach US$19.3 billion by 2030, representing a CAGR of 55.4% from 2026 to 2030.

Analysis of Driving Factors and Development Trends of Global Precision Optical Solutions Industry in Emerging Sectors

Multi-Scenario Intelligent Deployment Driving Module Upgrade

The rapid development of intelligent service robots, industrial robotic arms, and humanoid robots across diverse applications has raised the requirements for perception capabilities, driving precision optical solutions toward high-resolution, multi-modal fusion, real-time sensing, and AI processing integration. These upgrades support complex task execution, dynamic environment recognition, and natural human-machine interaction. Humanoid robots are expected to become a core incremental scenario, with the global market projected to reach approximately US$15.8 billion by 2030. This growth drives technical demands for gesture recognition, facial recognition, and depth measurement, further stimulating demand for high-performance optical modules.

XR smart devices are accelerating penetration into gaming, virtual social interaction, and remote collaboration, imposing higher requirements on optical modules for real-time capture accuracy, environment perception, and user interaction. Features such as high-definition image capture, low-latency tracking, and spatial positioning are becoming standard features of XR smart devices, driving module technology upgrades. As lightweight wearable devices, smart glasses are evolving toward comfort and all-day wear, meeting diverse usage scenarios including work, travel, sports, and information access. With over 2 billion people globally affected by myopia, most relying on traditional glasses for vision correction, smart glasses benefit from a natural user base. Deep integration of AI technology in optical modules enables intelligent scene recognition, real-time image enhancement, multi-modal interaction, and user behavior prediction, enhancing immersive experiences and promoting the transition of high-end devices toward mass adoption.

Emerging AI Hardware Shaping a New Industry Landscape

New-generation AI hardware, including wearable devices, pocket-sized smart terminals, and holographic projection products, is advancing rapidly. As existing application scenarios demand higher-performance iteration, these devices increasingly rely on optical perception as the essential channel for information collection and user interaction. With deep learning, 3D perception, and semantic understanding, they deliver real-time capture, environment modeling, and natural interaction, while diverse form factors continue to drive steady demand for precision optical solutions. Higher requirements for resolution, latency, multi-modal fusion, and AI-integrated processing further reinforce the indispensability of optical modules in current products.

Innovative forms such as naked-eye 3D devices, holographic projection, and immersive displays are becoming more widespread, placing tighter demands on optical systems for clarity, field of view, efficiency, and miniaturization. Looking ahead, optical perception will be a core capability for future hardware, and rising performance thresholds will open new interaction modes and create possibilities beyond today's applications. Precision optical solutions therefore are supporting 3D reconstruction, real-time analysis, and multi-modal interaction with high integration and stability, enabling broader adoption across smart homes, education, offices, and entertainment.

Leading Consumer Electronics Companies Guides Market Trends

Leading companies with extensive experience in consumer electronics precision optical solutions leverage mature optical design, precision packaging, automated manufacturing, and large-scale delivery capabilities to swiftly enter emerging markets, becoming key drivers of industry-wide smart upgrades. New-generation AI hardware demands thinner, lower-power, lower-latency, and multi-modal collaborative solutions. Leading companies, with accumulated expertise in optical design, VCM drives, image algorithms, and micro-packaging, hold first-mover advantages in providing high-performance key optical modules.

Additionally, top-tier consumer electronics precision optical solutions providers are collaborating with leading large-model AI companies to deeply embed AI algorithms into smart devices, enabling intelligent perception, semantic understanding, and environmental interaction, thereby accelerating the adoption of new AI hardware. Through module R&D, vertical integration, and system-level coordination, combined with AI-driven intelligent perception and interaction algorithms, precision optical solutions are advancing toward a new stage characterized by high precision, high integration, and high value, providing robust support for the emerging AI hardware market.

ENTRY BARRIERS ANALYSIS OF GLOBAL PRECISION OPTICAL SOLUTIONS INDUSTRY

The global precision optical solutions industry is characterized by significant entry barriers across multiple dimensions. Customer relationship barriers arise from deep integration into smart device manufacturers' supply chains, requiring extensive qualification processes and long validation cycles. Technological barriers stem from the need for advanced capabilities in optical design, image processing, and high-precision module development. Intelligent manufacturing barriers reflect the reliance on highly automated production systems to ensure precision, yield, and consistency at scale. Capital barriers are driven by substantial investment requirements in high-precision equipment, automated production lines, and R&D infrastructure. Talent barriers result from the need for multidisciplinary expertise in optics, algorithms, hardware integration, and process engineering, which requires long-term accumulation.

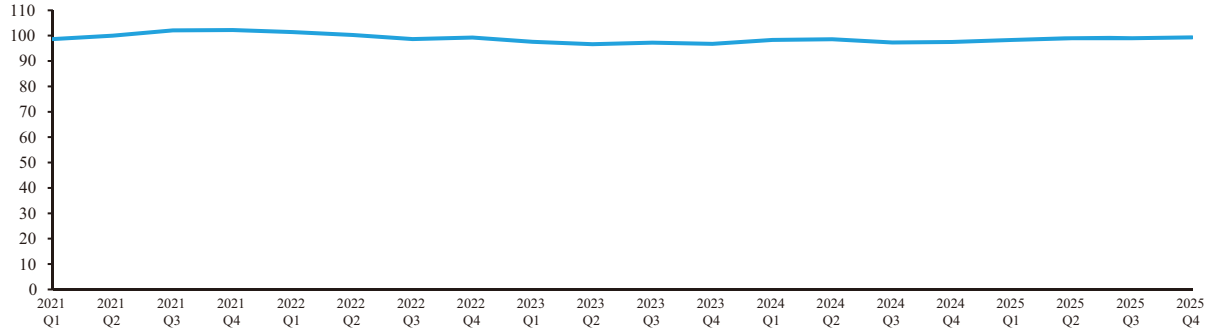
MARKET CHALLENGE ANALYSIS OF GLOBAL PRECISION OPTICAL SOLUTIONS INDUSTRY

The global precision optical solutions industry currently faces multiple challenges, compelling companies to seek breakthroughs in technology, cost efficiency, and market competitiveness. First, as downstream applications typically have a higher requirement on image quality, integration density, intelligent perception and other features, the pace of technological evolution has significantly accelerated. Companies need to continuously increase their R&D investment to maintain their technological leadership. However, high R&D intensity also brings pressure on resource allocation and cycle management. Second, fluctuations in raw material prices, increased process complexity, and changes in the global manufacturing and supply chain environment have made cost control more difficult, further squeezing profit margins. Moreover, intensifying market competition has intensified fierce competition between traditional precision optical solutions providers and new entrants in specialized segments such as 3D perception and AR/VR optics. Leading enterprises are widening their competitive advantage through capital and ecosystem synergies, creating survival pressures for small and medium-sized players. Overall, while technological evolution drives transformation, it also raises entry barriers and accelerates market segmentation, presenting the entire industry with structural challenges during its transformation and upgrading.

RAW MATERIAL PRICE ANALYSIS OF GLOBAL PRECISION OPTICAL SOLUTIONS INDUSTRY

The Producer Price Index (PPI) for the electronic component manufacturing industry is a key indicator reflecting cost fluctuations of industry-related raw materials. Electronic components serve core functions in optical modules, including signal processing, drive control, data transmission, and imaging computation, with their performance and supply directly determining the precision, response speed, and stability of optical modules. From 2021 to 2025, the PPI remained relatively stable, providing a consistent cost foundation for precision optical module manufacturing and enabling companies to maintain predictable cost structures in both technology development and capacity expansion.

Producer Price Index for the Electronic Component Manufacturing Industry, 2021–2025



Source: State Statistics Bureau, Frost & Sullivan

SOURCE OF INFORMATION

We commissioned Frost & Sullivan to conduct market research on precision optical solutions industry and prepare the F&S Report. Frost & Sullivan is an independent global consulting firm founded in 1961 in New York that offers industry research and market strategies. We have contracted to pay RMB680,000 to Frost & Sullivan for compiling the F&S Report.

In preparing the F&S Report, Frost & Sullivan conducted detailed primary research which involved discussing the status of the industry with certain leading industry participants and conducting interviews with relevant parties. Frost & Sullivan also conducted secondary research which involved reviewing company reports, independent research reports and data based on its own research database. Frost & Sullivan obtained the figures for the estimated total market size from historical data analysis plotted against macroeconomic data as well as considered the above-mentioned industry key drivers. Its market engineering forecasting methodology integrates several forecasting techniques with the market engineering measurement-based system and relies on the expertise of the analyst team in integrating the critical market elements investigated during the research phase of the project. These elements primarily include expert-opinion forecasting methodology, integration of market drivers and restraints, integration with the market challenges, integration of the market engineering measurement trends and integration of econometric variables.

The F&S Report is compiled based on the following assumptions: (i) the social, economic and political environment of the globe is likely to remain stable in the forecast period; and (ii) related industry key drivers are likely to drive the market in the forecast period.

LAWS AND REGULATIONS RELATING TO BUSINESS OPERATIONS IN CHINESE MAINLAND

REGULATIONS ON COMPANY

The establishment, operation and management of corporate entities in the PRC are governed by the PRC Company Law (《中華人民共和國公司法》), which was promulgated by the Standing Committee of the National People's Congress of the PRC (the "**SCNPC**") on December 29, 1993 and came into effect on July 1, 1994. The PRC Company Law was subsequently amended in 1999, 2004, 2005, 2013, 2018 and 2023. The latest amended PRC Company Law became effective on July 1, 2024. The PRC Company Law generally governs two types of companies — limited liability companies and joint stock limited companies. Both types of companies have the status of legal persons, and the shareholders of a limited liability company is liable to the Company to the extent of the amount of capital contributions they have made; while the shareholders of a joint stock limited company is liable to the company to the extent of shares they have subscribed for. The PRC Company Law also applies to foreign-invested companies. Where laws on foreign investment have other stipulations, such stipulations shall prevail.

REGULATIONS ON FOREIGN INVESTMENT

On March 15, 2019, the NPC promulgated the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) (the "**FIL**") which became effective on January 1, 2020. On December 26, 2019, the State Council promulgated the Implementation Rules for the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) (the "**Implementation Rules**") which became effective on January 1, 2020.

On October 26, 2022, the MOFCOM and the NDRC released the Catalog of Encouraged Industries for Foreign Investment (2022 Version) (《鼓勵外商投資產業目錄(2022年版)》) (the "**Encouraged Catalog**") which became effective on January 1, 2023. On September 6, 2024, MOFCOM and the NDRC released the Special Administrative Measures (Negative List) for Foreign Investment Access (2024 Version) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the "**Negative List**") which became effective on November 1, 2024. The Encouraged Catalog and the Negative List lay out the basic framework for foreign investment in China, classifying businesses into three categories with regard to foreign investment: "encouraged" "restricted" and "prohibited". Foreign investors shall not invest in any field prohibited by the Negative List and shall meet the investment conditions stipulated for any field restricted by the Negative List, while for foreign investments outside the Negative List, it shall be administered under the principle of equal treatment to domestic and foreign investment.

REGULATIONS ON OUTBOUND INVESTMENT

Pursuant to the Administrative Measures for Outbound Investment (2014) (《境外投資管理辦法(2014)》) promulgated by the MOFCOM on September 6, 2014 and implemented on October 6, 2014, the MOFCOM and provincial competent commerce departments shall carry out administration either by record-filing or by verification and approval depending on different circumstances of outbound investment by enterprises. Outbound investment by enterprises that involves sensitive countries and regions or sensitive industries shall be subject to administration by verification and approval. Outbound investment that falls under any other circumstances shall be subject to administration by record-filing.

Pursuant to the Administrative Measures for Outbound Investment by Enterprises (《企業境外投資管理辦法》) promulgated by the NDRC on December 26, 2017 and effective from March 1, 2018, a domestic enterprise (the "**Investor**") in the PRC making an outbound investment shall go through

verification and approval or record-filing or other procedures applicable to outbound investment projects (the "**Projects**"), report relevant information, and cooperate with the supervision and inspection. Sensitive Projects carried out by the Investor directly or through overseas enterprises controlled by them shall be subject to the management of verification and approval; non-sensitive Projects directly carried out by the Investor, namely, non-sensitive projects involving the Investor's direct contribution of assets or rights and interests or provision of financing or security, shall be subject to the management of record-filing. The aforementioned sensitive Projects mean Projects involving sensitive countries and regions or a sensitive industry. The NDRC promulgated the Catalog of Sensitive Sectors for Outbound Investment (2018 Edition) (《境外投資敏感行業目錄(2018年版)》), effective on March 1, 2018, to list the sensitive industries for outbound investment in detail.

REGULATIONS ON PRODUCT QUALITY

The Product Quality Law of the PRC (《中華人民共和國產品質量法》) (the "**Product Quality Law**") promulgated by SCNPC which was latest amended on December 29, 2018, applies to all production and sale activities in the PRC. Pursuant to the Product Quality Law, products offered for sale must satisfy relevant quality and safety standards. Enterprises may not produce or sell counterfeit products in any fashion, including forging brand labels or giving false information regarding a product's manufacturer. Violations of state or industrial standards for health and safety and any other related violations may result in civil liabilities and administrative penalties, such as compensation for damages, fines, suspension or shutdown of business, as well as confiscation of products illegally produced and sold and the proceeds from such sales. Severe violations may subject the responsible individual or enterprise to criminal liabilities. Where a defective product causes physical injury or damage to property, the victim may claim compensation from the manufacturer or the seller of the product. If the seller pays compensation and it is the manufacturer that should bear the liability, the seller has a right of recourse against the manufacturer. Similarly, if the manufacturer pays compensation and it is the seller that should bear the liability, the manufacturer has a right of recourse against the seller.

REGULATIONS ON IMPORT AND EXPORT OF GOODS

The Foreign Trade Law of the PRC (《中華人民共和國對外貿易法》) promulgated by the SCNPC on May 12, 1994 and last amended on December 27, 2025, and the Regulations on the Administration of Import and Export of Goods of the PRC (《中華人民共和國貨物進出口管理條例》) promulgated by the State Council on December 10, 2001 and last amended on March 10, 2024, both stipulated that the import and export of goods and technologies to and from the PRC are free, unless otherwise in relevant laws or administrative regulations, and all entities engaging in the business of importation and exportation of goods shall comply with applicable laws and regulations. The Customs Law of the PRC (《中華人民共和國海關法》) promulgated on January 22, 1987 and last amended on April 29, 2021, stipulates that, among other things, the consignee or consignor of import or export goods or a customs agent shall file for record with relevant customs authority before going through any customs declaration procedures. Provisions on the Administration of Recordation of Customs Declaration Entities of the PRC (《中華人民共和國海關報關單位備案管理規定》) promulgated by the General Administration of Customs of the PRC on November 19, 2021, effective from January 1, 2022, gives further detailed requirement on the documents needed for the filing and the requirement on reporting certain changes of the filed information to the relevant customs authority.

REGULATIONS ON PRODUCTION SAFETY

The Production Safety Law of the PRC (《中華人民共和國安全生產法》) (the "**Production Safety Law**"), promulgated by the SCNPC on June 29, 2002 and last amended on June 10, 2021, applies to all entities engaging in production and business activities in the PRC. Such entities shall, according to the

Production Safety Law, strengthen work safety management, establish and improve the all-staff work safety responsibility system and internal rules and regulations in relation to work safety, increase investment in funds, materials, technologies and staff for work safety, improve working conditions, strengthen the development of a standardized and information technology enabled work safety system, establish a dual prevention mechanism of graded management and control of safety risks and the screening and handling of hidden dangers, improve the risk prevention and resolution mechanism so as to ensure work safety. Violations of the Production Safety Law may result in administrative penalties such as fine, suspension of operation and revocation of license.

REGULATIONS ON FIRE PREVENTION

According to the Fire Prevention Law of the PRC (《中華人民共和國消防法》) (the "**Fire Prevention Law**") issued by the SCNPC on April 29, 1998 and last amended on April 29, 2021, for special construction projects stipulated by the housing and urban-rural development authority of the State Council, the developer shall submit the fire safety design documents to the housing and urban-rural development authority for examination, while for construction projects other than those stipulated as special development projects, the developer shall, at the time of applying for the construction permit or approval for work commencement report, provide the fire safety design drawings and technical materials which satisfy the construction needs.

According to the Interim Provisions on the Administration of Fire Protection Design Review and Final Inspection of Construction Projects (《建設工程消防設計審查驗收管理暫行規定》), promulgated by the Ministry of Housing and Urban-Rural Development on April 1, 2020 and last amended on August 21, 2023, special construction projects as defined under these provisions shall conduct fire protection design review and fire protection acceptance inspection, construction projects other than such special construction projects shall file protection acceptance of the project with competent authority.

REGULATIONS ON ENVIRONMENTAL PROTECTION

Environmental Protection

The Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), which was promulgated by the SCNPC on December 26, 1989 and last amended on April 24, 2014, outlines the authorities and duties of various environmental protection regulatory agencies. The Ministry of Ecology and Environment of the PRC (the "**MEE**") is authorized to issue national standards for environmental quality and discharge of pollutants, and to monitor the environmental protection scheme of the PRC. Meanwhile, local environment protection authorities may formulate local standards for discharge of pollutants which are more rigorous than the national standards, in which case, the concerned enterprises must comply with both the national standards and the local standards.

Environmental Impact Assessment

According to the Environmental Impact Assessment Law of the PRC (《中華人民共和國環境影響評價法》), which was promulgated by the SCNPC on December 29, 2018, the Regulation on the Administration of Environmental Protection of Construction Projects (《建設項目環境保護管理條例》), which was promulgated by the State Council on November 29, 1998 and last amended on July 16, 2017, and the Interim Measures for Environmental Protection Acceptance Inspection Upon Completion of Construction Projects (《建設項目竣工環境保護驗收暫行辦法》), which was promulgated by the former Ministry of Environmental Protection on November 20, 2017, the PRC implements an environmental impact assessment system for construction projects. Prior to the commencement of a construction project, the construction entity must submit an environmental impact report, an

environmental impact statement for approval, or an environmental impact registration form for record-filing, as required by the competent environmental protection administrative department under the State Council. Furthermore, upon completion of a construction project for which an environmental impact report or statement has been prepared, the construction entity must conduct an acceptance inspection of the supporting environmental protection facilities in accordance with the standards and procedures prescribed by the competent environmental protection administrative department under the State Council, and prepare an acceptance report. Facilities that have not undergone or failed the acceptance inspection are prohibited from being put into production or use.

Prevention and Control of Various Types of Pollution

The Law on Prevention and Control of Water Pollution of the PRC (《中華人民共和國水污染防治法》), as promulgated on May 11, 1984 and last amended on June 27, 2017, the Law on Prevention and Control of Atmospheric Pollution of the PRC (《中華人民共和國大氣污染防治 法》), as promulgated on September 5, 1987 and last amended on October 26, 2018, the Law on Prevention and Control of Environmental Noise Pollution of the PRC (《中華人民共和國噪聲污染防治法》), which was promulgated on December 24, 2021, and the Law on the Prevention and Control of Environmental Pollution by Solid Wastes of the PRC (《中華人民共和國固體廢物污染環境防治法》), which was promulgated on October 30, 1995 and last amended on April 29, 2020, prescribe the requirements for the prevention and control of water pollution, atmospheric pollution, noise pollution and solid waste respectively.

Pollutant Discharge

Pursuant to the Administrative Measures for Pollutant Discharge Licensing (《排污許可管理辦法》) promulgated by the MEE on April 1, 2024 and effective on July 1, 2024 and Regulations on the Administration of Pollutant Discharge Licensing (《排污許可管理條例》) promulgated by the State Council on January 24, 2021 and effective on March 1, 2021. Enterprises, public institutions and other producers and business operators that are included in the category-based administration catalog of pollutant discharge licensing for stationary pollution sources issued by the MEE are required to apply for and obtain a pollutant discharge permit within the prescribed time limit. According to the Guidelines for Registration of Stationary Pollution Sources (for Trial Implementation) (《固定污染源排污登記工作指南(試行)》) promulgated by the General Office of the MEE on January 6, 2020, where the amount of pollutants produced, discharged and the impact on the environment is slight, such enterprises do not need to apply for the pollutant discharge permit, but are required to register for the discharge of pollution of stationary sources.

Urban Drainage

According to the Regulation on Urban Drainage and Sewage Disposal (《城鎮排水與污水處理條例》), which was promulgated by the State Council on October 2, 2013 and effective from January 1, 2014, and the Administrative Measures on Licensing of Urban Sewage Discharging into Drainage Network (《城鎮污水排入排水管網許可管理辦法》), which was promulgated by the Ministry of Housing and Urban-Rural Development on January 22, 2015 and last amended on December 1, 2022, enterprises, institutions and individual industrial and commercial households engaging in industry, construction, catering industry, medical industry and discharging sewage into the urban drainage network must apply for and obtain a license for urban drainage.

On March 12, 2026, the NPC passed the Code on the Ecological Environment of the PRC (《中華人民共和國生態環境法典》), which will come into effect on August 15, 2026, the aforementioned environmental protection regulations will be abolished by then and the Code on the Ecological Environment of the PRC has not come into effect as of the Latest Practicable Date.

REGULATIONS ON REAL ESTATE

Pursuant to the Civil Code of the PRC (《中華人民共和國民法典》) (the "**Civil Code**"), the establishment, modification, assignment and extinguishment of real estate property rights are effective upon registration in accordance with the law, unless the law stipulates otherwise. Real estate registration shall be handled by the registration authority at the location of the property in accordance with the Interim Regulations on Real Estate Registration (《不動產登記暫行條例》) promulgated by the State Council on November 24, 2014 and March 10, 2024, and the Implementing Rules of the Interim Regulations on Real Estate Registration (《不動產登記暫行條例實施細則》) promulgated by the Ministry of Land and Resources on January 1, 2016 and last amended on May 9, 2024.

REGULATIONS ON HOUSE LEASING

Pursuant to the Civil Code, subject to the consent of the lessor, the lessee may sublease the leased premises to a third party. Where a lessee subleases the premises, the lease contract between the lessee and the lessor remains valid. The lessor is entitled to terminate the lease if the lessee subleases the premises without the consent of the lessor. In addition, according to the Administrative Measures for Commodity House Leasing (《商品房屋租賃管理辦法》), which was promulgated by the Ministry of Housing and Urban-Rural Development of the PRC on December 1, 2010 and came into effect on February 1, 2011, within 30 days after the conclusion of the house leasing contract, the parties involved in the house leasing shall carry out house leasing registration with the construction (real estate) administrative department of the people's government of a municipality directly under the central government of the PRC, city or county where the house leased is located. If individuals or entities are in violation of the above provisions, they may be ordered to make corrections within a specified time limit by the competent construction (real estate) department of the people's government of a municipality directly under the central government, city or county. If any individual fails to do so, a fine of less than RMB1,000 will be imposed, while if any entity fails to do so, a fine of more than RMB1,000 but less than RMB10,000 will be imposed.

REGULATIONS ON INTELLECTUAL PROPERTY

Patent

According to the Patent Law of the PRC (《中華人民共和國專利法》) promulgated by the SCNPC on March 12, 1984 and last amended on October 17, 2020, and the Implementation Rules of the Patent Law of the PRC (《中華人民共和國專利法實施細則》) promulgated by the State Council on June 15, 2001 and last amended on December 11, 2023, patents in the PRC are categorized into invention patents, utility model patents and design patents. Commencing from the date of application, the duration of patent rights for invention patents, utility model patents, and design patents are twenty years, ten years and fifteen years, respectively. No person may misappropriate the patent without permission or authorization of the patentee. Otherwise, the use of the patent in question constitutes an infringement of the patent right.

Trademark

According to the Trademark Law of the PRC (《中華人民共和國商標法》) promulgated by the SCNPC on August 23, 1982 and amended on April 23, 2019, and the Implementation Rules of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) promulgated by the State Council on August 3, 2002 and amended on April 29, 2014, trademarks approved by and registered with the Trademark Office are registered trademarks, including good marks, service marks, collective marks and certification marks. The valid period of a registered trademark is ten years, commencing from the date of the registration. For continuous use of the registered trademark, the trademark registrant is required to apply for renewal within twelve months before the expiry date. The valid period for each renewal of registration is ten years, commencing from the date immediately following the expiration of the previous validity period of the trademark.

On June 26, 2026, the SCNPC revised and adopted the Trademark Law of the PRC (《中華人民共和國商標法》), which will come into effect on January 1, 2027 and has not come into effect as of the Latest Practicable Date.

Copyright

According to the Copyright Law of the PRC (《中華人民共和國著作權法》) promulgated by the SCNPC on September 7, 1990 and last amended on November 11, 2020, works of PRC citizens, legal persons or unincorporated organization, which refer to intellectual achievements in the fields of literature, art, and science that are original and can be expressed in a certain form, whether published or not, enjoy copyrights. Pursuant to the Computer Software Copyright Protection Regulations (《計算機軟件保護條例》) promulgated by the State Council on December 20, 2001 and last amended on January 30, 2013, the software copyright owner may go through the registration formalities with a software registration authority recognized by the State Council's copyright administrative department. A software copyright owner may authorize others to exercise that copyright and is entitled to receive remuneration.

REGULATIONS ON LABOR AND SOCIAL WELFARE

Labour Law and Labour Contracts

According to the Labor Law of the PRC (《中華人民共和國勞動法》), which was promulgated by the SCNPC on July 5, 1994 and last amended on December 29, 2018, and the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) promulgated by the SCNPC on June 29, 2007 and last amended on December 28, 2012, and the Regulations on the Implementation of the Labor Contract Law (《中華人民共和國勞動合同法實施條例》), which was promulgated by the State Council on September 18, 2008, labor relationship between employers and employees must be executed in written form. Where a labor relationship has already been established but no formal contract has been made, a written labor contract shall be entered into within one month from the date when the employee begins to work. Employers must establish a system for labor safety and sanitation, strictly abide by State standards, and provide relevant training to the employees.

Social Insurance and Housing Provident Fund

According to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) which was promulgated by the SCNPC on October 28, 2010 and amended on December 29, 2018, and the Provisional Regulations for the Collection and Payment of Social Insurance Premiums (《社會保險 費徵繳暫行條例》), which was promulgated by the State Council and amended on March 24, 2019, the employer shall contribute to social insurance plans covering basic pensions insurance, basic medical

insurance, maternity insurance, work injury insurance and unemployment insurance. Employers who failed to promptly make social insurance contributions in full amount shall be ordered by the social insurance collection agency to make or supplement contributions within a prescribed time limit, and shall be subject to a late payment fine computed from the due date at the rate of 0.05% per day; where payment is not made within prescribed time limit, the relevant administrative authorities shall impose a fine ranging from one to three times the outstanding amount.

Pursuant to the Interpretation II of the Supreme People's Court on Several Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》), which took effect on September 1, 2025, any agreement between an employer and an employee or any commitment made by an employee to the employer stating that social insurance premiums need not be paid shall be deemed invalid by the people's court. If an employer fails to pay social insurance premiums in accordance with the law, and the employee requests to terminate the labor contract and claims economic compensation pursuant to Article 38(3) of the Labor Contract Law, the people's court shall support such claims in accordance with the law. In the circumstances described in the preceding paragraph, if the employer subsequently pays the social insurance premiums in accordance with the law and requests the employee to return the compensation already paid for the social insurance premiums, the people's court shall support such requests in accordance with the law.

According to the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》), which was promulgated by the State Council and was last amended on March 24, 2019, enterprises in the PRC must register with the competent managing center for housing provident fund and upon the examination by such center, these enterprises shall complete procedures for opening an account at the bank for the deposit of employees' housing provident fund. Enterprises are also required to pay and deposit housing provident funds on behalf of their employees in full and in a timely manner. If an employer does not register the contribution of the housing provident fund or does not establish housing provident fund account for its employees, the housing provident fund management center shall order it to be handled within a prescribed period. Employers who fail to make up the procedures within the prescribed period shall be given a fine of RMB10,000 to RMB50,000. Where an employer is overdue in the payment and deposit of, or underpays, the housing provident fund, the housing provident fund management center shall order it to make the payment and deposit within a prescribed period; where the payment and deposit have not been made after the expiration of the prescribed period, an application may be made to a people's court for compulsory enforcement.

Despatched Workers

According to the Interim Provisions on Labour Despatch (《勞務派遣暫行規定》) issued on January 24, 2014 and implemented on March 1, 2014 by the Ministry of Human Resources and Social Security, employers may only use despatched workers for temporary, ancillary or substitute positions. According to the Interim Provisions on Labour Despatch, the employers should strictly control the number of despatched workers, and the number of the despatched workers shall not exceed 10% of the total amount of their employees (including the aggregate number of employees and despatched workers).

Pursuant to the Interim Provision on Labour Despatch, the Labour Contract Law of the PRC and the Implementation Rules for the Labour Contract Law of the PRC, employers failing to comply with the relevant labour dispatch requirements shall be ordered by labour administrative authorities to rectify the non-compliance within a specified period. Failure to rectify within the stipulated period may result in a penalty of RMB5,000 to RMB10,000 per person.

REGULATIONS ON TAXATION

Enterprise Income Tax

On March 16, 2007, the NPC promulgated the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法》) (the "**EIT Law**"), which was last amended on December 29, 2018. On December 6, 2007, the State Council enacted the Regulations for the Implementation of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得税法實施條例》), which became effective on January 1, 2008 and last amended on December 6, 2024. Under the EIT Law and its implementation regulations, both resident enterprises and non-resident enterprises are subject to tax in China. Resident enterprises are subject to a uniform corporate income tax rate of 25%. According to the EIT Law, the EIT tax rate of a high and new technology enterprise is 15%.

Value-added Tax

On December 25, 2024, the SCNPC published the Value-Added Tax Law of the PRC (《中華人民共和國增值税法》) (the "**VAT Law**"), which will come into effect on January 1, 2026. According to the VAT Law, entities and individuals selling goods, services, intangible assets, real estate and importing goods within the territory of the PRC shall pay VAT.

Dividend Distribution

According to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得税法》) promulgated by the SCNPC on September 10, 1980 and last amended on August 31, 2018, and the Implementation Provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得税法實施條例》) promulgated by the SCNPC on January 28, 1994 and last amended on December 18, 2018, dividends distributed by PRC enterprises are subject to individual income tax levied at a uniform rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from an enterprise in the PRC is normally subject to individual income tax of 20% unless specifically exempted by the tax authority of the State Council or reduced by relevant tax treaty. Meanwhile, according to the Notice on Issues Concerning Differentiated Individual Income Tax Policies on Dividends and Bonus of Listed Companies (《關於上市公司股息紅利差別化個人所得税政策有關問題的通知》) issued by the MOF, the SAT and the CSRC on September 7,2015 and effective on September 8, 2015, where an individual holds the shares of a listed company obtained from the public offering for more than one year and transfers the stock of the listed company on the stock market, the dividend and bonus income shall be temporarily exempted from individual income tax. Where an individual acquires shares of a listed company from the public offering and transfers the stock of the listed company on the stock market, if the holding period is within one month (inclusive), the dividend income shall be included in the taxable income in full; if the holding period is more than one month but less than one year (inclusive), the dividend income shall be included in the taxable income at the rate of 50%; the aforesaid income shall be subject to individual income tax at a uniform rate of 20%.

According to the EIT Law and the Regulations for the Implementation of the Enterprise Income Tax Law of the PRC since January 1, 2008, an enterprise income tax rate of 10% shall normally be applicable to dividends declared to non-PRC resident investors which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends are derived from sources within the PRC, unless the jurisdiction in which such non-PRC resident investors are incorporated has a tax treaty with the PRC that provides for a preferential withholding arrangement. According to the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by the PRC Resident Enterprises to H Share Holders Which Are

Overseas Non-resident Enterprises (《國家税務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》) issued by the State Administration of Taxation on November 6, 2008 and implemented on the same date, a PRC resident enterprise is required to withhold enterprise income tax at a uniform rate of 10% on dividends paid to non-PRC resident enterprise holders of H Shares since 2008. In addition, the Response to Questions on Levying Enterprise Income Tax on Dividends Derived by Non-resident Enterprise from Holding Stock such as B Shares (《關於非居民企業取得B股等股票股息徵收企業所得税問題的批覆》), which was issued by the SAT and came into effect on July 24, 2009, further provides that any PRC-resident enterprise whose shares are listed on overseas stock exchanges must withhold and remit enterprise income tax at a rate of 10% on dividends of 2008 and onwards that it distributes to non-resident enterprises. Such tax rates may be further modified pursuant to the tax treaty or agreement that China has entered into with a relevant country or area, where applicable.

Pursuant to the Arrangement between the Mainland and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion (《內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排》) ("**the Arrangement**"), which was signed on August 21, 2006, the Chinese Government may levy taxes on the dividends paid by a PRC-resident enterprise to Hong Kong residents (including resident individuals and resident entities) in an amount not exceeding 10% of the total dividends payable by the PRC-resident enterprise unless a Hong Kong resident directly holds 25% or more of the equity interest in a PRC-resident enterprise, then such tax shall not exceed 5% of the total dividends payable by the PRC-resident enterprise. The Fifth Protocol of the Arrangement between the Chinese Mainland and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion (《〈內地和香港特別行政區關於對所得避免雙重徵税和防止偷漏税的安排〉第五議定書》), which came into effect on December 6, 2019, adds a criteria for the qualification of entitlement to enjoy treaty benefits. Although there may be other provisions under the Arrangement, the treaty benefits under the criteria shall not be granted in the circumstance where relevant gains, after taking into account all relevant facts and conditions, are reasonably deemed to be one of the main purposes for the arrangement or transactions which will bring any direct or indirect benefits under this Arrangement, except when the grant of benefits under such circumstance is consistent with relevant objective and goal under the Arrangement.

The application of the dividend clause of tax agreements is subject to the requirements of PRC tax law and regulation, such as the Notice of the SAT on the Issues Concerning the Application of the Dividend Clauses of Tax Agreements (《國家税務總局關於執行税收協定股息條款有關問題的通知》).

REGULATIONS ON FOREIGN EXCHANGE

According to the Foreign Exchange Administration Rules of the PRC (《中華人民共和國外匯管理條例》) which were promulgated by the State Council on January 29, 1996 and last amended on August 5, 2008, the current account incomes of foreign exchanges can be retained or sold to financial authorities which manage exchange settlement and sale and purchase of foreign exchange. However, approval from the SAFE or its local branches is required for the relevant capital account transactions of the foreign invested enterprises, such as the capital increase and decrease. Foreign invested enterprises may purchase foreign exchange without the approval of the SAFE for trade and service-related foreign exchange transactions by providing documents evidencing such transactions. In addition, foreign exchange transactions involving direct investment, loans and investment in securities outside the PRC are subject to limitations and require approvals from the SAFE.

According to the Circular of the SAFE on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) which was promulgated on June 9, 2016, the settlement of foreign exchange under the

capital account (including foreign exchange capital, external debts, funds repatriated from overseas listing, etc.) entitled to discretionary settlement according to relevant policies, shall be conducted in the banks for real business needs. The use of foreign exchange under capital accounts of a domestic institution and the RMB funds obtained thereby from foreign exchange settlement are prohibited from the following uses: (i) direct or indirect expenditure beyond the enterprise's business scope or expenditure prohibited by laws and regulations of the State; (ii) direct or indirect investments in securities or other investments than banks' principal-secured products, unless otherwise provided; (iii) granting of loans to non-affiliated enterprises, except where it is expressly permitted in the business license; and (iv) construction or purchase of real estate for purposes other than self-use (except for real estate enterprises).

REGULATIONS ON OVERSEAS LISTING

Overseas Securities Offering and Listings

On February 17, 2023, the CSRC issued the Trial Administrative Measures for Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "**Overseas Listing Trial Measures**"), and five supporting guidelines, which became effective on March 31, 2023. Pursuant to the Overseas Listing Trial Measures, companies in Chinese Mainland that directly or indirectly offer or list their securities in an overseas market, including a company in Chinese Mainland limited by shares and an offshore company whose main business operations are in Chinese Mainland and intends to offer shares or be listed in an overseas market based on its equities, assets or similar interests in Chinese Mainland are required to file with the CSRC within three business days after submitting their listing application documents to the regulator in the place of intended listing. Failure to complete the filing under the Overseas Listing Trial Measures or conceals any material fact or falsifies any major content in its filing documents may subject the company to administrative penalties, such as order to rectify, warnings, fines, and its controlling shareholders, actual controllers, direct officers-in-charge and other direct personnel-in-charge may also be subject to administrative penalties, such as warnings and fines. The Overseas Listing Trial Measures also provide that a company in Chinese Mainland must file with the CSRC within three business days for its follow on offering of securities after it is listed in an overseas market.

Confidentiality and Archives Administration

On February 24, 2023, the CSRC, together with other relevant government authorities, released the Provisions on Strengthening the Confidentiality and Archives Administration Related to the Overseas Securities Offering and Listing by Domestic Companies (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the "**Confidentiality and Archives Provisions**"), which took effect on March 31, 2023. Pursuant to the Confidentiality and Archives Provisions, where a domestic enterprise provides or publicly discloses to the relevant securities companies, securities service institutions, overseas regulatory authorities and other entities and individuals, or provides or publicly discloses through its overseas listing subjects, documents and materials involving state secrets and working secrets of state organs, it shall report the same to the competent department with the examination and approval authority for approval in accordance with the law, and submit the same to the secrecy administration department of the same level for filing. Domestic enterprises providing accounting archives or copies thereof to entities and individuals concerned such as securities companies, securities service institutions and overseas regulatory authorities shall perform the corresponding procedures pursuant to the relevant provisions of the State. The working papers formed within the territory of the PRC by the securities companies and securities service institutions that

provide corresponding services for the overseas issuance and listing of domestic enterprises shall be kept within the territory of the PRC, and those that need to leave the PRC shall go through the examination and approval formalities in accordance with the relevant laws and regulations.

Full Circulation of H Shares

"Full Circulation" represents listing and circulating on the Stock Exchange of the domestic unlisted shares of an H-share listed company, including unlisted domestic shares held by domestic shareholders prior to overseas listing, unlisted domestic shares additionally issued after overseas listing, and unlisted shares held by foreign shareholders. On November 14, 2019, CSRC announced the Guidelines for the "Full Circulation" Program for Domestic Unlisted Shares of H-share Listed Companies (《H股公司境內未上市股份申請"全流通"業務指引》 ("**Guidelines for the 'Full Circulation'**")), which were amended on August 10, 2023. As regulated in the Guidelines for "Full Circulation," shareholders of domestic unlisted shares have the flexibility to jointly decide the amount and proportion of shares that will be included in the circulation application. This decision should be reached through mutual consultation, ensuring compliance with relevant laws, regulations and policies governing state-owned asset administration, foreign investment and industry regulation. Meanwhile, the H-share listed company corresponding to these shares may be authorized to file for "full circulation" with the CSRC. An unlisted domestic joint stock company may file with the CSRC for "full circulation" at the time of its initial public offering and listing overseas. After domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be transferred back to China. Pursuant to the Trial Administrative Measures, which came into effect on March 31, 2023, for a domestic company directly offering and listing overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares listed and traded on an overseas trading venue shall conform to relevant regulations promulgated by the CSRC. Additionally, they are required to authorize the domestic company to submit the conversion application to the CSRC on their behalf.

On December 31, 2019, China Securities Depository and Clearing Corporation Limited and Shenzhen Stock Exchange jointly announced the Measures for Implementation of the H-share "Full Circulation" Business (the "**Measures for Implementation**"). The businesses of cross-border share transfer registration, maintenance of deposit and holding details, transaction entrustment and instruction transmission, settlement, management of settlement participants, services of nominal holders, etc., in relation to the H-share "Full Circulation" business, are subject to these Measures for Implementation.

Regulations on Cybersecurity, Data Privacy and Protection

We collect and process certain data during our operations of business. The Cybersecurity Law of the People's Republic of China (the "**Cybersecurity Law**," 《中華人民共和國網絡安全法》), which was promulgated on November 7, 2016 and last amended on October 28, 2025 and came into effect on January 1, 2026, requires that when constructing and operating a network, or providing services through a network, technical measures and other necessary measures shall be taken in accordance with laws, administrative regulations and the compulsory requirements set forth in national standards to ensure the secure and stable operation of the network, to effectively cope with cybersecurity incidents, to prevent criminal activities committed on the network, and to maintain the integrity, confidentiality and availability of network data. The Cybersecurity Law emphasizes that any individuals and organizations that use networks must not endanger cybersecurity or use networks to engage in activities endangering national security, economic order and social order or infringing the reputation, privacy, intellectual property rights and other lawful rights and interests of others. The Cybersecurity Law also reiterates certain basic principles and requirements on personal information protection previously specified in other existing laws and regulations. Any violation of the provisions and requirements under the

Cybersecurity Law may subject an internet service provider to rectifications, warnings, fines, confiscation of illegal gains, revocation of business permits, cancellation of business license, closedown of websites or even criminal liabilities.

The Data Security Law of the People's Republic of China (the "**Data Security Law**,"《中華人民共和國數據安全法》) was passed on June 10, 2021 and came into effect on September 1, 2021. The Data Security Law requires a data processor to establish and improve a whole-process data security management system, organize data security education and training, and take corresponding technical measures and other necessary measures to safeguard data security. In conducting data processing activities using the Internet or any other information networks, a data processor shall perform the above data security protection obligations on the basis of the hierarchical cybersecurity protection system. Any violation of the provisions and requirements under the Data Security Law may subject a data processor to rectifications, warnings, fines, suspension of the related business, revocation of business permits or even criminal liabilities.

The Personal Information Protection Law of the PRC (the "**Personal Information Protection Law**,"《中華人民共和國個人信息保護法》) was promulgated on August 20, 2021 and came into effect on November 1, 2021. Instead of relying solely on "notification and consent" as established in the Cybersecurity Law, the Personal Information Protection Law reiterates the circumstances under which a personal information processor could process personal information and the requirements for such circumstances, such as when (i) the individual's consent has been obtained; (ii) the processing is necessary for the conclusion or performance of a contract to which the individual is a party; (iii) the processing is necessary to fulfill statutory duties and statutory obligations; (iv) the processing is necessary to respond to public health emergencies or protect a natural person's life, health and property safety under emergency circumstances; (v) the personal information that has been made public is processed within a reasonable scope in accordance with the Personal Information Protection Law; (vi) personal information is processed within a reasonable scope to conduct news reporting, public opinion-based supervision and other activities in the public interest; or (vii) under any other circumstance as provided by any law or regulation. It also stipulates the obligations of a personal information processor. Any violation of the provisions and requirements under the Personal Information Protection Law may subject a personal information processor to rectifications, warnings, fines, suspension of the related business, revocation of licenses, inclusion in relevant credit record, or even criminal liabilities.

On December 28, 2021, thirteen PRC governmental and regulatory agencies, including the CAC, promulgated the Measures for Cybersecurity Review (《網絡安全審查辦法》), which was published on January 4, 2022, and came into effect on February 15, 2022. The Measures for Cybersecurity Review specifies that the procurement of network products and services by critical information infrastructure operators and the activities of data processing carried out by online platform operators, that raise or may raise "national security" concerns are subject to strict cybersecurity review by the Office of Cybersecurity Review established by the CAC. Before the critical information infrastructure operator procures network products and services, it should assess the potential risk of national security that may be caused by the use of such products and services. If such use of products and services may give rise to national security concerns, it should apply for a cybersecurity review by the Cybersecurity Review Office and a report of analysis of the potential effect on national security shall be submitted when the application is made. In addition, an online platform operator that possesses the personal information of more than one million users must apply for a cybersecurity review by the Cybersecurity Review Office, if it plans on listing companies in foreign countries. The Cybersecurity Review Office may initiate a cybersecurity review if any network products and services, activities of data processing or overseas listing of companies affects or may affect national security. Pursuant to the Measures for Cybersecurity

Review, any violation shall be punished in accordance with the Cybersecurity Law and the Data Security Law, the sanctions under which include, among others, government enforcement actions and investigations, fines, penalties and suspension of our non-compliant operations.

On September 24, 2024, the State Council promulgated the Regulations on Cyber Data Security Management, which came into force on January 1, 2025. This regulation clarifies the general provisions on network data security management, and also further supplements and refines the specific requirements on personal information protection, important data security management, cross-border security management of network data, and obligations of network platform service providers.

OVERVIEW OF THE LAWS AND REGULATIONS RELATING TO OUR BUSINESS AND OPERATIONS IN HONG KONG

This section sets out a summary of the principal laws and regulations applicable to our business operations in Hong Kong. There is no specific statutory requirement for our subsidiaries in Hong Kong to obtain any licence to carry out our business in Hong Kong other than the requirement to have a business registration certificate under the Business Registration Ordinance (Chapter 310 of the Laws of Hong Kong). Our Group does not import in or into or export from Hong Kong any prohibited articles under the Import and Export Ordinance (Chapter 60 of the Laws of Hong Kong).

Sale of Goods Ordinance (Chapter 26 of the Laws of Hong Kong) (the "SGO")

The SGO governs the formation, performance and remedies of contract for the sale of goods in Hong Kong and the transfer of title of goods sold. SGO also sets out certain implied terms or conditions and warranties generally relating to the safety and suitability of goods supplied under a contract of sale for goods in Hong Kong, including:

(i) where there is a contract for the sale of goods by description, the goods shall correspond with the description;

(ii) where the seller sells goods in the course of a business, the goods shall be of a merchantable quality, i.e. (a) as fit for the purpose or purposes for which the goods of that kind are commonly bought; (b) of such standard of appearance and finish; (c) as free from defects (including minor defects); (d) as safe; and (e) as durable, as it is reasonable to expect having regard to any description applied to them, the price (if relevant) and all the other relevant circumstances;

(iii) where the seller sells goods in the course of a business and the buyer makes known to the seller (whether expressly or by implication) any particular purpose for which the goods are being bought, the goods supplied under the contract shall be reasonably fit for that purpose; and

(iv) where there is a contract for sale by sample, (i) the bulk shall correspond with the sample in quality, (ii) the buyer shall have a reasonable opportunity of comparing the bulk with the sample, and (iii) the goods shall be free from any defect, rendering them unmerchantable, which would not be apparent on reasonable examination of the sample.

Under section 55 of the SGO, where there is a breach of warranty by the seller, the buyer is not, by reason only of such breach of warranty, entitled to reject the goods, but he may set up against the seller the breach of warranty in diminution or extinction of the price, or maintain an action against the seller for damages for the breach of warranty.

Transfer Pricing

As our Hong Kong subsidiaries have conducted transactions with group companies located in different jurisdictions, we are subject to the laws and regulations on transfer pricing in Hong Kong. Section 20A of the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) (the "**IRO**") gives the Inland Revenue Department of Hong Kong (the "**IRD**") wide powers to collect tax due from non-residents. The IRD may also make transfer pricing adjustments by disallowing expenses incurred by Hong Kong residents under sections 16(1), 17(1)(b) and 17(1)(c) of the IRO and make additional assessments under section 60 of the IRO. The IRD may also challenge the entire arrangement under general anti-avoidance provisions according to sections 61 and 61A of the IRO. The Inland Revenue (Amendment) (No. 6) Ordinance 2018 (the "**Amendment Ordinance**") codifies the transfer pricing principles in relation to how the pricing for the supply of goods and services between associated parties should be determined and implemented. Departmental Interpretation and Practice Notes Nos. 45, 46, 48, 58, 59 and 60 issued by the IRD set out its interpretations and practices in relation to transfer pricing and related issues. Pursuant to the Amendment Ordinance, a person who has a Hong Kong tax advantage if taxed on the basis of a non-arm's length provision (the "**Advantaged Person**") will have income adjusted upwards or loss adjusted downwards. Section 50AAF of the IRO stipulates that the Advantaged Person's income or loss is to be computed as if arm's length provision had been made or imposed instead of the actual provision. If the Advantaged Person fails to prove to the satisfaction of the assessor of the IRD that the person's income or loss as stated in the person's tax return is the arm's length amount, the assessor of the IRD must estimate an amount as the arm's length amount and, taking into account the estimated amount (a) make an assessment or additional assessment on the person; or (b) issue a computation of loss, or revise a computation of loss resulting in a smaller amount of computed loss, in respect of that person. The Amendment Ordinance introduces a mandatory "three-tiered" transfer pricing documentation requirement in Hong Kong consisting of (a) Master File; (b) Local File; and (c) Country-by-country Report. The Amendment Ordinance provides two types of exemptions to entities that engage in transactions with associated enterprises from preparing Master File and Local File. In terms of size-based business exemption thresholds, a Hong Kong taxpayer meeting any two of the following three size-based business exemption thresholds for an accounting period is exempted from preparing the Master File and Local File for that accounting period: (a) Total annual revenue not exceeding HK$400 million; (b) Total value of assets not exceeding HK$300 million; or (c) Average number of employees not exceeding 100. In terms of volume-based related party transactions exemption thresholds, the threshold per accounting period for transfer of property (whether movable or immovable but excluding financial assets and intangible assets) is HK$220 million.

LAWS AND REGULATIONS RELATING TO BUSINESS OPERATIONS IN TAIWAN

Regulations on product quality and consumer protection

Product quality and consumer protection in Taiwan are primarily governed by the Consumer Protection Act and other relevant laws and regulations. Under the Consumer Protection Act, manufacturers, importers and suppliers are required to ensure that products supplied to consumers are reasonably safe under normal or foreseeable use and do not pose undue risks to personal safety or property. Where products are found to be defective or unsafe, the relevant responsible parties may be required to bear civil liabilities, including compensation for damages.

Certain categories of products may also be subject to mandatory inspection, testing or compliance with prescribed technical or safety standards. Failure to comply with the applicable requirements may result in administrative penalties, product recalls, suspension of sales or other regulatory actions.

Regulations on procurement

When Chinese Mainland enterprises procure goods, technology or services from suppliers in Taiwan, the relevant transactions are generally subject to applicable Taiwan laws and regulations. Depending on the nature of the relevant transaction, the counterparties may be required to complete certain licensing, filing, declaration or other administrative procedures in accordance with applicable requirements.

In addition, certain products, technology or payment arrangements may be subject to further regulatory or administrative requirements under applicable Taiwan laws and regulations.

Regulations on mergers and acquisitions

Mergers and acquisitions by Chinese Mainland enterprises in Taiwan are governed by a regulatory framework primarily centered on investment-related regulations in Taiwan. The Department of Investment Review (the "**Investment Commission**") under the Ministry of Economic Affairs of Taiwan is the primary body responsible for reviewing Chinese Mainland investments. Pursuant to the investment-related regulations of Taiwan, investments in Taiwan by enterprises or individuals from the Chinese Mainland, whether directly or indirectly, including the establishment of companies, acquisition of equity interests, or mergers and acquisitions involving local Taiwan enterprises, are subject to prior approval or filing with the Investment Commission, and are subject to restrictions on investment scope, shareholding structure, and business activities.

Where Chinese Mainland enterprises and individuals engage in business activities in connection with their investments in Taiwan, such activities may involve unauthorized business operations in breach of the related investment regulations. The term unauthorized refers to the failure to obtain prior permission which is required for any profit-seeking enterprise from the Chinese Mainland or those invested by Chinese Mainland entities in a third region. This lack of authorization occurs when an entity bypasses the mandatory investment review process. Within this legal framework, business operations are broadly defined as any conduct related to profit-seeking or commercial engagement in Taiwan, including activities such as engaging in business negotiations, issuing quotes or signing contracts, soliciting customers, interviewing talent, or providing after-sales services. Such breaches may result in regulatory actions, including orders to rectify, suspension or termination of the investment, disposal of relevant interests, administrative penalties, or criminal liabilities. For the most serious breaches, the statutory limitation period for the Taiwan authorities to prosecute or conclude legal proceedings can reach 20 years. Under current Taiwanese laws, should Chinese Mainland enterprises or individuals fail to appear before the Taiwan court, the maximum potential liabilities consist of detention for not more than 60 days and a fine of not more than NT$15 million.

OVERVIEW

Our history can be traced back to March 2018, when our Company was established in Guangzhou, the PRC by our founder, Mr. Wang Laixi, through Luxvisions Limited. In May 2025, our Company was converted from a limited liability company into a joint stock company. Since our establishment, we have received substantial investments and support from our **[REDACTED]** Investors which are renowned private equity and strategic investors. See "Directors and Senior Management" for details of Mr. Wang Laixi and "— **[REDACTED]** Investments" for details of our **[REDACTED]** Investors.

We are a global leading provider of precision optical solutions, focusing on the mid- to high-end optical module and system integration markets for global consumer electronics, automotive electronics, smart office applications, and emerging sectors and others. For further details, see "Business."

OUR MILESTONES

The following table sets forth our key corporate and business development milestones:

Year	Milestone
2018	Our Company was established in Guangzhou, the PRC as a limited liability company.
2021	We completed the acquisition of Cowell, strategically entering Customer A's camera module business and commencing development in the supply chain for front camera modules of smartphones and camera modules for tablets.
2022	We completed the Series A, Series A+ and Series A2 Financing. We completed the acquisition of the Image Management Department ("**IMG**") business division from LITE-ON Group, integrating businesses such as printers and scanners into its operations, thereby achieving vertical integration from components and core modules to complete system product. We jointly established Luxsense Dongguan with Suteng Innovation Technology Co., Ltd. (深圳市速騰聚創科技有限公司), launched the volume production of LiDAR modules and deepened our strategic presence in the vehicle intelligence sector. We were recognized as the National High-Tech Enterprise (國家高新技術企業) and Guangzhou Unicorn Innovation Enterprise (廣州獨角獸創新企業) and have retained both awards in 2023 and 2024.
2023	We completed the Series A2+ Financing. Our Guangdong Provincial Camera Module Development and Application Engineering Technology Research Center (廣東省攝像模組開發及應用工程技術研究中心) was designated as the Provincial Engineering Technology Research Center (省級工程技術研究中心). We were awarded as the National Green Factory (國家級綠色工廠).
2024	We completed the Series B Financing. We obtained the China National Accreditation Service for Conformity Assessment (CNAS) Laboratory Accreditation Certificate (CNAS實驗室認可證).

Year	Milestone
	Our Company was listed on the Global Unicorn Index (全球獨角獸榜) for two consecutive years in 2024 and 2025.
2025	We completed the acquisition of Luxvisions Shanghai from Konica Minolta, Inc., gaining mass-production capabilities for high-end optical lenses and automotive lenses, thereby enhancing its market share in the automotive, security, and industrial vision sectors.
	Our Camera Module Smart Factory (攝像模組智慧工廠) was awarded as Jiangxi Province Advanced Smart Factory (江西省先進級智慧工廠).
	We obtained the DCMM Level 3 Certificate (數據管理能力成熟度評估模型三級證書) awarded by the China Information Technology Industry Federation (中國電子信息行業聯合會).

OUR MAJOR SUBSIDIARIES

As of the Latest Practicable Date, the following entities were our Major Subsidiaries which had made a material contribution to our results of operation during the Track Record Period:

Name	Date of establishment	Place of establishment	Equity interest attributable to our Group	Principal business activities
Luxvisions Shangrao	April 16, 2019	PRC	100%	Manufacture of optical modules
Luxvisions Hong Kong	March 6, 2018	Hong Kong	100%	Trading of optical products
Development Zone Luxvisions	December 25, 2019	PRC	100%	Project investment platform
Luxvisions Vietnam	May 18, 2023	Vietnam	100%	Manufacture of optical modules
Cowell	November 28, 2006	Cayman Islands	69.82%	Investment holding
Cowell Hong Kong	March 6, 2002	Hong Kong	69.82%	Trading of optical modules
Cowell Dongguan	February 5, 2002	PRC	69.82%	Manufacture of optical modules

MAJOR CORPORATE DEVELOPMENTS AND MAJOR SHAREHOLDING CHANGES OF OUR GROUP

Our Company

Establishment of our Company

Our Company was established in the PRC as a limited liability company on March 16, 2018 with an initial registered capital of USD100 million. Upon establishment, our Company was wholly owned by Luxvisions Limited.

Capital increase in July 2018

Pursuant to the shareholder's resolution passed on July 20, 2018, Luxvisions Limited agreed to make a capital contribution of USD30 million to our Company, which was fully settled in cash before May 8, 2020. Upon completion of the capital increase on July 25, 2018, our registered capital was increased from USD100 million to USD130 million and our Company was wholly owned by Luxvisions Limited.

Capital increase in July 2021

Pursuant to the shareholder's resolution passed on June 22, 2021, the registered capital of our Company was redenominated from USD to RMB. Accordingly, our registered capital of USD130 million was converted to RMB890,610,200.

In July 2021, in order to set up our Share Incentive Platforms, Changshu Yijing, Yijing Limited, Changshu Jingling, Changshu Taijing and Anji Xunjing made a capital contribution of RMB49,019,000 to the registered capital of our Company which was fully settled in cash before December 17, 2021. Concurrently, Mr. Wang Wei (王尉) subscribed for the registered capital of our Company of RMB39,090,000 at a consideration of RMB39,090,000 which was fully settled in cash on June 23, 2021. Upon completion of the above subscription, our registered capital was increased from RMB890,610,200 to RMB978,719,200.

Series A Financing

In January 2022, we completed the registration procedures of Series A Financing with the SAMR and raised a total investment amount of RMB1,795,691,000. Upon completion of the Series A Financing, our registered capital was increased from RMB978,719,200 to RMB1,154,466,926. The subscription amounts, consideration and settlement dates for the investors in the Series A Financing were as follows:

Name of investors	Registered capital subscribed for	Consideration	Date on which the consideration was fully settled in cash
	(RMB)	*(RMB)*	
Luxvisions Limited	156,595,072	1,600,000,000	February 11, 2022
FNOF Merchant Wisdom Limited ("**FNOF**")	9,365,462	95,691,000	February 23, 2022
Shenzhen Kunpeng Guangyuan Private Equity Investment Fund Partnership (Limited Partnership) (深圳鯤鵬光遠私募股權投資基金合夥企業(有限合夥)) ("**Kunpeng Guangyuan**")	4,893,596	50,000,000	February 21, 2022
Zhuhai Guangyuan Jingyao Equity Investment Partnership (Limited Partnership) (珠海光遠景曜股權投資合夥企業(有限合夥)) ("**Guangyuan Jingyao**")	4,893,596	50,000,000	February 22, 2022
Total	175,747,726	1,795,691,000	

The consideration of the Series A Financing was determined based on arm's length negotiations taking into account the business prospect and the expected financial performance of our Company. For further details of the Series A Financing and the background information of the investors in the Series A Financing, see "— **[REDACTED]** Investments" below.

Equity transfers in March 2022 and June 2022

In order to diversify our Shareholders base, in March 2022 and June 2022, the registration procedures of the following equity transfers with the SAMR were completed:

Transferor	Transferee	Registered capital transferred	Approximate percentage of the then equity interest transferred	Consideration	Date on which the consideration was settled in cash
		(RMB)		*(RMB)*	
Luxvisions Limited.	Zhuhai Jinyu Management Consulting Partnership (Limited Partnership) (珠海金羽管理諮詢合夥企業(有限合夥)) ("**Jinyu Management**")	39,180,384	3.39%	500,000,000	March 23, 2022
	Tianjin Hexie Haihe Equity Investment Partnership (Limited Partnership) (天津和諧海河股權投資合夥企業(有限合夥)) ("**Hexie Haihe**")	39,180,384	3.39%	500,000,000	March 15, 2022
	Hongshan Jiechen (Xiamen) Equity Investment Partnership (Limited Partnership) (紅杉杰辰(廈門)股權投資合夥企業(有限合夥)) ("**HongShan Jiechen**")	39,180,384	3.39%	500,000,000	March 18, 2022
	Suzhou Junlian Hehui Innovation Investment Partnership (Limited Partnership) (蘇州君聯禾匯創業投資合夥企業(有限合夥)) ("**Junlian Hehui**")	17,631,173	1.53%	225,000,000	March 16, 2022
	Suzhou Junlian Xiangdao Equity Investment Partnership (Limited Partnership) (蘇州君聯相道股權投資合夥企業(有限合夥)) ("**Junlian Xiangdao**")	9,795,096	0.85%	125,000,000	March 17, 2022
	Guangzhou Yuanfeng Yiguang Enterprise Management Partnership (Limited Partnership) (廣州源峰頤光企業管理合夥企業(有限合夥)) ("**Yuanfeng Yiguang**")	23,508,230	2.04%	300,000,000	March 17, 2022
	Suzhou Xiangzhong Venture Capital Investment Partnership (Limited Partnership) (蘇州祥仲創業投資合夥企業(有限合夥)) ("**Suzhou Xiangzhong**")	6,268,861	0.54%	80,000,000	April 11, 2022
	Nanjing Xiangzhong Venture Capital Investment Partnership (Limited Partnership) (南京祥仲創業投資合夥企業(有限合夥)) ("**Nanjing Xiangzhong**")	1,567,215	0.14%	20,000,000	March 28, 2022
	Mingchen Yuanjing (Shenzhen) Investment Enterprise (Limited Partnership) (明晨遠景(深圳)投資企業(有限合夥)) ("**Mingchen Yuanjing**")	15,672,154	1.36%	200,000,000	April 22, 2022
	Ningbo Jujin Enterprise Management Consulting Partnership (Limited Partnership) (寧波鉅錦企業管理諮詢合夥企業(有限合夥)) ("**Ningbo Jujin**")	7,836,077	0.68%	100,000,000	April 4, 2023
	Zhujie Jingxin (Zibo) Equity Investment Partnership (Limited Partnership) (著杰景新(淄博)股權投資合夥企業(有限合夥)) ("**Zhujie Jingxin**")	15,672,154	1.36%	200,000,000	September 1, 2022
	Anji Gaoyuan Hesheng Equity Investment Partnership (Limited Partnership) (安吉高遠和盛股權投資合夥企業(有限合夥)) ("**Gaoyuan Hesheng**")	7,836,077	0.68%	100,000,000	April 1, 2022

Transferor	Transferee	Registered capital transferred	Approximate percentage of the then equity interest transferred	Consideration	Date on which the consideration was settled in cash
		(RMB)		*(RMB)*	
	Anji Gaoyuan Zhitong Equity Investment Partnership (Limited Partnership) (安吉高遠志同股權投資合夥企業(有限合夥)) ("**Gaoyuan Zhitong**")	7,836,077	0.68%	100,000,000	April 1, 2022
	Guangzhou Wanzehui Kerun Equity Investment Partnership (Limited Partnership) (廣州萬澤匯科潤股權投資合夥企業(有限合夥)) ("**Wanzehui Kerun**")	15,672,154	1.36%	200,000,000	March 29, 2022
	Zhuhai Laiheng Equity Investment Partnership (Limited Partnership) (珠海萊恒股權投資合夥企業(有限合夥)) ("**Zhuhai Laiheng**")	23,508,230	2.04%	300,000,000	March 18, 2022
Mr. Wang Wei . .	Mr. Chang Duxi (常都喜)	4,701,646	0.41%	60,000,000	June 13, 2022

The consideration was determined after arm's length negotiations based on the valuation report dated February 8, 2022 prepared by an independent valuer based on the market approach. For further details of such equity transfer, see "— **[REDACTED]** Investments" below.

Series A+ Financing

In August 2022, we completed the registration procedures of Series A+ Financing with the SAMR and raised a total investment amount of RMB214,000,000. Upon completion of the Series A+ Financing, our registered capital was increased from RMB1,154,466,926 to RMB1,175,411,517. The subscription amounts, consideration and settlement dates for the investors in the Series A+ Financing were as follows:

Name of investors	Registered capital subscribed for	Consideration	Date on which the consideration was fully settled in cash
	(RMB)	*(RMB)*	
Guangzhou Development Zone Chuangjing Industry Investment Fund Partnership (Limited Partnership) (廣州開發區創景產業投資基金合夥企業(有限合夥)) ("**Development Zone Chuangjing**").	6,982,183	71,340,000	August 16, 2022
Guangzhou Kaide Tongjing Industry Fund Partnership (Limited Partnership) (廣州凱得瞳景產業投資合夥企業(有限合夥)) ("**Kaide Tongjing**").	6,981,204	71,330,000	September 8, 2022
Guangzhou Suikai Zhijing Equity Investment Partnership (Limited Partnership) (廣州穗開智景股權投資合夥企業(有限合夥)) ("**Suikai Zhijing**")	6,981,204	71,330,000	July 27, 2022
Total	20,944,591	214,000,000	

The consideration of the Series A+ Financing was determined after arm's length negotiations based on the basis of consideration under the Series A Financing. For further details of the Series A+ Financing and the background information of the investors in the Series A+ Financing, see "— **[REDACTED]** Investments" below.

Series A2 Financing and equity transfers in October 2022

In October 2022, we completed the registration procedures of Series A2 Financing with the SAMR and raised a total investment amount of RMB1.23 billion. Upon completion of the Series A2 Financing and the equity transfers below, our registered capital was increased from RMB1,175,411,517 to RMB1,254,848,669. The subscription amounts, consideration and settlement dates for the investors in the Series A2 Financing were as follows:

Name of investors	Registered capital subscribed for	Consideration	Date on which the consideration was fully settled in cash
	(RMB)	*(RMB)*	
Qingdao Tiefa No. 1 Investment Partnership (Limited Partnership) (青島鐵發壹號投資合夥企業(有限合夥)) ("**Qingdao Tiefa**") . .	3,229,152	50,000,000	November 10, 2022
Anji Gaoyuan Changhua Equity Investment Partnership (Limited Partnership) (安吉高遠昌華股權投資合夥企業(有限合夥)) ("**Gaoyuan Changhua**")	9,687,458	150,000,000	March 30, 2023
Anji Gaoyuan Zhongsheng Equity Investment Partnership (Limited Partnership) (安吉高遠中晟股權投資合夥企業(有限合夥)) ("**Gaoyuan Zhongsheng**").	6,458,305	100,000,000	April 12, 2023
Guangzhou Guangkai Zhixing Equity Investment Partnership (Limited Partnership) (廣州廣開智行股權投資合夥企業(有限合夥)) ("**Guangkai Zhixing**"). . .	2,583,322	40,000,000	October 31, 2022
Guangzhou Suikai Zhizao Equity Investment Partnership (Limited Partnership) (廣州穗開智造股權投資合夥企業(有限合夥)) ("**Suikai Zhizao**").	2,583,322	40,000,000	October 31, 2022
Guangzhou Suikai Huijing Equity Investment Partnership (Limited Partnership) (廣州穗開慧景股權投資合夥企業(有限合夥)) ("**Suikai Huijing**")	13,562,442	210,000,000	October 31, 2022
CITIC Securities Investment Limited (中信證券投資有限公司) ("**CITICS Investment**") .	12,916,610	200,000,000	October 20, 2022

Name of investors	Registered capital subscribed for	Consideration	Date on which the consideration was fully settled in cash
	(RMB)	*(RMB)*	
Guangdong Qianxing Shengjing Innovation Investment Partnership (Limited Partnership) (廣東千行盛景創業投資合夥企業(有限合夥)) ("**Guangdong Qianxing**")	6,458,305	100,000,000	N/A[(1)]
Guangzhou Wanzehui Herun Industry Investment Partnership (Limited Partnership) (廣州萬澤匯合潤產業投資合夥企業(有限合夥)) ("**Wanzehui Herun**")	4,520,814	70,000,000	November 8, 2022
Forebright Sparkle Eden Limited ("**Forebright Sparkle**")	3,229,152	50,000,000	November 14, 2022
Junlian Xiangdao	1,291,661	20,000,000	October 28, 2022
CICC Zhixing (Wuhan) Industry Fund Partnership (Limited Partnership) (中金知行(武漢)產業基金合夥企業(有限合夥)) ("**CICC Zhixing**")	3,229,152	50,000,000	October 31, 2022
CEC CICC (Xiamen) Intelligent Industry Equity Investment Fund Partnership (Limited Partnership) (中電中金(廈門)智能產業股權投資基金合夥企業(有限合夥)) ("**CEC CICC**")	3,229,152	50,000,000	October 27, 2022
Tianjin Richu Hechu Enterprise Management Center (Limited Partnership) (天津日初禾初企業管理中心(有限合夥)) ("**Tianjin Richu**")	6,458,305	100,000,000	N/A[(1)]
Total	79,437,152	1,230,000,000	

Note:

(1) Guangdong Qianxing and Tianjin Richu transferred their respective equity interests in our Company to Luxvisions Limited, Gejin Guangfa, Zhongshan Guangfa and Zhonghui Guangfa in March 2023, and had not yet paid their capital contribution in our Company as of the date of such transfers. The obligation to fulfill the subsequent capital contribution was consequently assumed by Luxvisions Limited, Gejin Guangfa, Zhongshan Guangfa and Zhonghui Guangfa and was fully settled in cash on May 4, 2023. Upon completion of the equity transfers, each of Guangdong Qianxing and Tianjin Richu was no longer our Shareholder. See "— A2+ Financing and equity transfer in March 2023" below for details.

Concurrently, the following equity transfers were also completed:

Transferor	Transferee	Registered capital transferred	Approximate percentage of the then equity interest transferred	Consideration	Date on which the consideration was settled in cash
		(RMB)		*(RMB)*	
Zhujie Jingxin . .	Anji Gaoyuan Hongze Equity Investment Partnership (Limited Partnership) (安吉高遠鴻澤股權投資合夥企業(有限合夥)) ("**Gaoyuan Hongze**")	5,485,254	0.48%	70,000,000	August 23, 2022
Ningbo Jujin . . .	Anji Shenghong Equity Investment Partnership (Limited Partnership) (安吉盛泓股權投資合夥企業(有限合夥)) ("**Anji Shenghong**")	2,350,823	0.20%	30,000,000	October 20, 2022
Luxvisions Limited.	Xunyuan Asset Management (Jiangsu) Co., Ltd. (訊源資產管理(江蘇)有限公司) ("**Jiangsu Xunyuan**")	12,916,610	1.03%	200,000,000	December 5, 2022
	Anji Gaoyuan Guanghong Equity Investment Partnership (Limited Partnership) (安吉高遠廣宏股權投資合夥企業(有限合夥)) ("**Gaoyuan Guanghong**")	6,458,305	0.51%	100,000,000	April 24, 2023
	Anji Gaoyuan Wanxin Equity Investment Partnership (Limited Partnership) (安吉高遠皖新股權投資合夥企業(有限合夥)) ("**Gaoyuan Wanxin**")	6,458,305	0.51%	100,000,000	April 24, 2023
	Anji Gaoyuan Baitai Equity Investment Partnership (Limited Partnership) (安吉高遠百泰股權投資合夥企業(有限合夥)) ("**Gaoyuan Baitai**")	6,458,305	0.51%	100,000,000	April 24, 2023

The consideration of the Series A2 Financing and the equity transfers was determined after arm's length negotiations based on the valuation report dated September 9, 2022 prepared by an independent valuer based on the market approach. For further details of the Series A2 Financing and the background information of the investors in Series A2 Financing, see "— **[REDACTED]** Investments" below.

A2+ Financing and equity transfers in March 2023

In March 2023, Zhongyi Equity Fund (Hebei Xiong'an) Partnership (Limited Partnership) (中移股權基金(河北雄安)合夥企業(有限合夥)) ("**Zhongyi Equity Fund**") made a capital contribution of RMB500,000,000 and was settled in cash on March 6, 2023. As a result, our registered capital was increased from RMB1,254,848,669 to RMB1,287,140,194. Concurrently, the following equity transfers were also completed:

Transferor	Transferee	Registered capital transferred	Approximate percentage of the then equity interest transferred	Consideration	Date on which the consideration was settled in cash
		(RMB)		*(RMB)*	
Guangdong Qianxing	Luxvisions Limited	6,458,305	0.51%	Nil[(1)]	N/A
Tianjin Richu. . .	Zhuhai Gejin Guangfa Xinde Phase III Technology Innovation Technology Investment Fund (Limited Partnership) (珠海格金廣發信德三期科技創業投資基金(有限合夥)) ("**Gejin Guangfa**")	3,229,152.5	0.25%	Nil[(1)]	N/A

Transferor	Transferee	Registered capital transferred	Approximate percentage of the then equity interest transferred	Consideration	Date on which the consideration was settled in cash
		(RMB)		*(RMB)*	
	Zhongshan Public Guangfa Xinde New Energy Industry Investment Fund (Limited Partnership) (中山公用廣發信德新能源產業投資基金(有限合夥)) ("**Zhongshan Guangfa**")	1,937,491.5	0.15%	Nil[(1)]	N/A
	Zhongshan Zhonghui Guangfa Xinde Equity Investment Fund (Limited Partnership) (中山中匯廣發信德股權投資基金(有限合夥)) ("**Zhonghui Guangfa**")	1,291,661	0.10%	Nil[(1)]	N/A

Note:

(1) As Guangdong Qianxing and Tianjin Richu (the transferors) had not yet paid their capital contribution in our Company as of the date of such transfers, their equity interest were transferred at nil consideration. The obligation to fulfill the subsequent capital contribution was consequently assumed by Luxvisions Limited, Gejin Guangfa, Zhongshan Guangfa and Zhonghui Guangfa (the transferees) and was fully settled in cash on May 4, 2023. Upon completion of the equity transfers, each of Guangdong Qianxing and Tianjin Richu was no longer our Shareholder.

Equity transfer in August 2023

In August 2023, the registration procedures of the following equity transfers with the SAMR were completed:

Transferor	Transferee	Transferred registered capital	Approximate percentage of the then equity interest transferred	Consideration	Date on which the consideration was settled in cash
		(RMB)		*(RMB)*	
Gaoyuan Wanxin .	Qingdao Ocean Development Group Co., Ltd. (青島海洋發展集團有限公司) ("**Ocean Development**")	1,937,491.5	0.15%	30,000,000	December 1, 2022
	Anji Lixin Enterprise Management Partnership (Limited Partnership) (安吉勵新企業管理合夥企業(有限合夥)) ("**Anji Lixin**")	4,520,813.5	0.35%	70,000,000	April 17, 2023
Gaoyuan Guanghong . . .	Anji Lixin	3,229,152.5	0.25%	50,000,000	December 1, 2022
Gaoyuan Baitai . .	Anji Lixin	6,458,305	0.50%	100,000,000	December 1, 2022

The consideration was determined after arm's length negotiations based on the valuation report dated September 9, 2022 prepared by an independent valuer based on the market approach.

Series B Financing and equity transfers in June 2024

In June 2024, we completed the registration procedures of Series B Financing with the SAMR and raised a total investment amount of RMB1.5 billion. Upon completion of the Series B Financing, our registered capital was increased from RMB1,287,140,194 to RMB1,379,078,779. The subscription amounts, consideration and settlement dates for the investors in the Series B Financing were as follows:

Name of investors	Registered capital subscribed for	Consideration	Date on which the consideration was fully settled in cash
	(RMB)	*(RMB)*	
Wuxi Guoshou Chengda Equity Investment Center (Limited Partnership) (無錫國壽成達股權投資中心(有限合夥)) ("**Wuxi Guoshou**")	30,646,195	500,000,000	March 29, 2024
Jinshi Manufacturing Transformation and Upgrading New Materials Fund (Limited Partnership) (金石製造業轉型升級新材料基金(有限合夥)) ("**Jinshi Manufacturing**")	18,387,717	300,000,000	March 14, 2024
Jinshi Hanjing (Guangzhou) Industry Investment Partnership (Limited Partnership) (金石翰景(廣州)產業投資合夥企業(有限合夥)) ("**Jinshi Hanjing**")	12,258,478	200,000,000	March 14, 2024
Shenzhen Shunjing CoStone Enterprise Management Partnership (Limited Partnership) (深圳市順景基石企業管理合夥企業(有限合夥)) ("**Shunjing CoStone**")	4,290,467	70,000,000	March 15, 2024
China Mobile Investment Holding Co., Ltd. (中移投資控股有限責任公司) ("**China Mobile Investment**")	18,387,717	300,000,000	March 25, 2024
Forebright Sparkle	1,838,772	30,000,000	June 24, 2024
CITICS Investment	6,129,239	100,000,000	March 20, 2024
Total	91,938,585	1,500,000,000	

The consideration of the Series B Financing was determined after arm's length negotiations based on the valuation report dated December 29, 2023 prepared by an independent valuer based on the market approach. For further details of the Series B Financing and the background information of the investors in the Series B Financing, see "— **[REDACTED]** Investments" below.

Concurrently, the following equity transfers were also completed to further diversify our Shareholders base, details of which are set below:

Transferor	Transferee	Registered capital transferred	Approximate percentage of the then equity interest transferred	Consideration	Date on which the consideration was fully settled in cash
		(RMB)		*(RMB)*	
Zhongshan Guangfa	Guangzhou Xinde Zhiyuan Technology Investment Partnership (Limited Partnership) (廣州信德致遠科技投資合夥企業(有限合夥)) ("**Xinde Zhiyuan**")	1,937,491.5	0.15%	Nil[1]	N/A
Zhonghui Guangfa	Xinde Zhiyuan	1,291,661	0.10%	Nil[1]	N/A
Anji Shenghong	Nanchang Gaoyuan Huiyuan Enterprise Management Partnership (南昌高遠匯遠企業管理合夥企業(有限合夥)) ("**Nanchang Gaoyuan**", formerly known as Huai'an Gaoyuan Huiyuan Enterprise Management Partnership (淮安高遠匯遠企業管理合夥企業(有限合夥)))	2,350,823	0.18%	38,354,147.41[3]	July 24, 2024
Changshu Yijing	Guangzhou Jingxiang	25,500,000	1.98%	Nil[2]	N/A
Changshu Jingling	Guangzhou Jingxiang	5,568,000	0.43%	Nil[2]	N/A
Changshu Taijing	Guangzhou Jingxiang	3,995,000	0.31%	Nil[2]	N/A
Anji Xunjing	Guangzhou Jingxiang	3,658,000	0.28%	Nil[2]	N/A
Luxvisions Limited	Wuxi Guoshou	30,646,195	2.38%	500,000,000[3]	July 19, 2024
	Jinshi Manufacturing	18,387,717	1.42%	300,000,000[3]	July 8, 2024
	Jinshi Hanjing	12,258,478	0.95%	200,000,000[3]	July 22, 2024
	Xinde Zhiyuan	180,554	0.01%	2,945,783[3]	July 22, 2024
	CITICS Investment	6,129,239	0.48%	100,000,000[3]	July 31, 2024
	Nanchang Gaoyuan	16,303,776	1.27%	266,000,000[3]	July 24, 2024
	Forebright Sparkle	4,290,467	0.33%	70,000,000[3]	July 18, 2024
Mr. Wang Wei	Shunjing CoStone	13,484,326	1.05%	220,000,000[3]	March 15, 2024
	Xinde Zhiyuan	14,774,789	1.15%	241,054,217[3]	April 12, 2024
	CICC Zhixing	1,838,772	0.14%	30,000,000[3]	April 29, 2024
	Wanzehui Herun	4,290,467	0.33%	70,000,000[3]	April 2, 2024

Notes:

(1) Zhongshan Guangfa and Zhonghui Guangfa transferred their respective equity interests in our Company to Xinde Zhiyuan in the form of an equity investment in Xinde Zhiyuan, and upon completion of such equity transfers, Zhongshan Guangfa and Zhonghui Guangfa ceased to be our direct Shareholders, and instead holding the equity interests in our Company indirectly through Xinde Zhiyuan.

(2) As of the date of such equity transfers, Changshu Yijing, Changshu Jingling, Changshu Taijing and Anji Xunjing were limited partners of Guangzhou Jingxiang. Upon completion of such equity transfers, Changshu Yijing, Changshu Jingling, Changshu Taijing and Anji Xunjing ceased to be our direct Shareholders, and instead holding the equity interests in our Company indirectly through Guangzhou Jingxiang.

(3) The consideration was determined after arm's length negotiations based on the valuation report dated December 29, 2023 prepared by an independent valuer based on the market approach and was settled in cash on July 31, 2024. Upon completion of the equity transfer, Mr. Wang Wei was no longer our Shareholder.

Conversion into a joint stock limited liability company

On January 8, 2025, our Shareholders passed resolutions in our general meeting approving, among other matters, the conversion of our Company from a limited liability company into a joint stock limited liability company and the conversion of the net assets value of our Company as of August 31, 2024 of RMB7,142,880,009.42 into 1,379,078,779 Shares at a ratio of 1:0.193070. On February 18, 2025, our Company convened our inaugural meeting, and passed related resolutions approving the conversion into a joint stock limited liability company, the articles of association and the relevant procedures. Upon completion of the conversion, the registered capital of our Company became RMB1,379,078,779 divided into 1,379,078,779 Shares with a nominal value of RMB1.00 each, which were subscribed by all our then Shareholders in proportion to their respective equity interests in our Company before the conversion. The conversion was completed on May 19, 2025 when our Company obtained a new business license.

Share transfers in December 2024 and up to the Latest Practicable Date

Since December 2024 and up to the Latest Practicable Date, the following Share transfers were completed:

Transferor	Transferee	Shares transferred	Approximate percentage of Shares transferred	Consideration	Date on which the consideration was fully settled in cash
				(RMB)	
Mingchen Yuanjing . .	CMG Media Convergence Industry Investment Fund (Limited Partnership) (央視融媒體產業投資基金(有限合夥)) ("**CMG Fund**")	15,672,154	1.14%	244,326,000[(2)]	May 30, 2025
Nanchang Gaoyuan . .	Anhui Tieji Lijing Equity Investment Partnership (Limited Partnership) (安徽鐵基立景股權投資合夥企業(有限合夥)) ("**Anhui Tieji**")	6,002,712	0.44%	98,000,000[(1)]	June 9, 2025
Nanchang Gaoyuan . .	Zhangjiagang Taikang Qianzhen Equity Investment Partnership (Limited Partnership) (張家港泰康乾貞股權投資合夥企業(有限合夥)) ("**Zhangjiagang Taikang**")	4,903,393	0.36%	80,000,000[(1)]	June 17, 2025
Nanchang Gaoyuan . .	Nanchang Taikang Qianzhen Equity Investment Fund (Limited Partnership) (南昌泰康乾貞股權投資基金(有限合夥)) ("**Nanchang Taikang**")	2,451,696	0.18%	40,000,000[(1)]	June 17, 2025
Nanchang Gaoyuan . .	37 Lexin (Guangzhou) Industry Investment Partnership (Limited Partnership) (三七樂心(廣州)產業投資合夥企業(有限合夥)) ("**37 Lexin**")	1,176,814	0.09%	19,200,000[(1)]	June 17, 2025
Junlian Hehui.	CICC Generation (Suzhou) Emerging Industries Equity	3,579,331	0.26%	52,557,876.93[(2)]	July 4, 2025
Junlian Xiangdao. .	Investment Fund II Partnership (Limited Partnership) (中金啟辰貳期(蘇州)新興產業股權投資基金合夥企業(有限合夥)) ("**CICC Generation Fund (Suzhou)**")	2,250,740	0.16%	33,049,225.10[(2)]	July 4, 2025
Junlian Hehui.	CICC Generation (Wuxi) Emerging Industries Equity	2,692,341	0.20%	39,533,568.41[(2)]	July 4, 2025
Junlian Xiangdao. .	Investment Fund II Partnership (Limited Partnership) (中金啟辰貳期(無錫)新興產業股權投資基金合夥企業(有限合夥)) ("**CICC Generation Fund (Wuxi)**")	1,692,986	0.12%	24,859,324.23[(2)]	July 4, 2025
Kaide Tongjing . .	CMG Fund	3,571,108	0.26%	55,673,992.80[(2)]	September 24, 2025

Notes:

(1) As of the date of such equity transfers, Anhui Tieji, Zhangjiagang Taikang, Nanchang Taikang and 37 Lexin were limited partners of Nanchang Gaoyuan. Upon completion of such equity transfers, Anhui Tieji, Zhangjiagang Taikang, Nanchang Taikang and 37 Lexin ceased to hold the equity interests in our Company through Nanchang Gaoyuan, and instead became our direct Shareholders. Accordingly, the consideration was determined based on the basis of consideration paid by Nanchang Gaoyuan under the Series B Financing.

(2) The consideration was determined after arm's length negotiations based on the valuation report dated December 29, 2023 prepared by an independent valuer based on the market approach. For further details of such equity transfer, see "— **[REDACTED]** Investments" below.

Upon completion of the aforementioned Share transfers and as of the Latest Practicable Date, the shareholding structure of our Company was as follows:

Name of Shareholders	Number of Shares	Approximate percentage of Shares held
Luxvisions Limited	662,830,974	48.06%
Wuxi Guoshou	61,292,390	4.44%
HongShan Jiechen	39,180,384	2.84%
Hexie Haihe	39,180,384	2.84%
Jinyu Management	39,180,384	2.84%
Guangzhou Jingxiang	38,721,000	2.81%
Jinshi Manufacturing	36,775,434	2.67%
Zhongyi Equity Fund	32,291,525	2.34%
CITICS Investment	25,175,088	1.83%
Jinshi Hanjing	24,516,956	1.78%
Zhuhai Laiheng	23,508,230	1.70%
Yuanfeng Yiguang	23,508,230	1.70%
CMG Fund	19,243,262	1.40%
China Mobile Investment	18,387,717	1.33%
Xinde Zhiyuan	18,184,496	1.32%
Shunjing CoStone	17,774,793	1.29%
Wanzehui Kerun	15,672,154	1.14%
Anji Lixin	14,208,271	1.03%
Suikai Huijing	13,562,442	0.98%
Jiangsu Xunyuan	12,916,610	0.94%
Junlian Hehui	11,359,501	0.82%
Yijing Limited	10,298,000	0.75%
Zhujie Jingxin	10,186,900	0.74%
Gaoyuan Changhua	9,687,458	0.70%
FNOF	9,365,462	0.68%
Forebright Sparkle	9,358,391	0.68%
Wanzehui Herun	8,811,281	0.64%
Gaoyuan Zhitong	7,836,077	0.57%
Gaoyuan Hesheng	7,836,077	0.57%
Junlian Xiangdao	7,143,031	0.52%
Development Zone Chuangjing	6,982,183	0.51%
Suikai Zhijing	6,981,204	0.51%
Gaoyuan Zhongsheng	6,458,305	0.47%
Suzhou Xiangzhong	6,268,861	0.45%
Anhui Tieji	6,002,712	0.44%
CICC Generation Fund (Suzhou)	5,830,071	0.42%

Name of Shareholders	Number of Shares	Approximate percentage of Shares held
Gaoyuan Hongze	5,485,254	0.40%
Ningbo Jujin	5,485,254	0.40%
CICC Zhixing	5,067,924	0.37%
Zhangjiagang Taikang	4,903,393	0.36%
Kunpeng Guangyuan	4,893,596	0.35%
Guangyuan Jingyao	4,893,596	0.35%
Mr. Chang Duxi	4,701,646	0.34%
CICC Generation Fund (Wuxi)	4,385,327	0.32%
Nanchang Gaoyuan	4,119,984	0.30%
Kaide Tongjing	3,410,096	0.25%
Gejin Guangfa	3,229,153	0.23%
CEC CICC	3,229,152	0.23%
Qingdao Tiefa	3,229,152	0.23%
Gaoyuan Guanghong	3,229,153	0.23%
Suikai Zhizao	2,583,322	0.19%
Guangkai Zhixing	2,583,322	0.19%
Nanchang Taikang	2,451,696	0.18%
Ocean Development	1,937,492	0.14%
Nanjing Xiangzhong	1,567,215	0.11%
37 Lexin	1,176,814	0.09%
Total	**1,379,078,779**	**100.00%**

MAJOR ACQUISITIONS AND DISPOSALS

Acquisition of LITE-ON Business and Assets

In order to diversify our product portfolio and strengthen the vertical integration of our business, while enhance the collaborative layout of the target business and assets and our business in the optical field, on December 6, 2022, our Company and Luxvisions Hong Kong (as the purchaser) entered into a master assets and business transfer agreement (the "**Master Transfer Agreement**") with LITE-ON TECHNOLOGY CORPORATION (光寶科技股份有限公司) ("**LITE-ON**"), LITE-ON Electronics (GUANGZHOU) Limited (光寶電子(廣州)有限公司) ("**LITE-ON Guangzhou**") and LITE-ON TRADING USA. INC. ("**LITE-ON USA**") (together, as the seller) to acquire the existing business of assembling, manufacturing, selling, R&D and supplying of the printers and scanners business related products or modules as of the reference date stipulated in the Master Transfer Agreement (the "**LITE-ON Business and Assets**"). Three ancillary agreements have also been executed on the same date as the Master Transfer Agreement, being (i) the business transfer agreement entered into between Luxvisions Hong Kong and LITE-ON for the acquisition of the LITE-ON Business and Assets located in Taiwan which was finally settled at a consideration of RMB711,992,405; (ii) the assets transfer agreement entered into between Luxvisions Hong Kong and LITE-ON USA for the acquisition of the LITE-ON Business and Assets related inventory which was finally settled at a consideration of USD1,919,284; and (iii) the transfer agreement entered into between our Company and LITE-ON Guangzhou for the acquisition of the LITE-ON Business and Assets located in Chinese Mainland which was finally settled at a consideration of RMB275,087,190. In addition, our Company has entered into an intellectual property transfer and license agreement with LITE-ON and LITE-ON Guangzhou on the same date as the Master Transfer Agreement for the acquisition of the LITE-ON Business and Assets related intellectual properties which was finally settled at a consideration of RMB17,000,000.

The final consideration was determined after arm's length negotiation based on the financial figures as of December 31, 2022 and has been fully settled on February 2, 2023. Each of LITE-ON, LITE-ON Guangzhou and LITE-ON USA is an Independent Third Party. The acquisition was completed on December 31, 2022 and have been properly and legally completed and settled, and all relevant approvals required from the relevant authorities have been obtained.

None of the applicable percentage ratios as defined under the Listing Rules in respect of the acquisition of the LITE-ON Business and Assets exceeds 25%. Accordingly, the relevant pre-acquisition financial information of the LITE-ON Business and Assets are not required to be disclosed pursuant to Rule 4.05A of the Listing Rules. See "— 15. Acquisitions of subsidiaries — (b) Other business combinations — (i) LITE-ON" to Appendix I for further details.

SHARE INCENTIVE SCHEME

In recognition of the contributions of our employees and to incentivize them to further promote our development, we have adopted a share incentive scheme (the "**Share Incentive Scheme**") to award the partnership interest in our share incentive platforms to the scheme participants. Yijing Limited, Guangzhou Jingxiang and its limited partners, being Changshu Yijing, Changshu Jingling, Changshu Taijing and Anji Xunjing, were established as our Share Incentive Platforms.

According to the Share Incentive Scheme and the respective grant agreements, certain of our employees or former employees and certain other person(s) eligible for incentive as determined by the chairlady of our Board were granted with awards and registered as the limited partners of one or more of the Share Incentive Platforms upon the grant of and the exercise of their awards. All management powers of the Share Incentive Platforms are exercised by their respective general partners, according to the respective partnership agreements, whereas the relevant employees or former employees as the limited partners of such Share Incentive Platforms are entitled to the economic interest.

The following sets forth information of the Share Incentive Platforms.

Yijing Limited

Yijing Limited is a company incorporated in Hong Kong with limited liability on July 10, 2020. As of the Latest Practicable Date, Yijing Limited had six shareholders including (i) Mr. Chen Han-Yang (陳漢洋), our deputy general manager and financial director, who held approximately 64.41% shareholding; (ii) Mr. Wu Ying-Cheng (吳英政), an executive director, the chief executive officer and the chief financial officer of Cowell, a director of Cowell Dongguan and a manager of Development Zone Luxvisions, who held approximately 30.71% shareholding; and (iii) four existing employees, all being Independent Third Parties, who held approximately 4.88% shareholding in aggregate.

Guangzhou Jingxiang

Guangzhou Jingxiang is a limited partnership established in the PRC on November 8, 2023. As of the Latest Practicable Date, the general partner of Guangzhou Jingxiang was Mr. Meng Yan (孟岩), our general manager and the director and manager of Cowell Dongguan, who held approximately 0.26% of the partnership interest. As of the Latest Practicable Date, Guangzhou Jingxiang had four other limited partners, being (i) Changshu Yijing, who held approximately 65.69% interest, (ii) Changshu Jingling holding 14.34% interest, (iii) Changshu Taijing, who held 10.29% interest, and (iv) Anji Xunjing, who held 9.42% interest, all of which were our Share Incentive Platforms.

Changshu Yijing

Changshu Yijing is a limited partnership established in the PRC on January 29, 2021. As of the Latest Practicable Date, the general partner of Changshu Yijing was Mr. Meng Yan, our general manager and the director and manager of Cowell Dongguan, who held approximately 56.86% of the partnership interest. As of the Latest Practicable Date, Changshu Yijing had two limited partners, being (i) Ms. Chen Cuilian (陳翠蓮), our non-executive Director, who held approximately 23.53% interest; and (ii) Mr. Yang Li (楊立), our deputy general manager, the executive director and manager of Luxvisions Shangrao, and the supervisor of Development Zone Luxvisions and Cowell Dongguan, who held approximately 19.61% interest.

Changshu Jingling

Changshu Jingling is a limited partnership established in the PRC on July 3, 2020. As of the Latest Practicable Date, the general partner of Changshu Jingling was Mr. Yang Li, our deputy general manager, the executive director and manager of Luxvisions Shangrao, and the supervisor of Development Zone Luxvisions and Cowell Dongguan, who held approximately 21.84% of the partnership interest. As of the Latest Practicable Date, Changshu Jingling had 30 limited partners, being existing employees of our Group, none of whom held 30% or more interest therein, with all of them being Independent Third Parties except (i) Mr. Meng Yan, our general manager and the director and manager of Cowell Dongguan, who held approximately 1.51% interest; and (ii) Ms. Yu Laifeng (余來鳳), our executive Director (employee Director) and the supervisor of Luxvisions Shangrao, who held approximately 5.42% interest.

Changshu Taijing

Changshu Taijing is a limited partnership established in the PRC on January 26, 2021. As of the Latest Practicable Date, the general partner of Changshu Taijing was Mr. Yang Li, our deputy general manager, the executive director and manager of Luxvisions Shangrao, and the supervisor of Development Zone Luxvisions and Cowell Dongguan, who held approximately 24.03% of the partnership interest. As of the Latest Practicable Date, Changshu Taijing had 36 limited partners, being existing employees of our Group, none of whom held 30% or more interest therein, with all of them being Independent Third Parties except Mr. Meng Yan, our general manager and the director and manager of Cowell Dongguan, who held approximately 1.25% interest.

Anji Xunjing

Anji Xunjing is a limited partnership established in the PRC on October 21, 2020. As of the Latest Practicable Date, the general partner of Anji Xunjing was Mr. Yang Li, our deputy general manager, the executive director and manager of Luxvisions Shangrao, and the supervisor of Development Zone Luxvisions and Cowell Dongguan, who held approximately 10.74% of the partnership interest. As of the Latest Practicable Date, Anji Xunjing had 42 limited partners, being directors and existing employees of our Group, none of whom held 30% or more interest therein, with all of them being Independent Third Parties except (i) Mr. Meng Yan, our general manager and the director and manager of Cowell Dongguan, who held approximately 2.24% interest; and (ii) Ms. Chen Cuilian, our non-executive Director, who held approximately 4.98% interest.

For details of the Share Incentive Scheme, see "Appendix IV — Statutory and General Information — D. Share Incentive Scheme" of this document.

[REDACTED] INVESTMENTS

Our Company attracted several rounds of **[REDACTED]** Investments, details of which are set out below:

	Series A Financing	Series A+ Financing	Series A2 Financing	Series A2+ Financing	Series B Financing
Date of agreement(s)	January 17, 2022	July 6, 2022	September 15, 2022	February 10, 2023	December 27, 2023, December 29, 2023 and January 19, 2024
Date of full settlement of consideration	February 23, 2022	September 8, 2022	April 12, 2023	March 6, 2023	June 24, 2024
Amount of registered capital purchased or subscribed[(1)]	RMB175,747,726	RMB20,944,591	RMB79,437,152	RMB32,291,525	RMB91,938,585
Amount of consideration[(2)]	RMB1,795.69 million	RMB214 million	RMB1.23 billion	RMB500 million	RMB1.5 billion
Approximate cost per RMB1.00 of registered capital/Share paid[(3)]	RMB10.22	RMB10.22	RMB15.48	RMB15.48	RMB16.32
Approximate discount to the [REDACTED] of the [REDACTED][(4)]	**[REDACTED]**%	**[REDACTED]**%	**[REDACTED]**%	**[REDACTED]**%	**[REDACTED]**%
Approximate percentage of shareholding in our total issued share capital upon [REDACTED]	For the shareholding in our Company held by the **[REDACTED]** Investors immediately after completion of the **[REDACTED]**, see "— Corporate Structure — Corporate Structure Immediately After the Completion of the **[REDACTED]**".				
[REDACTED] received by our Company from the [REDACTED] Investments	For the purpose of development of our Group's principal business, R&D and production activities. As of the Latest Practicable Date, the **[REDACTED]** from the **[REDACTED]** Investments has been fully utilized for the aforementioned purposes.				
Strategic benefits of the [REDACTED] Investors brought to our Company	Our Directors were of the view that (i) the **[REDACTED]** Investments have broadened our shareholder base and demonstrated the **[REDACTED]** Investors' endorsement of and confidence in the performance, strength and prospects of our Group; (ii) the **[REDACTED]** Investors include experienced investors in the area of technology, new materials, manufacturing and healthcare industries, who can share their insight on business strategies and provide professional advice on our Group's corporate governance, financial reporting, internal control and future development.				
Lock-up	All current Shareholders (including the **[REDACTED]** Investors) are subject to a lock-up period of 12 months following the **[REDACTED]** according to the PRC Company Law.				

Notes:

1. Representing the number of Shares issued to the respective **[REDACTED]** Investors after completion of our conversion into a joint stock company.
2. Representing the total amount of consideration paid in the respective round of the **[REDACTED]** Investment, without taking into account the consideration paid in respect of the transfers of equity interests between Shareholders.
3. Calculated based on the amount of investment paid in the respective round of the **[REDACTED]** Investment divided by the number of Shares issued to the respective **[REDACTED]** Investors after completion of our conversion into a joint stock company.
4. The discount to the **[REDACTED]** is calculated based on the **[REDACTED]** of HK$**[REDACTED]** per Share, being the **[REDACTED]** of the **[REDACTED]** of HK$**[REDACTED]** to HK$**[REDACTED]**.

Rights of the [REDACTED] Investors

Pursuant to the shareholders agreement (the "**Shareholders Agreement**") dated March 13, 2024 entered into among our Company, Mr. Wang Laixi, Luxvisions Limited, Yijing Limited, Guangzhou Jingxiang, and our then Shareholders, certain special rights were granted to the **[REDACTED]** Investors, including, amongst others, (i) the redemption rights granted by Mr. Wang Laixi and Luxvisions Limited, (ii) director nomination rights, (iii) right of first refusal and drag-along right, (iv) pre-emptive rights, (v) anti-dilution adjustment, (vi) dividend right, (vii) information right and inspection right, (viii) right of entitlement of same favorable terms, (ix) prior consent for grant of incentive Shares and (x) ESG compliance obligations. Pursuant to (i) the equity transfer agreement dated December 9, 2024 entered into between Mingchen Yuanjing and CMG Fund; (ii) the equity transfer agreement dated June 9, 2025 entered into between Nanchang Gaoyuan and Anhui Tieji; (iii) the equity transfer agreement dated June 17, 2025 entered into among Nanchang Gaoyuan, Zhangjiagang Taikang and Nanchang Taikang; (iv) the equity transfer agreement dated June 17, 2025 entered into between Nanchang Gaoyuan and 37 Lexin; (v) the equity transfer agreement dated June 27, 2025 entered into among Junlian Hehui, Junlian Xiangdao, CICC Generation Fund (Suzhou) and CICC Generation Fund (Wuxi); and (vi) the equity transfer agreement dated September 8, 2025 entered into between Kaide Tongjing and CMG Fund, the transferees of the aforementioned equity transfers, shall succeed to the relevant special rights granted to each of the transferors under the Shareholders Agreement. Pursuant to the termination agreement dated November 25, 2025 entered into among our **[REDACTED]** Investors, the redemption right was terminated on the date immediately preceding the first submission of the **[REDACTED]** application, and will be automatically and unconditionally restored in all respects upon the earliest occurrence of (i) our Company withdraw its **[REDACTED]** application or CSRC filing from CSRC, the SFC, the Shanghai Stock Exchange, the Shenzhen Stock Exchange, the Stock Exchange or any other stock exchange recognized by the **[REDACTED]** Investors (together, the "**Relevant Regulatory Authority**"); (ii) the **[REDACTED]** application or CSRC filing of our Company is not accepted, is refused, rejected or terminated by the Relevant Regulatory Authority; and (iii) our Company does not complete the **[REDACTED]** within seven years from March 1, 2022. Other special rights which are required to be terminated pursuant to Chapter 4.2 of the Listing Guide will be terminated on the **[REDACTED]**.

Information about the [REDACTED] Investors

The background information of our **[REDACTED]** Investors who remained as a Shareholder of our Company as of the Latest Practicable Date is set out below.

Jinyu Management and Hexie Haihe

Jinyu Management is a limited partnership established in the PRC. The general partner of Jinyu Management is Shenzhen Jingchuang Zhizao Enterprise Management Partnership (Limited Partnership) (深圳精創智造企業管理合夥企業(有限合夥)) ("**Shenzhen Jingchuang**"), holding 0.002% interest therein. The general partner of Shenzhen Jingchuang is Tibet Zhizao Enterprise Management Co., Ltd. (西藏智造企業管理有限公司) ("**Tibet Zhizao**"), which holds approximately 0.11% interest therein. The sole limited partner of Shenzhen Jingchuang is Shenzhen Baocheng Chuangke Enterprise Management Co., Ltd. (深圳寶成創科企業管理有限公司) ("**Shenzhen Baocheng**"), a wholly-owned subsidiary of Tibet Harmony Enterprise Management Co., Ltd. (西藏和諧企業管理有限公司) ("**Tibet Harmony**"), holding approximately 99.89% interest therein. Tibet Zhizao is a wholly-owned subsidiary of Hexie Aiqi Investment Management (Beijing) Co., Ltd. (和諧愛奇投資管理(北京)有限公司) ("**Hexie Aiqi**"), which is owned as to approximately 73.76% by Tibet Harmony. Tibet Harmony is owned as to approximately 93.63% by Zhuhai Harmony Zhiyuan Management Consulting Co., Ltd. (珠海和諧致遠管理諮詢有限公司) ("**Zhuhai Harmony**"), which is owned as to 40% by Mr. Li Jianguang (李建光), 30% by Mr. Niu Kuiguang (牛奎光), and 30% by Mr. Wang Jingbo (王靜波). The sole limited partner

of Jinyu Management is Shenzhen Hexie Growth Phase III Technology Development Equity Investment Fund Partnership (Limited Partnership) (深圳和諧成長三期科技發展股權投資基金合夥企業(有限合夥)) ("**Shenzhen Hexie**"), holding 99.998% interest therein. Its general partner is Shenzhen Jingchuang, holding 3% interest therein. It has 19 limited partners, none of whom holds 30% or more partnership interest therein.

Hexie Haihe is limited partnership established in the PRC, the general partner of which is Tianjin Yuhui Management Consulting Co., Ltd. (天津煜輝管理諮詢有限公司) ("**Tianjin Yuhui**"), which held approximately 0.015% partnership interests in Hexie Haihe. Tianjin Yuhui is wholly owned by Tianjin Chenhui Investment Management Co., Ltd. (天津宸輝投資管理有限公司) ("**Tianjin Chenhui**"). The largest shareholder of Tianjin Chenhui is Mr. Lian Meng (連萌), holding 30% equity interests in Tianjin Chenhui. The largest limited partner of Hexie Haihe is Yiwu Hexie Jinhong Equity Investment Partnership (Limited Partnership) (義烏和諧錦弘股權投資合夥企業(有限合夥)) ("**Yiwu Hexie**"), which held approximately 99.97% partnership interests in Hexie Haihe.

Jinyu Management has acting-in-concert arrangement with Hexie Haihe.

To the best of knowledge, information and belief, and having made all reasonable enquiries, each of Jinyu Management, Shenzhen Jingchuang, Tibet Zhizao, Shenzhen Baocheng, Hexie Aiqi, Tibet Harmony, Zhuhai Harmony, Mr. Li Jianguang, Mr. Niu Kuiguang, Mr. Wang Jingbo, Hexie Haihe, Tianjin Yuhui, Tianjin Chenhui, Yiwu Hexie, and Mr. Lian Meng is an Independent Third Party.

HongShan Jiechen

HongShan Jiechen is a limited partnership established in the PRC focusing on investment in technology industry. The general partner of HongShan Jiechen is Shenzhen HongShan Antai Equity Investment Partnership Enterprise (Limited Partnership) (深圳紅杉安泰股權投資合夥企業(有限合夥)) ("**HongShan Antai**"), holding approximately 0.20% interest therein. The general partner of HongShan Antai is Shenzhen HongShan Huanyu Investment Consulting Co., Ltd. (深圳市紅杉桓宇投資諮詢有限公司) ("**HongShan Huanyu**"), holding 4.88% interest therein, which is owned as to 70% by Mr. Zhou Kui (周逵) and 30% by Xiamen HongShan Xingrui Innovation Technology Co., Ltd. (廈門紅杉興瑞創新科技有限公司) ("**HongShan Xingrui**"), a company which is ultimately controlled by Mr. Zhou Kui.

Save for Shenzhen HongShan Yuechen Investment Partnership Enterprise (Limited Partnership) (深圳紅杉悦辰投資合夥企業(有限合夥)) ("**HongShan Yuechen**") holding approximately 63.33% interest in HongShan Jiechen, none of other limited partners of HongShan Jiechen holds 30% or more partnership interest therein. The general partner of HongShan Yuechen is HongShan Antai.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of HongShan Jiechen, HongShan Antai, HongShan Huanyu, HongShan Xingrui, HongShan Yuechen, and Mr. Zhou Kui is an Independent Third Party.

Yuanfeng Yiguang

Yuanfeng Yiguang is a limited partnership established in the PRC focusing on investment in technology industry. The general partner of Yuanfeng Yiguang is Xiamen Yuanfeng Investment Co., Ltd. (廈門源峰投資有限公司) ("**Yuanfeng Investment**"), holding approximately 0.03% interest therein. Yuanfeng Investment is owned as to approximately 90.91% by Beijing Panmao Investment Management Co., Ltd. (北京磐茂投資管理有限公司) ("**Beijing Panmao**"), which is owned as to 35% by Mr. Nie Lei (聶磊) and 35% by Mr. Tian Yu (田宇) and none of the other shareholders of Beijing Panmao holds 30% or more interest therein.

The sole limited partner of Yuanfeng Yiguang is Xiamen Yuanfeng Equity Investment Fund Partnership (Limited Partnership) (廈門源峰股權投資基金合夥企業(有限合夥)) ("**Xiamen Yuanfeng**"), holding approximately 99.97% interest therein, the general partner of which is Yuanfeng Investment. Xiamen Yuanfeng has 44 limited partners, none of whom holds 30% or more partnership interest therein.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Yuanfeng Yiguang, Yuanfeng Investment, Beijing Panmao, Xiamen Yuanfeng, Mr. Nie Lei, and Mr. Tian Yu is an Independent Third Party.

Zhuhai Laiheng

Zhuhai Laiheng is a limited partnership established in the PRC, the general partner of which is Shenzhen Gao Ling Tiancheng Phase III Investment Co., Ltd. (深圳高瓴天成三期投資有限公司) ("**Gaoling Tiancheng**"). The limited partners of Zhuhai Laiheng are private equity funds that are record-filed with Asset Management Association of China (AMAC) or its investment vehicle.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Zhuhai Laiheng and Gaoling Tiancheng is an Independent Third Party.

Junlian Hehui and Junlian Xiangdao

Junlian Hehui is a limited partnership established in PRC. The general partner of Junlian Hehui is Beijing Junlian Tongdao Private Equity Fund Management Partnership Enterprise (Limited Partnership) (北京君聯同道私募基金管理合夥企業(有限合夥)) ("**Junlian Tongdao**"), holding approximately 0.44% interest therein. The general partner of Junlian Tongdao is Shenzhen Junlian Qisheng Management Consulting Co., Ltd. (深圳君聯祺盛管理諮詢有限公司) ("**Junlian Qisheng**"), a wholly-owned subsidiary of Legend Capital Co., Ltd, (君聯資本管理股份有限公司) ("**Legend Capital**"). Junlian Xiangdao is a limited partnership established in PRC focusing on investment in companies of technology industry, including (永臻科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603381). The general partner of Junlian Xiangdao is Lhasa Junqi Enterprise Management Co., Ltd. (拉薩君祺企業管理有限公司) ("**Lhasa Junqi**"), a wholly-owned subsidiary of Legend Capital, holding approximately 1.18% interest therein. None of the limited partners of Junlian Xiangdao holds 30% or more interest therein. Legend Capital is ultimately controlled by Mr. Zhu Linan (朱立南), Mr. Chen Hao (陳浩), Mr. Wang Nengguang (王能光) and Mr. Li Jiaqing (李家慶).

Save for Shanghai Jianfa Zaoqiang Investment Management Partnership Enterprise (Limited partnership) (上海建發造強投資管理合夥企業(有限合夥)) ("**Jianfa Zaoqiang**"), holding approximately 64.16% interest of Junlian Hehui and the general partner of which is Xiamen Jianxin Investment Co., Ltd. (廈門建鑫投資有限公司) ("**Xiamen Jianxin**"), none of the other limited partners holds 30% or more partnership interest of Junlian Hehui and Junlian Xiangdao. Xiamen Jianxin is owned as to 51% by Xiamen C&D Emerging Industry Equity Investment Co., Ltd. (廈門建發新興產業股權投資有限責任公司) ("**Xiamen C&D**"), which is owned as to 90% by Xiamen C&D Group Co., Ltd. (廈門建發集團有限公司) ("**C&D Group**") and ultimately controlled by the State-owned Assets Supervision and Administration Commission of Xiamen Municipal People's Government (廈門市人民政府國有資產監督管理委員會).

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Junlian Hehui, Junlian Xiangdao, Junlian Tongdao, Junlian Qisheng, Legend Capital, Jianfa Zaoqiang, Xiamen Jianxin, Xiamen C&D, C&D Group, Lhasa Junqi, Mr. Zhu Linan , Mr. Chen Hao, Mr. Wang Nengguang and Mr. Li Jiaqing is an Independent Third Party.

CMG Fund

CMG Fund was owned as to approximately (i) 0.70% by Haitong Creative Private Equity Fund Management Co., Ltd. (海通創意私募基金管理有限公司) ("**Haitong Creative**") and CTV Fusion (Shanghai) Enterprise Management Partnership Enterprise (Limited Partnership) (中視融合(上海)企業管理合夥企業(有限合夥)) ("**CTV Fusion**") as its general partners and (ii) 99.30% by 24 entities as its limited partners, all of whom contributed less than 20% in the equity interests of CMG Fund. Haitong Creative was owned as to 53.25% equity interests by Guotai Haitong Capital Co., Ltd. (國泰海通開元投資有限公司) ("**Guotai Haitong Capital**"), which in turn was a wholly-owned subsidiary of Guotai Haitong Securities Co., Ltd. (國泰海通證券股份有限公司) ("**Guotai Haitong Securities**"), a company listed on the Stock Exchange (stock code: 2611) and Shanghai Stock Exchange (stock code: 601211). The actual controller of Guotai Haitong Securities was Shanghai International Group Co., Ltd. (上海國際集團有限公司) ("**Shanghai International Group**").

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of CMG Fund, Haitong Creative, CTV Fusion, Guotai Haitong Capital, Guotai Haitong Securities and Shanghai International Group is an independent third party.

Zhujie Jingxin

Zhujie Jingxin is a limited partnership established in the PRC focusing on investment in technology industry. The general partner of Zhujie Jingxin is Guangzhou Yinqiao Private Equity Fund Management Co., Ltd. (廣州銀僑私募基金管理有限公司) ("**Guangzhou Yinqiao**"), holding approximately 0.77% interest therein. Guangzhou Yinqiao is owned as to 90% by Yindi Group Limited (銀帝集團有限公司) ("**Yindi Group**") as its single largest shareholder, which is owned as to approximately 76.92% by Zhujie Holdings Limited (著杰控股有限公司) ("**Zhujie Holdings**") and is ultimately controlled by Mr. Zhu Yilong (朱奕龍).

Save for Zhuoyun (Zibo) Equity Investment Partnership (Limited Partnership) (卓雲(淄博)股權投資合夥企業(有限合夥)) ("**Zhuoyun Zibo**") holding approximately 30.77% of the partnership interest in Zhujie Jingxin, none of the other limited partners of Zhujie Jingxin holds 30% or more interest in the partnership. The general partner of Zhuoyun Zibo is Hainan Zhuodai Private Fund Management Co., Ltd. (海南卓戴私募基金管理有限公司) ("**Hainan Zhuodai**"), which is ultimately controlled by Mr. Xu Shance (徐善策).

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Zhujie Jingxin, Guangzhou Yinqiao, Yindi Group, Zhujie Holdings, Mr. Zhu Yilong, Zhuoyun Zibo, Hainan Zhuodai and Mr. Xu Shance is an Independent Third Party.

Wanzehui Kerun and Wanzehui Herun

Each of Wanzehui Kerun and Wanzehui Herun is a limited partnership established in the PRC, focusing on private equity investment. The general partner of Wanzehui Kerun and Wanzehui Herun is Guangdong Wanzehui Asset Management Limited (廣東萬澤匯資產管理有限公司) ("**Wanzehui Asset Management**"). Wanzehui Asset Management is wholly owned by Guangdong Wanzehui Information Consulting Co., Ltd. (廣東萬澤匯信息諮詢有限公司) ("**Wanzehui Consulting**"), which is ultimately controlled by Mr. Wang Wenbao (王文豹).

Save for Gongqingcheng Huatuo Hefu No. 1 Investment Partnership Enterprise (Limited Partnership) (共青城華拓合富壹號投資合夥企業(有限合夥)) ("**Huatuo Hefu**") holding approximately 30.32% of the partnership interest in Wanzehui Kerun, none of the other limited partners of Wanzehui

Kerun and Wanzehui Herun holds 30% or more interest in the partnership. The general partner of Huatuo Hefu is Shenzhen Huatuo Private Equity Investment Fund Management Co., Ltd. (深圳市華拓私募股權投資基金管理有限公司) ("**Shenzhen Huatuo**") which is ultimately controlled by Mr. Chen Yunxing (陳運興).

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Wanzehui Kerun, Wanzehui Herun, Wanzehui Asset Management, Wanzehui Consulting, Mr. Wang Wenbao, Huatuo Hefu, Shenzhen Huatuo and Mr. Chen Yunxing is an Independent Third Party.

FNOF and Forebright Sparkle

FNOF is a limited liability company incorporated in Hong Kong which is wholly owned by Merchant Wisdom Limited ("**Merchant Wisdom**"). Forebright Sparkle is a limited liability company incorporated in Hong Kong which is wholly owned by Sparkle Eden Development Limited ("**Sparkle Eden**"). Each of FNOF and Forebright Sparkle is wholly-owned by Forebright New Opportunities Fund II, LP ("**FNOF II**") which is an exempted limited partnership established under the laws of the Cayman Islands is mainly focusing on investment in finance, information technology services, big data, cloud computing, financial technology and corporate services industry.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of FNOF, Forebright Sparkle, Merchant Wisdom, FNOF II and Sparkle Eden is an Independent Third Party.

Ningbo Jujin

Ningbo Jujin is a limited partnership established in the PRC focusing on investment in technology industry. The general partner of Ningbo Jujin is Ningbo Jushuo Enterprise Management Consultancy Partnership (Limited Partnership) (寧波鉅碩企業管理諮詢合夥企業(有限合夥)) ("**Ningbo Jushuo**"), holding approximately 1.34% interest therein. The general partner of Ningbo Jushuo is Ningbo Yongyu Investment Management Co., Ltd. (寧波市永瑜投資管理有限公司) ("**Ningbo Yongyu**"), which is wholly owned by Ms. Xiang Dongmei (向冬梅).

Ningbo Jujin has 11 individual limited partners, save for Ms. Zhu Sha (朱砂) holding approximately 65.77% of the partnership interest of Ningbo Jujin, none of the other limited partners of Ningbo Jujin holds 30% or more interest in the partnership.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Ningbo Jujin, Ningbo Jushuo, Ningbo Yongyu, Ms. Xiang Dongmei and Ms. Zhu Sha is an Independent Third Party.

Qingdao Tiefa

Qingdao Tiefa is a limited partnership established in the PRC focusing on investment in technology industry. The general partner of Qingdao Tiefa is Shandong Tiefa Equity Investment Management Co., Ltd. (山東鐵發股權投資管理有限公司) ("**Shandong Tiefa**"), which is owned as to 80% by Shandong Railway Development Fund Co., Ltd. (山東鐵路發展基金有限公司) ("**Shandong Railway Development**"). Shandong Railway Development is owned as to approximately 48.49% by Shandong Railway Investment Holding Group Co., Ltd. (山東鐵路投資控股集團有限公司) ("**Shandong**

Railway Investment") as its single largest shareholder, which is directly or indirectly owned as to 67.79% by the State Owned Assets Supervision and Administration Commission of Shandong Provincial People's Government (山東省人民政府國有資產監督管理委員會).

Save for Shandong Railway Development holding approximately 99.83% of the partnership interest of Qingdao Tiefa, none of the other limited partners of Qingdao Tiefa holds 30% or more interest in the partnership.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Qingdao Tiefa, Shandong Tiefa, Shandong Railway Development and Shandong Railway Investment is an Independent Third Party.

Gaoyuan Hesheng, Gaoyuan Zhitong, Gaoyuan Hongze, Gaoyuan Guanghong, Gaoyuan Changhua, Gaoyuan Zhongsheng and Nanchang Gaoyuan

Each of Gaoyuan Hesheng, Gaoyuan Zhitong, Gaoyuan Hongze, Gaoyuan Guanghong, Gaoyuan Changhua and Gaoyuan Zhongsheng is a limited partnership established in the PRC, the general partner of which is Gaoyuan Hesheng is Gaoyuan (Anji) Equity Investment Fund Limited (高遠(安吉)股權投資基金有限公司) ("**Gaoyuan Fund**"). Gaoyuan Fund is owned as to 90% by Shenzhen Gaoyuan Shengshi Investment Development Co., Ltd. (深圳高遠盛世投資發展有限公司) ("**Gaoyuan Shengshi**"), which is ultimately controlled by Mr. Xie Shijian (謝世堅).

Nanchang Gaoyuan is a limited partnership established in the PRC focusing on investment in technology industry. The general partner of Nanchang Gaoyuan is Gaosheng (Anji) Enterprise Management Limited (高晟(安吉)企業管理有限公司)) ("**Gaosheng Enterprise Management**"), holding 0.15% interest therein, which is a wholly-owned subsidiary of Gaoyuan Fund.

Gaoyuan Zhitong has 9 limited partners, including Shandong Railway Development holding approximately 54.74% interest therein.

Gaoyuan Guanghong has 3 limited partners, including Shandong Province New and Old Energy Shangao Chengtai Venture Capital Fund Partnership Enterprise (Limited Partnership) (山東省新舊動能山高誠泰創業投資基金合夥企業) ("**Shandong Chengtai**") holding 94.25% interest therein, the general partner of which is Shanghai Chengtai Yihe Investment Management Co., Ltd. (上海誠泰義和投資管理有限公司) ("**Shanghai Chengtai**"), which is owned as to 75% by Tianjin Runshi Enterprise Management Center (Limited Partnership) (天津潤石企業管理中心(有限合夥)) ("**Tianjin Runshi**") and ultimately controlled by Mr. Liu Xiangmin (劉向民).

Gaoyuan Changhua has 8 limited partners, including Shandong Railway Development holding approximately 31.80% interest therein.

Gaoyuan Zhongsheng has 7 limited partners, including Guangdong Qianxing, the general partner of which is Qianxing Capital Management (Hengqin) Co., Ltd. (千行資本管理(橫琴)有限公司) ("**Qianxing Hengqin**"), which is owned as to 50% by Tianshu (Guangzhou) Enterprise Management Partnership (天樞(廣州)企業管理合夥企業(有限合夥)) ("**Tianshu Enterprise**") ultimately controlled Mr. Zhang Jinxing (張金星).

Nanchang Gaoyuan has 3 limited partners, including Anji Gaoyuan Zhizhen Venture Capital Partnership (Limited Partnership) (安吉高遠至臻創業投資合夥企業(有限合夥)) ("**Gaoyuan Zhizhen**") holding 44.53% interest therein, the general partner of which is Gaoyuan Fund, holding 0.33% interest therein and the single largest shareholder of which is Ms. Wang Daoxue (王道雪), holding 56.48%

interest therein, and Guangdong Qianxing Zhiqing Venture Capital Partnership (Limited Partnership) (廣東千行智擎創業投資合夥企業(有限合夥)) ("**Qianxing Zhiqing**"), holding 42.64% interest therein, the general partner of which is Qianxing Hengqin.

Save as disclosed above, none of the other limited partners of Gaoyuan Hesheng, Gaoyuan Zhitong, Gaoyuan Hongze, Gaoyuan Guanghong, Gaoyuan Changhua, Gaoyuan Zhongsheng and Nanchang Gaoyuan holds 30% or more partnership interest therein.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Gaoyuan Hesheng, Gaoyuan Zhitong, Gaoyuan Hongze, Gaoyuan Guanghong, Gaoyuan Changhua, Gaoyuan Zhongsheng, Nanchang Gaoyuan, Gaoyuan Fund, Gaoyuan Shengshi, Mr. Xie Shijian, Gaosheng Enterprise Management, Shandong Railway Development, Shandong Chengtai, Shanghai Chengtai, Tianjin Runshi, Mr. Liu Xiangmin, Guangdong Qianxing, Qianxing Hengqin, Tianshu Enterprise, Gaoyuan Zhizhen, Ms. Wang Daoxue and Qianxing Zhiqing is an Independent Third Party.

Suzhou Xiangzhong and Nanjing Xiangzhong

Each of Suzhou Xiangzhong and Nanjing Xiangzhong is a limited partnership established in the PRC focusing on equity investment. Each of Suzhou Xiangzhong and Nanjing Xiangzhong is managed by Suzhou Weitelixin Venture Capital Management Co., Ltd. (蘇州維特力新創業投資管理有限公司) ("**Suzhou Weitelixin**"), which is ultimately controlled by Mr. Wei Zhe (衛哲), an Independent Third Party.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Suzhou Xiangzhong, Nanjing Xiangzhong, Suzhou Weitelixin and Mr. Wei Zhe is an Independent Third Party.

Kunpeng Guangyuan and Guangyuan Jingyao

Each of Kunpeng Guangyuan and Guangyuan Jingyao is a limited partnership established in the PRC focusing on investment in finance, information technology services, big data, cloud computing, financial technology and corporate services industry such as Shenzhen Zhuoyu Technology Co., Ltd. (深圳市卓馭科技有限公司) and Suzhou Denglin Technology Co., Ltd. (蘇州登臨科技股份有限公司). The general partner of Kunpeng Guangyuan and Guangyuan Jingyao is Shenzhen Guangyuan Investment Management Partnership (Limited Partnership) (深圳市光遠投資管理合夥企業(有限合夥)) ("**Guangyuan Investment**"). The general partner of Guangyuan Investment is Shenzhen Guangyuan Consultancy Management Co., Ltd. (深圳市光遠諮詢管理有限公司) ("**Guangyuan Consultancy**"), a limited liability company which owns 80% of Guangyuan Investment.

Save for Shenzhen Kunpeng Equity Investment Co., Ltd. (深圳市鯤鵬股權投資有限公司) ("**Kunpeng Investment**") holding 33% interest in Kunpeng Guangyuan, none of other limited partners of Kunpeng Guangyuan holds 30% or more partnership interest therein. Kunpeng Investment is ultimately controlled by Shenzhen Municipal People's Government State-owned Assets Supervision and Administration Commission (深圳市人民政府國有資產監督管理委員會).

Save for Guangyuan Consultancy holding 40% interest in Guangyuan Jingyao and Yixing Guangyuan Zhenpeng Venture Investment Partnership (Limited Partnership) (宜興光遠圳鵬創業投資合夥企業(有限合夥)) ("**Yixing Guangyuan**") holding 34% interest in Guangyuan Jingyao, none of other limited partners of Guangyuan Jingyao holds 30% or more partnership interest therein. The general partner of Yixing Guangyuan is Guangyuan Investment.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Kunpeng Guangyuan, Guangyuan Jingyao, Guangyuan Investment, Guangyuan Consultancy, Kunpeng Investment and Yixing Guangyuan is an Independent Third Party.

Mr. Chang Duxi

Mr. Chang Duxi has over 40 years of experience in engineering and investment management industry. He is currently serving as the executive director and general manager of Shenzhen Xiaocheng Investment Co., Ltd. (深圳小誠投資有限公司). Mr. Chang has extensive experience in corporate management and industrial operations, having previously served as a director of Beijing Andawell Science & Technology Co., Ltd. (北京安達維爾科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300719), from 2010 to 2018.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, Mr. Chang Duxi is an Independent Third Party.

Development Zone Chuangjing

Development Zone Chuangjing is a limited partnership established in the PRC focusing on investment in technology industry. The general partner of Development Zone Chuangjing is Guangzhou Development Zone Xinyuan Private Equity Fund Management Co., Ltd. (廣州開發區新源私募基金管理有限公司) ("**Development Zone Xinyuan**"), holding 1.38% interest therein, which is a wholly-owned subsidiary of Guangzhou Development Zone Industry Fund Investment Group Co., Ltd. (廣州開發區產業基金投資集團有限公司) ("**Development Zone Industry**"), wholly owned by Knowledge City (Guangzhou) Investment Group Co., Ltd. (知識城(廣州)投資集團有限公司) ("**Knowledge City Investment**"). Knowledge City Investment is owned as to approximately 90.82% by the Administrative Committee of Guangzhou Economic & Technological Development District (廣州經濟技術開發區管理委員會), the Administrative Committee of Guangzhou High-Tech Industrial Development Zone (廣州高新技術產業開發區管理委員會), the Administrative Committee of Guangzhou Export Processing Zone (廣州出口加工區管理委員會) and the Administrative Committee of Guangzhou Bonded Area (廣州保稅區管理委員會).

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Development Zone Chuangjing, Development Zone Xinyuan, Development Zone Industry and Knowledge City Investment is an Independent Third Party.

Kaide Tongjing

Kaide Tongjing is a limited partnership established in the PRC focusing on investment in technology industry, the general partner of which is Guangzhou Kaide Investment Holdings Co., Ltd. (廣州凱得投資控股有限公司) ("**Guangzhou Kaide**"), holding approximately 57.49% interest therein, and is a wholly-owned subsidiary of Guangzhou Development Zone Holdings Group Co., Ltd. (廣州開發區控股集團有限公司) ("**Development Zone Holdings**"), which is owned as to approximately 91.06% by the Administrative Committee of Guangzhou Economic & Technological Development District (廣州經濟技術開發區管理委員會), the Administrative Committee of Guangzhou High-Tech Industrial Development Zone (廣州高新技術產業開發區管理委員會), the Administrative Committee of Guangzhou Export Processing Zone (廣州出口加工區管理委員會) and the Administrative Committee of Guangzhou Bonded Area (廣州保稅區管理委員會).

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Kaide Tongjing, Guangzhou Kaide and Development Zone Holdings is an Independent Third Party.

Suikai Zhijing, Guangkai Zhixing, Suikai Zhizao and Suikai Huijing

Each of Suikai Zhijing, Guangkai Zhixing, Suikai Zhizao and Suikai Huijing is a limited partnership established in the PRC primarily engaged in equity investment, investment and asset management, the general partner of which is Guangzhou Sui Kai Equity Investment Guangzhou Suikai Equity Investment Co., Ltd. (廣州穗開股權投資有限公司) ("**Guangzhou Suikai**"), which is wholly owned by the Administrative Committee of Guangzhou Economic & Technological Development District (廣州經濟技術開發區管理委員會) through Guangzhou Development District Investment Group Co., Ltd. (廣州開發區投資集團有限公司) ("**Development Zone Investment**") and Guangzhou Kaitou Zhizao Industry Investment Group Co., Ltd. (廣州開投智造產業投資集團有限公司) ("**Kaitou Zhizao**").

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Suikai Zhijing, Guangkai Zhixing, Suikai Zhizao, Suikai Huijing, Guangzhou Suikai, Development Zone Investment and Kaitou Zhizao is an Independent Third Party.

Jiangsu Xunyuan

Jiangsu Xunyuan is a limited liability company established in the PRC principally engaged in investment in high-tech industry and asset management, which is owned as to 80% by its single largest shareholder Mr. Luo Weiqiang (羅偉強).

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Jiangsu Xunyuan and Mr. Luo Weiqiang is an Independent Third Party.

Ocean Development

Ocean Development is a limited liability company established in the PRC principally engaged in investment and asset management. It is wholly owned by Qingdao Guoxin Development (Group) Co., Ltd. (青島國信發展(集團)有限責任公司) ("**Qingdao Guoxin**"), which is wholly owned by the State-owned Assets Supervision and Administration Commission of Qingdao Municipal People's Government (青島市人民政府國有資產監督管理委員會).

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Ocean Development and Qingdao Guoxin is an Independent Third Party.

Anji Lixin

Anji Lixin is a limited partnership established in the PRC focusing on investment in technology industry. The general partner of Anji Lixin is CMS Capital Co., Ltd. (招商致遠資本投資有限公司) ("**CMS Capital**"), a wholly-owned subsidiary by China Merchants Securities Co., Ltd. (招商證券股份有限公司) ("**CMS**"), a securities company listed on the Stock Exchange (stock code: 6099) and the Shanghai Stock Exchange (stock code: 600999).

Save for Anji Lixin Zhenyuan Equity Investment Partnership (Limited Partnership) (安吉勵新臻遠股權投資合夥企業(有限合夥)) ("**Lixin Zhenyuan**"), the general partner of which is CMS Capital, holding approximately 88.56% interest of Anji Lixin, none of the other limited partners of Anji Lixin holds 30% or more interest in the partnership.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Anji Lixin, CMS Capital, CMS and Lixin Zhenyuan is an Independent Third Party.

CICC entities

CEC CICC is a limited partnership established in the PRC focusing on investment in advanced manufacturing, semiconductors and electronic information industry. The general partner of CEC CICC is CEC CICC (Xiamen) Electronic Industry Private Equity Investment Management Co., Ltd. (中電中金(廈門)電子產業私募股權投資管理有限公司) ("**CICC Electronics**") holding approximately 0.04% interest therein, which is owned as to 51% by its single largest shareholder CICC Capital Operation Co., Ltd. (中金資本運營有限公司) ("**CICC Capital**"), a wholly-owned subsidiary of China International Capital Corporation Limited (中國國際金融股份有限公司) ("**CICC**"), a securities company listed on the Stock Exchange (stock code: 3908) and the Shanghai Stock Exchange (stock code: 601995).

CICC Zhixing is a limited partnership established in the PRC focusing on investment in companies of new energy and technology industry such as Xianghe Kunlun New Energy Materials Equity Co., Ltd. (香河崑崙新能源材料股份有限公司) and Hubei Xinqing Technology Co., Ltd. (湖北芯擎科技股份有限公司), holding approximately 0.43% interest therein, the general partner of which is CICC Capital, a wholly-owned subsidiary of CICC.

Each of CICC Generation Fund (Suzhou) and CICC Generation Fund (Wuxi) is a limited partnership established in the PRC. The general partner of CICC Generation Fund (Suzhou) and CICC Generation Fund (Wuxi) is CICC Private Equity Investment Management Co., Ltd. (中金私募股權投資管理有限公司) ("**CICC Private Equity**"), which is a wholly-owned subsidiary of CICC.

Save for Xinzhifeng (Wuhan) Equity Investment Fund Partnership (Limited Partnership) (信之風(武漢)股權投資基金合夥企業(有限合夥)) ("**Xinzhifeng Wuhan**") holding approximately 41.94% interest in CICC Zhixing, none of the other limited partners of CEC CICC, CICC Zhixing, CICC Generation Fund (Suzhou) and CICC Generation Fund (Wuxi) holds 30% or more interest in the partnership. Xinzhifeng Wuhan is owned as to approximately 99.97% by Dongfeng Asset Management Co., Ltd. (東風資產管理有限公司) ("**Dongfeng Asset**"), a wholly-owned subsidiary of Dongfeng MOTOR Corporation (東風汽車集團有限公司) ("**Dongfeng Motor**") and is ultimately controlled by the State-owned Assets Supervision and Administration Commission of The State Council (國務院國有資產監督管理委員會).

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of CEC CICC, CICC Zhixing, CICC Generation Fund (Suzhou), CICC Generation Fund (Wuxi), CICC Electronics, CICC Private Equity, CICC Capital, Xinzhifeng Wuhan, Dongfeng Asset, Dongfeng Motor and CICC is an Independent Third Party.

Gejin Guangfa and Xinde Zhiyuan

Each of Gejin Guangfa and Xinde Zhiyuan is a limited partnership established in the PRC, focusing on investment in technology industry. The general partner of Gejin Guangfa and Xinde Zhiyuan is GF XINDE Investment Management Co., Ltd. (廣發信德投資管理有限公司) ("**Guangfa**

Xinde"), a wholly-owned subsidiary of Guangfa Securities Co., Ltd. (廣發證券股份有限公司) ("**Guangfa Securities**"), a securities company listed on the Stock Exchange (stock code: 1776) and the Shenzhen Stock Exchange (stock code: 000776). None of the limited partners of Gejin Guangfa and Xinde Zhiyuan holds 30% or more the partnership interest of Gejin Guangfa and Xinde Zhiyuan.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Gejin Guangfa, Xinde Zhiyuan, Guangfa Xinde and Guangfa Securities is an Independent Third Party.

Zhongyi Equity Fund and China Mobile Investment

Zhongyi Equity Fund is a limited partnership established in the PRC focusing on investment in companies of mobile information industry, including SJ Semiconductor Corporation (盛合晶微半導體有限公司), a company listed on the STAR Market of Shanghai Stock Exchange (stock code: 688820), Wuhan Changjin Photonics Technology Co., Ltd. (武漢長進光子技術股份有限公司), a company listed on the STAR Market of Shanghai Stock Exchange (stock code: 688635), and Huaqin Technology Co., Ltd. (華勤技術股份有限公司), a company listed on the Stock Exchange (stock code: 3296) and Shanghai Stock Exchange (stock code: 603296). The sole executive partner of Zhongyi Equity Fund is China Mobile Equity Fund Management Co., Ltd. (中移股權基金管理有限公司) ("**China Mobile Equity Fund**"), which is in turn held as to 55% by its single largest shareholder China Mobile Capital Holdings Co., Ltd. (中移資本控股有限責任公司) ("**China Mobile Capital**"). China Mobile Capital is a wholly-owned subsidiary of China Mobile Communications Group Co., Ltd. (中國移動通信集團有限公司) ("**China Mobile Group**"), and is ultimately controlled by the State-owned Assets Supervision and Administration Committee of the State Council (國務院國有資產監督管理委員會). Zhongyi Equity Fund has five limited partners and its largest limited partner is also China Mobile Capital, holding approximately 43.6% of partnership interest in Zhongyi Equity Fund.

China Mobile Investment is a wholly-owned subsidiary of China Mobile Communication Company Limited (中國移動通信有限公司) ("**China Mobile**"), a company listed on the Stock Exchange (stock code: 0941) and Shanghai Stock Exchange (stock code: 600941), focusing on investment in companies of mobile information industry, representative companies including Beijing Haitian Ruisheng Science Technology Ltd. (北京海天瑞聲科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688787), Jiangsu Phoenix Publishing & Media Corporation (江蘇鳳凰出版傳媒股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601928) and Beijing Xinertel Technology Co., Ltd. (北京信而泰科技股份有限公司), a company listed on the NEEQ (stock code: 831724.NQ), etc.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Zhongyi Equity Fund, China Mobile Investment, China Mobile Equity Fund, China Mobile Capital, China Mobile Group and China Mobile is an Independent Third Party.

Wuxi Guoshou

Wuxi Guoshou is a limited partnership established in the PRC, the general partner of which is China Life Chengda (Shanghai) Healthcare Equity Investment Management Co., Ltd., a limited liability company indirectly and wholly owned by China Life Insurance (Group) Company which in turn is owned by the Ministry of Finance of the PRC. The largest limited partner of Wuxi Guoshou with 75% partnership interests is China Life Insurance Company Limited, a company listed on the Stock Exchange (stock code: 2628) and the Shanghai Stock Exchange (stock code: 601628) which is a subsidiary of China Life Insurance (Group) Company.

CITICS Investment, Jinshi Manufacturing and Jinshi Hanjing

Each of Jinshi Manufacturing and Jinshi Hanjing is a limited partnership established in the PRC, focusing on investment in companies of new materials industry, such as Henan Shenma Nylon Chemical Co., Ltd. (河南神馬尼龍化工有限責任公司) and Shandong Dongyue Polymer Material Co., Ltd. (山東東岳高分子材料有限公司). The general partner of Jinshi Manufacturing and Jinshi Hanjing is CITIC Goldstone Investment Co., Ltd. (中信金石投資有限公司) ("**CITIC Goldstone**"), a wholly-owned subsidiary of CITIC Securities Co., Ltd. (中信證券股份有限公司) ("**CITICS**"), a securities company whose shares are listed on the Stock Exchange (stock code: 6030) and Shanghai Stock Exchange (stock code: 600030). CITICS Investment is a wholly-owned subsidiary of CITICS.

Save for National Manufacturing Transformation and Upgrade Fund Co., Ltd. (國家製造業轉型升級基金股份有限公司) ("**National Manufacturing**"), which is ultimately controlled by the MOF, holding approximately 80.36% of the partnership interest of Jinshi Manufacturing, none of the other limited partners of Jinshi Manufacturing holds 30% or more interest in the partnership. None of the limited partners of Jinshi Hanjing holds 30% or more interest in the partnership.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of CITICS Investment, Jinshi Manufacturing, Jinshi Hanjing, CITIC Goldstone, CITICS and National Manufacturing is an Independent Third Party.

Shunjing CoStone

Shunjing CoStone is a limited partnership established in the PRC focusing primarily engaged in enterprise management. The general partner of Shunjing CoStone is Tibet Tianji CoStone Venture Capital Co., Ltd. (西藏天璣基石創業投資有限公司) ("**Tianji CoStone**"), holding approximately 0.003% interest therein, a wholly-owned subsidiary of Co-Stone Asset Management Co., Ltd. (基石資產管理股份有限公司) ("**Co-Stone Asset**"), which is ultimately controlled by Mr. Zhang Wei (張維).

Save for Ma'anshan Kening CoStone Equity Investment Partnership (Limited Partnership) (馬鞍山科寧基石股權投資合夥企業(有限合夥)) ("**Ma'anshan Kening**"), holding approximately 38.62% of the partnership interest of Shunjing CoStone and the general partner of which is Urumqi Phoenix Equity Investment Management Limited Partnership (烏魯木齊鳳凰基石股權投資管理有限合夥企業) ("**Urumqi Phoenix**"), which is ultimately controlled by Mr. Zhang Wei, none of the other limited partners of Shunjing CoStone holds 30% or more interest in the partnership.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Shunjing CoStone, Tianji CoStone, Co-Stone Asset, Mr. Zhang Wei, Ma'anshan Kening and Urumqi Phoenix is an Independent Third Party.

Anhui Tieji

Anhui Tieji is a limited partnership established in the PRC focusing on investment in technology industry and asset management. The general partner of Anhui Tieji is Anhui Zhong'an Capital Management Ltd. (安徽中安資本管理有限公司), holding 0.01% interest therein, a wholly-owned subsidiary of Anhui Railway Development Fund Co., Ltd. (安徽省鐵路發展基金股份有限公司) ("**Anhui Railway Development**"). Anhui Railway Development is owned as to (i) approximately 42.37% by Anhui Railway Group Co., Ltd. (安徽省鐵路集團有限公司) ("**Anhui Railway Group**"), a wholly-owned subsidiary of Anhui Province Investment Group Holding Co., Ltd. (安徽省投資集團控股有限公司) ("**Anhui Investment**"), and (ii) approximately 46.67% by Anhui Investment. Accordingly,

Anhui Railway Development is owned as to approximately 89.04% in aggregate by Anhui Investment, and is ultimately controlled by the State-owned Assets Supervision and Administration Commission of Anhui Provincial People's Government (安徽省人民政府國有資產監督管理委員會).

The only limited partner of Anhui Tieji is Anhui Railway Development, holding approximately 99.99% of the partnership interest in Anhui Tieji.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Anhui Tieji, Anhui Railway Development, Anhui Railway Group and Anhui Investment is an Independent Third Party.

Zhangjiagang Taikang and Nanchang Taikang

Each of Zhangjiagang Taikang and Nanchang Taikang is a limited partnership established in the PRC, focusing on investment in healthcare and technology industry. The general partner of Zhangjiagang Taikang is Zhangjiagang Taikang Gongying Consulting Management Co., Ltd. (張家港泰康共贏諮詢管理有限公司) ("**Taikang Gongying**"), which is wholly owned by Beijing Taikang Investment Management Co., Ltd. (北京泰康投資管理有限公司) ("**Beijing Taikang**"), the general partner of Nanchang Taikang. Beijing Taikang, is owned as to 80% by Taikang Asset Management Co., Ltd. (泰康資產管理有限責任公司) ("**Taikang Asset**"), a wholly-owned subsidiary of Taikang Insurance Group Inc. (泰康保險集團股份有限公司) ("**Taikang Insurance**"), which is ultimately controlled by Mr. Chen Dongsheng (陳東升).

Save for Taikang Life Insurance Co., Ltd. (泰康人壽保險有限責任公司) ("**Taikang Life Insurance**") holding approximately 85.75% of the partnership interest in Zhangjiagang Taikang and approximately 59.04% of the partnership interest in Nanchang Taikang, none of the other limited partners of Zhangjiagang Taikang and Nanchang Taikang holds 30% or more interest in the partnership. Taikang Life Insurance is a wholly-owned subsidiary of Taikang Insurance.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of Zhangjiagang Taikang, Nanchang Taikang, Taikang Gongying, Beijing Taikang, Taikang Asset, Taikang Insurance, Mr. Chen Dongsheng and Taikang Life Insurance is an Independent Third Party.

37 Lexin

37 Lexin is a limited partnership established in the PRC focusing on investment in human-computer interaction and next-generation technology companies, such as Shenzhen Optiark Semiconductor Technologies Co., Ltd. (深圳市光舟半導體技術有限公司), Thunderbird Innovation Technology (Shenzhen) Co., Ltd. (雷鳥創新技術(深圳)有限公司), Nanjing Core Vision Microelectronics Technology Co., Ltd. (南京芯視界微電子科技有限公司), Nika Optics (Tianjin) Co., Ltd. (尼卡光學(天津)有限公司), and Suzhou Jingzhan Semiconductor Co., Ltd.(蘇州晶湛半導體有限公司). The general partner of 37 Lexin is 37 Interactive Entertainment Venture Capital Co., Ltd. (三七互娛創業投資有限公司) ("**37 Venture Capital**"), holding 1% interest therein. 37 Venture Capital is wholly owned by Tibet Xintai Culture Media Co., Ltd. (西藏信泰文化傳媒有限公司) ("**Xintai Culture**"), a wholly-owned subsidiary of 37 Interactive Entertainment Network Technology Group Co., Ltd. (三七互娛網絡科技集團股份有限公司) ("**37 Interactive Entertainment**"), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002555).

Save for Anhui Taiyun Investment Management Co., Ltd. (安徽泰運投資管理有限公司) ("**Anhui Taiyun**") holding 71% of the partnership interest in 37 Lexin, none of the other limited partners of 37 Lexin holds 30% or more interest in the partnership. Anhui Taiyun is an indirectly wholly-owned subsidiary of 37 Interactive Entertainment.

To the best of our Directors' knowledge, information and belief, and having made all reasonable enquiries, each of 37 Lexin, 37 Venture Capital, Xintai Culture, 37 Interactive Entertainment and Anhui Taiyun is an Independent Third Party.

Compliance with Chapter 4.2 of the Listing Guide

On the basis that (i) the consideration for the **[REDACTED]** Investments have been irrevocably settled more than 28 clear days before the date of first submission of the first **[REDACTED]** application by the Company; and (ii) the redemption rights granted to the **[REDACTED]** Investors have been terminated upon the first submission of the first **[REDACTED]** application by the Company and all other special rights granted to the **[REDACTED]** Investors which are required to be terminated pursuant to Chapter 4.2 of the Listing Guide will be terminated upon **[REDACTED]** on the **[REDACTED]**, the Joint Sponsors confirm that the **[REDACTED]** Investments are in compliance with Chapter 4.2 of the Listing Guide.

SHAREHOLDING STRUCTURE OF OUR COMPANY

The following table sets forth our shareholding structure as of the Latest Practicable Date and immediately upon completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised):

	As of the Latest Practicable Date		Immediately upon completion of the [REDACTED] and conversion of Unlisted Shares to H Shares		
Shareholder	Number of Unlisted Shares	Shareholding %[1]	Number of Unlisted Shares	Number of H Shares	Total shareholding %[1]
Luxvisions Limited	662,830,974	48.06%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Wuxi Guoshou	61,292,390	4.44%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Hongshan Jiechen	39,180,384	2.84%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Hexie Haihe	39,180,384	2.84%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Jinyu Management	39,180,384	2.84%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Guangzhou Jingxiang	38,721,000	2.81%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Jinshi Manufacturing	36,775,434	2.67%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Zhongyi Equity Fund	32,291,525	2.34%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
CITICS Investment	25,175,088	1.83%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Jinshi Hanjing	24,516,956	1.78%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Zhuhai Laiheng	23,508,230	1.70%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Yuanfeng Yiguang	23,508,230	1.70%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
CMG Fund	19,243,262	1.40%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
China Mobile Investment	18,387,717	1.33%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Xinde Zhiyuan	18,184,496	1.32%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Shunjing CoStone	17,774,793	1.29%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Wanzehui Kerun	15,672,154	1.14%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Anji Lixin	14,208,271	1.03%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Suikai Huijing	13,562,442	0.98%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Jiangsu Xunyuan	12,916,610	0.94%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Junlian Hehui	11,359,501	0.82%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Yijing Limited	10,298,000	0.75%	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**%

	As of the Latest Practicable Date		Immediately upon completion of the [REDACTED] and conversion of Unlisted Shares to H Shares		
Shareholder	Number of Unlisted Shares	Shareholding %[1]	Number of Unlisted Shares	Number of H Shares	Total shareholding %[1]
Zhujie Jingxin	10,186,900	0.74%	[REDACTED]	[REDACTED]	[REDACTED]%
Gaoyuan Changhua	9,687,458	0.70%	[REDACTED]	[REDACTED]	[REDACTED]%
FNOF	9,365,462	0.68%	[REDACTED]	[REDACTED]	[REDACTED]%
Forebright Sparkle	9,358,391	0.68%	[REDACTED]	[REDACTED]	[REDACTED]%
Wanzehui Herun	8,811,281	0.64%	[REDACTED]	[REDACTED]	[REDACTED]%
Gaoyuan Zhitong	7,836,077	0.57%	[REDACTED]	[REDACTED]	[REDACTED]%
Gaoyuan Hesheng	7,836,077	0.57%	[REDACTED]	[REDACTED]	[REDACTED]%
Junlian Xiangdao	7,143,031	0.52%	[REDACTED]	[REDACTED]	[REDACTED]%
Development Zone Chuangjing	6,982,183	0.51%	[REDACTED]	[REDACTED]	[REDACTED]%
Suikai Zhijing	6,981,204	0.51%	[REDACTED]	[REDACTED]	[REDACTED]%
Gaoyuan Zhongsheng	6,458,305	0.47%	[REDACTED]	[REDACTED]	[REDACTED]%
Suzhou Xiangzhong	6,268,861	0.45%	[REDACTED]	[REDACTED]	[REDACTED]%
Anhui Tieji	6,002,712	0.44%	[REDACTED]	[REDACTED]	[REDACTED]%
CICC Generation Fund (Suzhou)	5,830,071	0.42%	[REDACTED]	[REDACTED]	[REDACTED]%
Gaoyuan Hongze	5,485,254	0.40%	[REDACTED]	[REDACTED]	[REDACTED]%
Ningbo Jujin	5,485,254	0.40%	[REDACTED]	[REDACTED]	[REDACTED]%
CICC Zhixing	5,067,924	0.37%	[REDACTED]	[REDACTED]	[REDACTED]%
Zhangjiagang Taikang	4,903,393	0.36%	[REDACTED]	[REDACTED]	[REDACTED]%
Kunpeng Guangyuan	4,893,596	0.35%	[REDACTED]	[REDACTED]	[REDACTED]%
Guangyuan Jingyao	4,893,596	0.35%	[REDACTED]	[REDACTED]	[REDACTED]%
Mr. Chang Duxi	4,701,646	0.34%	[REDACTED]	[REDACTED]	[REDACTED]%
CICC Generation Fund (Wuxi)	4,385,327	0.32%	[REDACTED]	[REDACTED]	[REDACTED]%
Nanchang Gaoyuan	4,119,984	0.30%	[REDACTED]	[REDACTED]	[REDACTED]%
Kaide Tongjing	3,410,096	0.25%	[REDACTED]	[REDACTED]	[REDACTED]%
Gejin Guangfa	3,229,153	0.23%	[REDACTED]	[REDACTED]	[REDACTED]%
CEC CICC	3,229,152	0.23%	[REDACTED]	[REDACTED]	[REDACTED]%
Qingdao Tiefa	3,229,152	0.23%	[REDACTED]	[REDACTED]	[REDACTED]%
Gaoyuan Guanghong	3,229,153	0.23%	[REDACTED]	[REDACTED]	[REDACTED]%
Suikai Zhizao	2,583,322	0.19%	[REDACTED]	[REDACTED]	[REDACTED]%
Guangkai Zhixing	2,583,322	0.19%	[REDACTED]	[REDACTED]	[REDACTED]%
Nanchang Taikang	2,451,696	0.18%	[REDACTED]	[REDACTED]	[REDACTED]%
Ocean Development	1,937,492	0.14%	[REDACTED]	[REDACTED]	[REDACTED]%
Nanjing Xiangzhong	1,567,215	0.11%	[REDACTED]	[REDACTED]	[REDACTED]%
37 Lexin	1,176,814	0.09%	[REDACTED]	[REDACTED]	[REDACTED]%
Investors under the **[REDACTED]**	—	—	[REDACTED]	[REDACTED]	[REDACTED]%
Total	**1,379,078,779**	**100%**	[REDACTED]	[REDACTED]	**100%**

Note:

1. The percentage figures included in the table have been subject to rounding adjustments. Accordingly, figures shown as totals in the table may not be an arithmetic aggregation of the figures preceding them.

PUBLIC FLOAT

Rule 19A.13A of the Listing Rules requires that there must be an open market in the securities for which listing is sought. Where a new applicant is a PRC issuer with no other listed shares at the time of listing, where the expected market value of the class of shares to which H shares belong at the time of listing is over HK$6,000,000,000 but not exceeding HK$30,000,000,000, the higher of: (i) the

percentage that would result in the expected market value of H shares held by the public to be HK$1,500,000,000 at the time of the listing; and (ii) 15% of the total number of shares in the class to which H shares belong must all times be held by the public.

Based on the **[REDACTED]** of the **[REDACTED]** of HK$**[REDACTED]** and **[REDACTED]** H Shares expected to be in issue immediately upon completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised), it is expected that the **[REDACTED]** of the H Shares at the time of **[REDACTED]** will be approximately HK$**[REDACTED]**. Accordingly, at least 15% of the total number of issued Shares must be held by the public at the time of **[REDACTED]**. Upon **[REDACTED]**, (i) the **[REDACTED]** H Shares held by Luxvisions Limited, (ii) the **[REDACTED]** H Shares held by Guangzhou Jingxiang, (iii) the **[REDACTED]** Shares held by Yijing Limited will not be considered as part of the public float. The remaining Shareholders, including all of the **[REDACTED]** Investors, are Independent Third Parties and the **[REDACTED]** H Shares held by them following completion of the **[REDACTED]** will be counted towards the public float of our Company. Accordingly, taken into account the **[REDACTED]** H Shares to be issued pursuant to the **[REDACTED]** which will not be allocated to any core connected person of our Company or person which is not regarded as a member of the public under Rule 8.24 of the Listing Rules (assuming the **[REDACTED]** is not exercised), it is expected that **[REDACTED]** H Shares, representing **[REDACTED]**% of the total number of our issued Shares and **[REDACTED]**% of the total number of our H Shares, will be held by the public, which will satisfy the public float requirement under Rule 19A.13A of the Listing Rules.

FREE FLOAT

Rule 19A.13C of the Listing Rules requires that there must be sufficient shares for which listing is sought by a new applicant that are held by the public and available for trading upon listing. Where a new applicant is a PRC issuer with no other listed shares at the time of listing, this will normally mean that the portion of the H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing must (i) represent at least 10% of the total number of issued Shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK$50,000,000 or (ii) have an expected market value at the time of listing of not less than HK$600,000,000.

On the basis that no H Shares will be allocated under the **[REDACTED]** to any core connected person of our Company or person which is not regarded as a member of the public under Rule 8.24 of the Listing Rules (assuming the **[REDACTED]** is not exercised) and based on the **[REDACTED]** of the **[REDACTED]** of HK$**[REDACTED]**, upon completion of the **[REDACTED]**, it is expected that **[REDACTED]** H Shares, with an expected **[REDACTED]** in excess of HK$600,000,000, will be held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise) at the time of the **[REDACTED]**, which will satisfy the free float requirement under Rule 19A.13C of the Listing Rules.

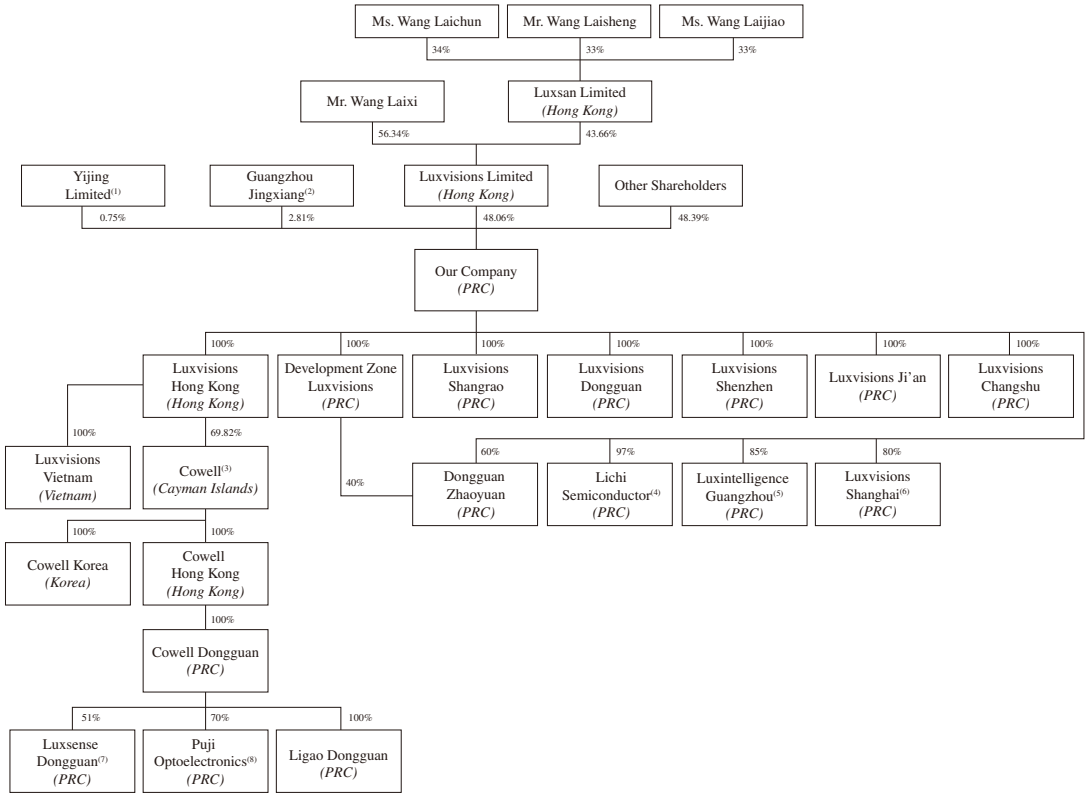
PRC LEGAL COMPLIANCE

Our PRC Legal Advisors have confirmed that, according to the applicable PRC laws and regulations, the above mentioned equity transfers and changes in the registered capitals of our Group have been properly and legally completed and our Group has obtained all necessary approvals and made all necessary filings, and has complied with applicable PRC laws and regulations in relation to the changes of shareholdings as set out above.

CORPORATE STRUCTURE

Corporate Structure Immediately Before the [REDACTED]

The following chart sets forth our corporate and shareholding structure immediately before the **[REDACTED]**:



Notes:

(1) Yijing Limited is a company incorporated in Hong Kong with limited liability on July 10, 2020, and one of our Share Incentive Platforms. See "— Share Incentive Platforms" above for further details.

(2) Guangzhou Jingxiang is a limited partnership established in the PRC on November 8, 2023, the general partner of which is Mr. Meng Yan. Guangzhou Jingxiang, together with its four limited partners, being Changshu Yijing, Changshu Jingling, Changshu Taijing and Anji Xunjing, were established as our Share Incentive Platforms. See "— Share Incentive Platforms" above for further details.

(3) Cowell is a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1415.HK).

(4) As of the Latest Practicable Date, Lichi Semiconductor was owned as to 97% by our Company and 3% by Guangzhou Lixu Enterprise Management Services Partnership (Limited Partnership) (廣州立旭企業管理服務合夥企業(有限合夥)) ("**Guangzhou Lixu**"), a limited partnership established in the PRC. As of the Latest Practicable Date, Guangzhou Lixu was owned as to (i) 60% by Ms. Yu Laifeng, our executive Director (employee Director) and the supervisor of Luxvisions Shangrao, and (ii) 40% by Ms. Wu Lingmin (吳靈敏), an Independent Third Party.

(5) As of the Latest Practicable Date, Luxintelligence Guangzhou was owned as to 85% by our Company and 15% by AGIBOT Innovation (Shanghai) Technology Co., Ltd. (智元創新(上海)科技股份有限公司) ("**AGIBOT Innovation**"), an Independent Third Party (other than being a substantial shareholder of Luxintelligence Guangzhou). AGIBOT Innovation was a limited liability company established in the PRC with Sangpeng (Shanghai) Technology Partnership (Limited

Partnership) (桑蓬(上海)科技合夥企業(有限合夥)) ("**Sangpeng Innovation**") as its single largest shareholder holding approximately 28.07% interest therein. The general partner of Sangpeng Innovation was Mr. Deng Taihua (鄧泰華), an Independent Third Party, holding 86.21% interest therein.

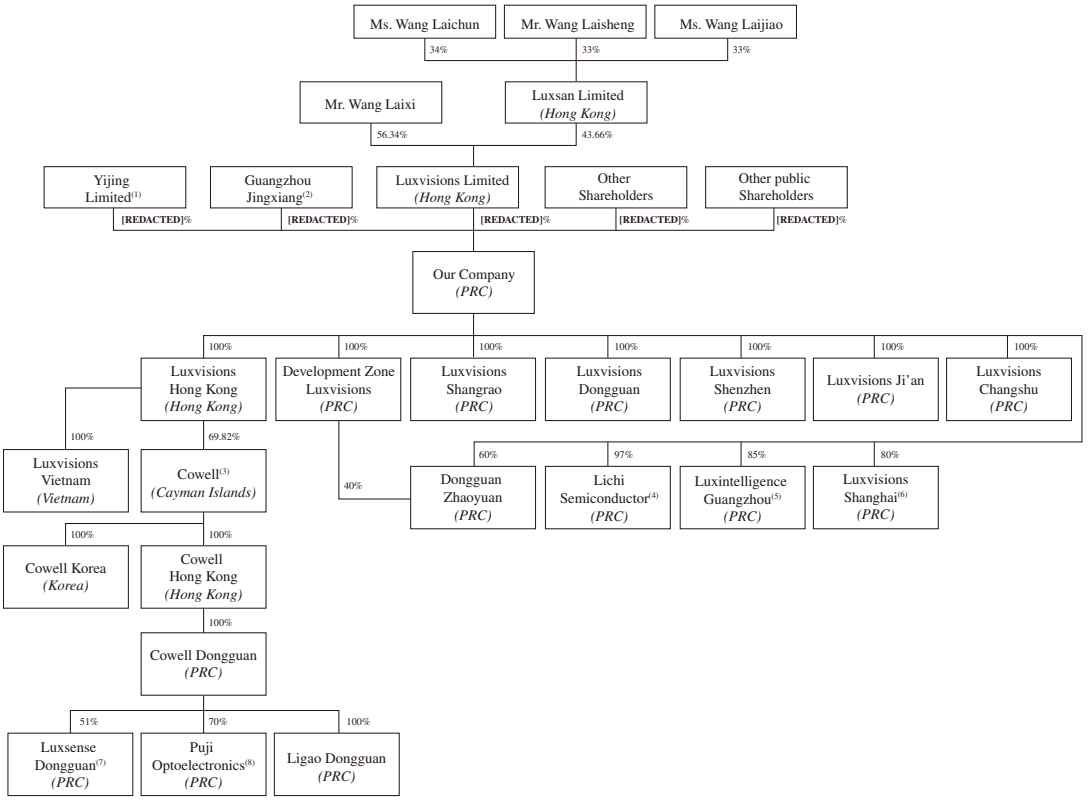
(6) As of the Latest Practicable Date, Luxvisions Shanghai was owned as to 80% by our Company and 20% by Konica Minolta, Inc., a company listed on the Tokyo Stock Exchange (stock code: 4902.T) and an Independent Third Party (other than being a substantial shareholder of Luxvisions Shanghai).

(7) As of the Latest Practicable Date, Luxsense Dongguan was owned as to 51% by Cowell Dongguan and 49% by Suteng Innovation Technology Co., Ltd. (深圳市速騰聚創科技有限公司), an Independent Third Party (other than being a substantial shareholder of Luxsense Dongguan), which was wholly owned by RoboSense Technology Co., Ltd. (速騰聚創科技有限公司), a company listed on the Stock Exchange (stock code: 2498).

(8) As of the Latest Practicable Date, Puji Optoelectronics was owned as to 70% by Cowell Dongguan and 30% by Guangzhou Qijing Enterprise Management Services Partnership (Limited Partnership) (廣州其境企業管理服務合夥企業(有限合夥)) ("**Guangzhou Qijing**"), an Independent Third Party (other than being a substantial shareholder of Puji Optoelectronics). Guangzhou Qijing was owned as to 70% by Ms. Li Hongmei (李紅梅), 15% by Mr. Xi Teli (席特立) and 15% by Mr. Li Xuan (李軒), all of whom are Independent Third Parties.

Corporate Structure Immediately After the Completion of the [REDACTED]

The following chart sets forth our corporate structure immediately after the completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised):



Notes:

Please refer to the notes in "— Corporate Structure — Corporate Structure Immediately Before the **[REDACTED]**" above.

OVERVIEW

Who We Are

We are a globally leading provider of precision optical solutions, focusing on the mid- to high-end optical module and system integration markets for global consumer electronics, automotive electronics, smart office applications, and emerging sectors and others such as intelligent robots, XR smart device and smart glasses. According to Frost & Sullivan, we are a major supplier to leading global mid- to high-end smartphone brands, and the world's only precision optical solutions provider serving both major smartphone ecosystems in terms of camera module. We possess deep-bench capabilities in optics design, imaging algorithm, micro-packaging and other innovative fields, showcased by our innovative R&D and mass production of the world's first triple-camera modules for smartphones and the "one-lens dual-aperture" dual-focal-length switching telephoto modules. We have been deeply involved in the innovation and iteration of high-end optical modules of global brand manufacturers, and continuously advance the development of precision optical solutions industry.

Our products are widely used in various smart working and living scenarios. For example, in terms of shipment volume in 2025, according to Frost & Sullivan, one out of every six laptops worldwide was equipped with our camera module. As of the Latest Practicable Date, we have supplied to more than 340 customers worldwide, covering mainstream brand manufacturers across multiple sectors including consumer electronics, automotive electronics, smart office applications and emerging sectors and others.

According to Frost & Sullivan, in 2025, we ranked second globally and first among China-based companies, both in terms of revenue, in the global consumer electronics camera module sector. In particular, in terms of revenue in 2025, we ranked second globally and first among China-based companies in the mid- to high-end smartphone camera module sector, and ranked first globally in both the laptop and tablet camera module sectors.

Leveraging our rich technological expertise and product understanding cultivated in the consumer electronics sector, coupled with our powerful and comprehensive precision intelligent manufacturing platform encompassing core capabilities such as product design implementation, precision manufacturing delivery, vertical integration, and quality control, we align seamlessly with our customers' needs. Operating as a "Model Partner," we believe we can deeply empower global cross-sector, top-notch brand clients. From understanding and addressing customer needs, maximizing product performance, shortening time-to-market, and helping customers earn consumer trust; to establishing supply chain benchmarks, elevating industry standards, bridging existing gaps; and to identifying emerging product development models, defining new product pathways, and breaking through entrenched processes and workflows, and revolutionizing market perceptions through innovation, we are dedicated to creating comprehensive value for long-term partners, new collaborators, classic products, and innovative creations. As a globally leading provider of precision optical solutions, we are committed to accelerating the pace of innovation, propelling future technologies toward the market at breakneck speed.

The following table demonstrates our business highlights:

Pioneering Contributions

World's First 5x[1]

Successful development and mass production of triple-camera modules and 5x periscope telephoto modules for smartphones

World's First 10x[1]

Application of multi-refraction periscope lens module to achieve 10x optical zoom ultra-long back focal length

World's First One-lens Dual-aperture[1]

Single-sensor dual-periscope focal-length switching architecture to realize "one-lens dual-aperture" design

Industry Leadership[2]

No. 1

In the consumer electronics camera module sector and its three major sub-sectors among China-based companies[3]

No. 2

In the global consumer electronics camera module sector and the mid- to high-end smartphone camera module sector

No. 1

In the global laptop and tablet camera module sectors, respectively

Tier-one Customer Coverage[4]

340+

Customers across the globe

Three out of Five

Global top mid- to high-end smartphone brand manufacturers covered[5]

World's Only

Precision optical solutions provider serving both major smartphone ecosystems in terms of camera module

Precision Intelligent Manufacturing

90%+[6]

Automation rate of module production lines

0.01 mm

Assembly precision in the production of camera modules with 10x optical zoom, nearly the absolute limit of conventional mechanical assembly accuracy

National CNAS-certified Laboratory[7]

Testing capabilities covering seven sectors, able to carry out over 150 reliability tests

Technological Innovation and R&D Expenses

RMB3.3 billion

Cumulative R&D expenses from 2023 to 2025

29.3%

CAGR of R&D expenses from 2023 to 2025

270+[6]

Multinational invention patents covering multiple fields such as optical imaging and image processing

Financial Performance

RMB34.8 billion

Revenue in 2025

51.0%

CAGR of revenue from 2023 to 2025

69.6%

CAGR of net profit from 2023 to 2025

Notes:

(1) According to Frost & Sullivan.

(2) In terms of revenue in 2025 and according to Frost & Sullivan.

(3) The three major sub-sectors refer to the mid- to high-end smartphone camera module sector, the tablet camera module sector and the laptop camera module sector.

(4) During the Track Record Period and up to the Latest Practicable Date, and according to Frost & Sullivan.

(5) In terms of shipment amount in 2025.

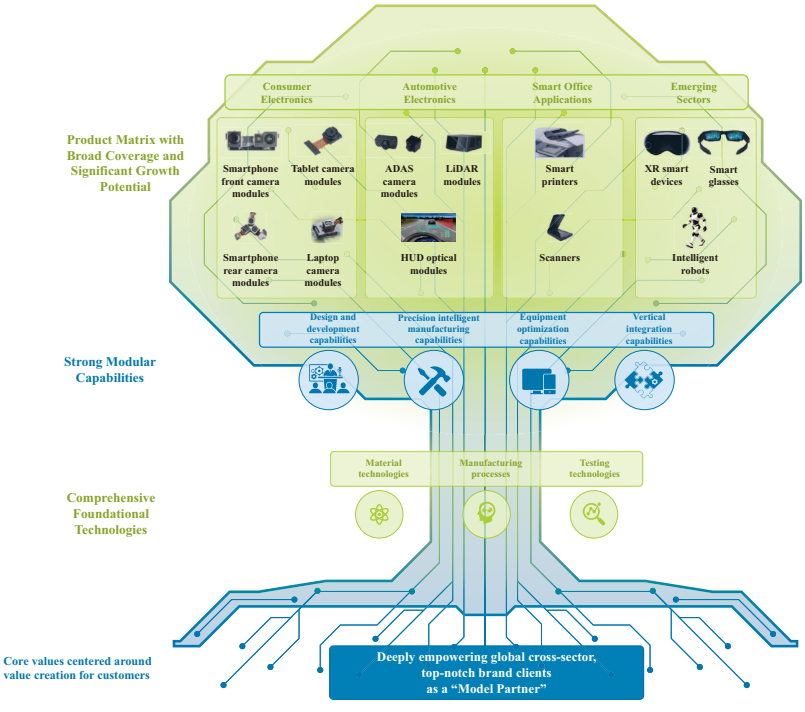
(6) As of May 31, 2026.

(7) CNAS refers to the China National Accreditation Service for Conformity Assessment (中國合格評定國家認可委員會).

Through in-house proprietary R&D and organizational growth, combined with external acquisitions and strategic cooperations, we continuously expand our product matrix and application scenarios. We have rapidly grown from single-product category and application scenario manufacturer to cross-sector, multi-product categories and application scenarios precision optical solutions provider. We have established long-term strategic partnerships with leading global consumer electronics and automotive electronics brands, and have been deeply involved in the R&D and trial production of their products from the initial design phase. At the same time, we have proactively ventured into application scenarios with big market scalability and significant growth potential, horizontally setting footprints into diversified areas including intelligent robots, XR smart devices, smart glasses, innovative displays, smart home and new industrial, with our business flourishing in multiple emerging sectors.

Our Business

Our products mainly span across consumer electronics, automotive electronics, smart office applications and emerging sectors and others. The following table illustrates our cross-sector, comprehensive product matrix as well as our strengths in core capabilities and foundational technologies.



Consumer Electronics

We provide optical module products for smartphones, tablets, laptops and other consumer electronics products. Our customized solutions include main-camera large-aperture modules, variable-aperture lens modules, large-format/large-aperture/micro-capable telephoto fixed-focus modules, multi-magnification telephoto zoom systems, and ultra-wide-angle lens modules.

Automotive Electronics

We focus on smart driving and smart cockpit, developing and manufacturing diverse ADAS camera modules and LiDAR modules. We also strive to provide our customers with head-up display modules and smart vehicle lighting emission modules, among others.

Smart Office Applications

We focus on the R&D, production and sales of optical components and providing system integration of office printers and scanners, providing one-stop high-speed and high-resolution solutions for globally well-known brands. Our solutions primarily include core optical components for, and system integration of, printers, scanners and all-in-one multifunctional digital printers, among others.

Emerging Sectors and Others

We have established our presence in multiple emerging sectors including intelligent robots, XR smart devices and smart glasses, and are actively exploring naked-eye 3D products, holographic projection, and immersive displays. For example, in the XR sector, we supply comprehensive optical product solutions covering light waveguides and micro-displays, offering customers one-stop services from optical components to system integration, spanning the entire value chain. In the intelligent robot sector, we collaborate with humanoid robot companies to supply core optical sensing modules and system integration.

Our Precision Intelligent Manufacturing Platform

We have built a unique precision intelligent manufacturing platform through years of R&D, innovation and accumulation of industry experience. According to Frost & Sullivan, our precision intelligent manufacturing platform is industry-leading in terms of digitalization, automation and flexibility. Our platform is supported by underlying foundational technologies, and has created modular capabilities that can be broadly applied to multiple products and scenarios, creating competitive barriers for our business.

Our platform's underlying foundational technologies include material technologies, manufacturing processes and testing technologies. Leveraging our industry-leading capabilities in material studies, we are able to offer customized, cost-effective material solutions, which bring advantages to such products. With extensive industry experience and strong expertise, we have accumulated various manufacturing process technologies and know-how, continuously and innovatively tackle industry challenges and resolved industry issues, and significantly enhanced manufacturing efficiency and yield rates. Our all-round testing technologies enable us to conduct full production cycle testing and compatibility verification for products across multiple scenarios. This allows us to continuously produce highly reliable products for various application scenarios, while effectively avoiding redundant investment of capital expenditures.

Based on our comprehensive underlying foundational technologies, our precision intelligent manufacturing platform possesses four modular capabilities, namely design and development capabilities, precision intelligent manufacturing capabilities, equipment optimization capabilities and vertical integration capabilities. Leveraging our leading design and development capabilities and precision intelligent manufacturing capabilities, we provide our customers with comprehensive, one-stop solutions. With deep insights into customer needs and understanding of the nature of our products and manufacturing processes, we are fully product-oriented, perform product design and process development in parallel, enabling the smooth transition of our customers' products from

laboratory to mass production. We fully understand that the successful implementation of differentiated products is inseparable from matching processes and equipment. We are able to independently modify and upgrade our existing equipment, and promote it in collaboration with product design and process development. We continuously inject cutting-edge technologies into our equipment, and build efficiency and cost advantages through equipment automation upgrades. Our organizing and vertical integration capabilities stem from our unique corporate culture, our mature and leading operational management model, and our sector-transferable underlying foundational technologies and real-world industry experience.

Our Market Opportunities

With the surging wave of digitalization, smart working and living, and AI applications, we believe we are facing tremendous market opportunities as a critical solution provider in these sectors.

Consumer Electronics

With continuous breakthroughs in optical technologies and AI technologies, consistent progress in IC manufacturing processes, as well as accelerated adoption of new functions such as 3D imaging, ToF in-depth sensing, facial recognition and AI vision optimization, smart devices such as smartphones, multimedia tablets and laptops are increasingly equipped with a diverse set of functionalities, becoming ever smarter and thinner. These smart device manufacturers face the need to integrate optical module components with more powerful functions and higher pixel counts into more compact space to meet the increasingly complex imaging and human-machine interaction requirements, highlighting the critical value of optical modules. The introduction of AI technologies not only drives functionality and performance enhancement, but also accelerates product iterations. All these trends drive the growing demand for core precision optical components for consumer electronics. For details of the historical and forecasted market size data, see "Industry Overview — Overview of Global Consumer Electronics Precision Optical Solutions Industry — Market Size Analysis of Global Consumer Electronics Precision Optical Solutions Industry."

Automotive Electronics

Technological innovation and preferential governmental policy support have been driving and will continue to drive the rapid expansion of the smart vehicle market. The level of vehicle intelligence is also expected to deepen in the near future. As demand for smart driving increases, the types of vehicles equipped with smart driving systems have broadened beyond new-energy vehicles to cover traditional internal combustion engine vehicles. Autonomous driving has put enhanced requirements on the precision, stability and reliability of optical recognition. Additionally, intelligent cockpits have established a complete in-cabin sensing network through combining driver monitoring systems and passenger monitoring systems, which has gradually become a standard configuration for smart vehicles. Moreover, precision optical solutions for automotive electronics are crucial for enhancing vehicle safety. Driven by increasingly stringent vehicle safety requirements, the development of these precision optical solutions has been accelerated. In addition to smartphones, smart vehicles are expected to become another major driving force propelling the continuous growth for optical solutions. For details of the historical and forecasted market size data, see "Industry Overview — Overview of Global Automotive Electronics Precision Optical Solutions Industry — Market Size Analysis of Global Automotive Electronics Precision Optical Solutions Industry."

Smart Office Applications

The traditional office equipment market has become mature over years of development while still facing the bottleneck for innovation. With the deep integration of AI technologies and the traditional printing and scanning technologies, the global office equipment market is undergoing an intelligence-driven revolution. New types of intelligent devices, with readily wireless connectivity and multiple intelligent functions such as voice control, optical character recognition, automatic printing optimization and cloud printing, have broken the single-function and hard-to-use limitations of traditional printers to meet diverse office needs, and are expected to experience sustained growth. Furthermore, with the collaborative help of AI technology and multiple cameras, conference equipment has gradually embraced smart functionalities such as automatic framing and speaker close-up. This places greater requirements on the resolution and zoom system of camera modules, driving the growth and popularization of mid- to high-end camera modules used in conference equipment. For details of the historical and forecasted market size data, see "Industry Overview — Overview of Global Smart Office Precision Optical Equipment Industry — Market Size Analysis of Global Smart Printer and Scanner Industry."

Emerging Sectors and Others

With breathtaking technology advancements, consumers are demanding more intelligent living. Emerging markets such as intelligent robots, XR smart devices, smart glasses, naked-eye 3D products, holographic projection, and immersive displays are expected to achieve significant growth in the near future. Presently, machine vision and multi-sensor fusion technologies are developing rapidly, and the robotics industry is expanding from traditional industrial applications to diverse scenarios such as smart cities, healthcare education and training, smart offices, and diversified lifestyle services, with broad market prospects. The integration of AI technologies with emerging hardware such as intelligent robots, XR smart device, smart glasses, naked-eye 3D products, holographic projection, and immersive displays will drive the rapid realization of new application scenarios, promote cross-industry innovations, and bring further breakthroughs to areas such as smart device and smart cities. We believe that all these trends will create substantial market opportunities for us. In addition, next-generation display technologies such as MicroLED, with demonstrated advantages in terms of pixel count, brightness, lifespan and power efficiency, will also bring a new round of technological revolution and product iteration to the display industry. For details of the historical and forecasted market size data, see "Industry Overview — Overview of Global Precision Optical Solutions Industry in Emerging Sectors — Market Size Analysis of Global Precision Optical Solutions Industry in Emerging Sectors."

OUR COMPETITIVE STRENGTHS

We believe that the following competitive strengths allow us to achieve success and stand out from our competitors.

A Global Leading Provider of Precision Optical Solutions with Multiple Forefront Rankings in the Sectors We Operate

We are a global leading provider of precision optical solutions, with products widely used in consumer electronics, automotive electronics, smart office applications and emerging sectors and others. According to Frost & Sullivan, we have consistently maintained an industry-leading position in multiple sectors. In terms of revenue in 2025, we ranked (i) second globally and first among China-based companies in the consumer electronics camera module sector, both in terms of revenue in 2025; (ii)

second globally and first among China-based companies in the mid- to high-end smartphone camera module sector, both in terms of revenue in 2025; and (iii) first globally in the laptop and tablet camera module sectors, respectively, both in terms of revenue in 2025.

We are the world's only precision optical solutions provider serving both major smartphone ecosystems in terms of camera module, and also one of the few optical module manufacturers mastering both chip-on-board ("**COB**") and flip chip packaging technologies while achieving large-scale mass production, according to Frost & Sullivan. All these achievements showcase our comprehensive strengths and leading position in the optical solutions sector.

With AI technologies empowering various types of smart devices, the global precision optical solutions industry has in recent years undergone both technological and market size growth. The application of AI technologies in smartphones has driven an increase in the proportion of mid- to high-end smartphone models, which typically feature higher-grade optical module configurations and greater number of modules per device. AI technologies have also enabled more functionalities for smart devices such as smart wearables and robots. Through improvements in imaging and sensing capabilities, AI has empowered smart devices with intelligent sensing, understanding and analysis capabilities, driving growing demand and technology upgrades for optical products such as camera modules and LiDAR. With combined effects of technological iterations and increased consumer acceptance, the market penetration rate of smart driving is accelerating, which in turn drives growing demand for in-cabin optical products. According to Frost & Sullivan, the global market of precision optical solutions for consumer electronics is expected to reach US$124.9 billion by 2030, with a CAGR of 9.9% from 2026 to 2030, and the global market of precision optical solutions for automotive electronics will reach US$82.0 billion by 2030, with a CAGR of 12.1% from 2026 to 2030, both demonstrating strong and sustained growth. We believe our industry-leading position in the precision optical solutions industry will enable us to benefit from the continuing growth of the relevant sectors.

Persistence in Technological Innovation with a Focus on Long-term Investment

We have consistently focused on technological innovation in our operations, carrying out technology R&D and product innovation centering around key technical issues, market demand and industry trends. We continuously invest in critical areas such as basic materials, production equipment, manufacturing processes and software algorithms. We conduct research and innovate in collaborative efforts with our strategic customers, actively exploring cutting-edge technologies and mutually empowering each other. Such efforts have enabled us to remain at the forefront of the market and spearhead the development of the entire industry.

Innovation on Basic Materials and Processes

To deepen the innovation and exploration of cutting-edge technologies and create product entry barriers, we have established independent laboratories in key technical areas including optics, device structures, glues and testing technologies, serving as critical support for us to consistently tackle technical challenges and overcome technical obstacles. Facing industry challenges such as reliance on imported high-precision active alignment ("**AA**") equipment and unstable assembly precision of complex modules, we have independently developed 18-axis AA high-precision adjustment technology, breaking the limitation of the traditional AA independent single-element adjustment paradigm to achieve full-space posture adjustment, with micron-level displacement accuracy of ≤0.1μm and sub-angle rotation accuracy of ≤0.003°, thereby significantly enhancing the calibration accuracy and stability of the periscope camera module assembly. To address issues such as glue cracking, deviation

and imaging interference caused by the increased weight of the periscope module lenses and prisms, we have developed a low-shrinkage, high-modulus optical glue formula which, combined with our self-developed bonding technology and sealing processes, has improved bonding strength by 50%.

Collaboration Efforts with Customers in Product Innovation

Through close collaboration with customers, we are able to consistently meet their demand for innovative functionalities and high-grade products. For example, our "one-lens dual-aperture" imaging solution with a domestically leading smartphone manufacturer achieved dual-focal-length optical zoom with a single sensor. To meet the continuous iteration demand for rear telephoto camera modules in the global smartphone market, we leveraged our advantages in optical and digital zoom technologies to collaborate with our strategic customers on the R&D of camera modules with outstanding imaging performance, placing us among the first in the industry to launch the 5x and 10x zoom telephoto camera modules. To meet the requirements of leading laptop manufacturers for thinner high-end camera modules, we developed special packaging solutions to provide laptop manufacturers with thinner and narrower optical modules.

Forward-looking Investments in Emerging Sectors

We consistently explore new directions for emerging sectors, and have carried out cutting-edge technologies deployment in sectors such as robotics, XR smart devices, naked-eye 3D products, and MicroLED light sources, developing high-precision and high-performance products for emerging sectors. We have worked with globally leading smartphone manufacturers to develop optical modules for XR platforms, and with leading imaging sensor manufacturers to develop sensors for robots. We are also developing precision optical solutions for naked-eye 3D products, which enrich user experiences through mainstream features including 4K lossless resolution, high refresh rates, seamless 2D/3D switching, and mixed reality capabilities. As of the Latest Practicable Date, we had achieved small-batch production of display modules for naked-eye 3D products. Furthermore, we continue investing in the development of MicroLED technology, including compact-sized and high-brightness MicroLED micro display chips, which has broad applications in AR/VR, smart wearables, and automotive displays. As of the Latest Practicable Date, the high-precision perception modules production line for MicroLED light sources had commenced operation. Our leadership in R&D and innovation is a result of our continuous investments in these areas.

Our cumulative R&D expenses throughout the Track Record Period totaled RMB3.7 billion, with the cumulative R&D expenses from 2023 to 2025 reaching RMB3.3 billion at a CAGR of 29.3%. As of May 31, 2026, we had 2,450 dedicated R&D personnel, and possessed over 270 invention patents globally, covering multiple fields such as optical imaging and image processing.

Industry-leading Intelligent Manufacturing System that Builds Product Competitiveness

We have established a data-driven precision intelligent manufacturing platform with digital, automatic and flexible production capabilities, creating a highly collaborative, open and intelligent manufacturing system that supports the sustainable development of our businesses across multiple sectors.

Digitalization

By leveraging emerging technologies including AI and big data analytics, we have achieved industry-leading management and production efficiency in the design and manufacturing processes of precision optical modules. Our DPaaS (data platform as a service) data hub platform integrates multiple

subsystems, including product lifecycle management, manufacturing execution system and equipment management system, and unifies the management of data across these subsystems to eliminate data silos along critical stages of R&D, manufacturing and operations, thereby creating a foundational full-process integrated data hub platform. With our data hub capabilities and digital twin technologies, we break down products into functional modules and use simulation tools to test the compatibility of different modules when combined, thereby reducing the cost of physical trial and error testing. We are able to collect and share data and information from each process in a real-time manner, dynamically adjust production lines, and achieve efficient and flexible multi-line production. Our digitalized manufacturing facilities interact with over 400,000 data points and collect over 60 TB of inspection photos on a daily basis, and by leveraging the powerful compute and cloud storage capabilities of our digitalized systems, perform rigorous and traceable full-process quality control of production lines and ensure rapid response to emerging problems.

Automation

We have actively advanced automation buildup. Compared with traditional manufacturing paradigms, we have achieved significant improvements in manufacturing efficiency, yield rates and production cost reduction through continuous automation upgrades. We are actively promoting to upgrade to Smart Factory 2.0, which, on top of our "algorithm + data"-driven approach, deeply integrates IoT technologies and introduces self-developed and assembled automation equipment to establish a number of domestically pioneering automatic assembly and testing lines, including automatic prism, VA and iron shell assembly lines and fully automatic robotic arm testing lines. The overall automation rate of our smartphone camera module and ADAS camera module production lines has typically exceeded 90% as of May 31, 2026, significantly reducing labor costs compared to manual production lines.

Flexibility

Our flexible design enables us to switch production quickly in a cost-effective manner, significantly improving the utilization rates of our production equipment to adapt to varying customer requirements and demand changes at different times. Our production lines adopt standardized machine setups, applying unified standards across industrial machines and robotic arms, thereby achieving rapid line switching at low costs. Such arrangement addresses the pain points of low re-use rates of traditional dedicated line equipment and long switching time, and enables quick responses to capacity expansion needs and new product development requirements.

Long-Term and Stable Cooperation with World-class Customers to Continuously Capture Industry Opportunities

We have long been a partner to many globally leading smart device manufacturers and have established long-term and stable cooperative relationships with them. According to Frost & Sullivan, our customers during the Track Record Period included the world's largest smartphone brand and China's largest smartphone brand, as well as four of the world's top five laptop brands.

According to Frost & Sullivan, leading brand name manufacturers typically place rigorous requirement on the quality control of optical module suppliers, prompt supplier response, service quality and process, and generally impose a strict and lengthy supplier qualification process. Later suppliers often lack the accumulation of technical and manufacturing experience in the early stages and are disadvantaged in terms of technology maturity, pricing, quality control or service capability, practically making it difficult to replace the existing suppliers.

We have passed the stringent supplier qualification processes of leading smart device manufacturers, participated in their new product pre-research and verification process, and provided them with tailor-made, one-stop implementation solutions covering product design, development, mass production, testing, quality control and cost control, thereby establishing high entry barriers. Our long-term and stable cooperative relationships with leading smart device manufacturers attest to our in-depth technical expertise, precision intelligent manufacturing capabilities, cutting-edge R&D strengths and efficient production organization. For example, by showcasing our outstanding precision intelligent manufacturing and R&D capabilities during our cooperation with the world's largest smartphone manufacturer on front camera modules, we achieved a strategic breakthrough during the Track Record Period in entering its supply chain for rear camera modules. Such cooperation has laid a solid foundation for our development opportunities and growth potential, and reinforced our leading position in the precision optical solutions industry.

Visionary Management Team and an Outstanding, Progressive Corporate Culture

Ms. Wang Laichun, our chairlady, is a distinguished entrepreneur with a strategic vision and an innovative spirit, leading us to stand out in the global precision optical solutions industry. With over 30 years of extensive industry insight accumulated through comprehensive practical experience, Ms. Wang has provided critical, strategic guidance for the Group's industrial presence and business development, playing a pivotal role in our growth and success. Since 2018, we have successively acquired the camera module business of LITE-ON Group, Cowell, the Image Management Department ("**IMG**") business division of LITE-ON Group, and the Shanghai manufacturing factory of Konica Minolta, Inc., and jointly established Luxsense with RoboSense, thereby solidifying our leading advantages in existing business sectors and rapidly building strong competitiveness in new business sectors.

Mr. Meng Yan, our general manager, is an industry veteran and leader with vision and rich experience. Deeply and extensively engaging in the consumer electronics industry, Mr. Meng has accumulated extensive experience in corporate operations and management, and has led the Group's steady development with his forward-looking strategic vision and outstanding leadership, while continuously incubating new businesses in emerging sectors. Our management team, with extensive management experience, keen market insight and a hands-on working style, plays a critical role in business strategy formulation, tactical execution and team building, thereby driving our stable and sustainable business growth. With strong identification with our corporate culture, our management team has maintained a stable personnel structure over the years, which has enabled us to maintain a highly stable management and operational system and laid an important foundation for long-term prosperity of our business.

We have attracted management personnel and core technical talents from around the world, with diverse backgrounds and many with overseas experience, and possessing a broad international horizon. As we adhere to our core values of deeply empowering global cross-sector, top-notch brand clients as a "Model Partner," we have constantly attracted, retained and nurtured talents, which consolidates our strengths in traditional sectors while laying the foundation for expansion into emerging businesses.

OUR STRATEGIES

To achieve our long-term mission and vision, and further strengthen our core competitiveness, we have formulated development strategies across key business areas. In particular, we will continue to focus on optical technologies as our core strengths, remain committed to R&D and innovation as our

driving force, broaden our product and business ecosystem, and empower implementation and delivery through intelligent technologies. We strive to seize market opportunities, and steadily advance our vision of becoming the most trusted partner in the global precision optical industry to chase dreams together.

Committed to R&D and Innovation to Solidify Technological Leadership and Lead the Development of the Precision Optical Solutions Industry

We will continue to view technological innovation as our core driving force. Through persistent innovation, we strive to maintain long-term industry leadership while continuously creating superior visual and imaging experience for global customers and consumers.

We will increase R&D investment and strengthen talent reserves in critical technology areas, including (i) advanced manufacturing processes, such as the iterations and applications of AA high-precision adjustment, pad printing, and simulation and digital twin technologies for production processes, (ii) chemical formula upgrades of key basic materials, (iii) self-development and commissioning of automated production and testing equipment, and (iv) independent development of core upstream components, including, among others, lenses. Through continuous innovation, we intend to build forward-looking and high value-added technology reserves, and lay the foundation for enhancing our product performance. Further, we commit to enriching the functionalities and further advancing the miniaturization of our products, thereby motivating the long-term development of the camera module industry.

At the same time, we plan to invest in R&D of technologies in emerging sectors such as intelligent robots, XR smart devices, smart glasses, naked-eye 3D products, holographic projection, and immersive displays, thereby laying a solid foundation for our long-term technological competitiveness.

Enriching Our Core Product Matrix and Expanding All-dimensional Strategic Emerging Sectors to Build Diverse Growth Drivers

We adhere to a mid- to high-end positioning goal in the precision optical solutions industry, and aim to expand the boundaries of our product matrix leveraging our precise insight of market trends and close collaboration with leading global customers. In the future, we will expand our core product matrix by focusing on long-term value and customer needs and embracing emerging technological waves, including, among others, AI. We will continue our technology iteration and upgrade in areas including, among others, continuous zoom, variable aperture, glass-plastic hybrid lenses and various potential new imaging solutions. With a continuously evolving and enriched product matrix, we will be able to comprehensively and profoundly respond to our core customers' demand, while further expanding our business coverage of potential customers.

In addition, we will direct our substantial technological reserves and know-how accumulated from consumer electronics to emerging sectors, and continue to expand emerging product lines, including but not limited to, high-precision modules for intelligent robots, thin optical waveguides, naked-eye 3D products, MicroLED light sources and XR micro-display optical engines, thereby building a diversified growth prospect.

Driving Intelligent Transformation and Enhancing Lean and Efficient Manufacturing Capabilities with Optimized Capacity Deployment

We target to continuously promote the digitalization, automation and flexibility improvement of our production lines and production management systems, optimize the full value chain of "production — management — decision-making," further consolidate our advantageous yield rate, and comprehensively respond to our customers' increasing demands for delivery and quality.

We will introduce or upgrade more efficient and adaptable automated production and testing equipment, iterate our self-developed intelligent manufacturing systems, and integrate self-trained AI models, predictive AI inference models and other software algorithms, thereby further building an industry-leading precision intelligent manufacturing platform. We expect these initiatives to continuously improve our product quality and optimize our cost efficiency, thereby achieving a comprehensive improvement of our manufacturing capability.

We will continue to prudently plan our global production capacity deployment in line with market demand. For domestic capacity, we plan to gradually upgrade existing production lines to more advanced ones. For overseas capacity, we have completed the initial establishment of our production facilities in Vietnam. By doing so, we expect to strengthen our manufacturing capability to better adapt to our customers' diversified needs under their global presence landscape.

Actively Vetting Investment and Acquisition Opportunities to Solidify Vertical Integration Advantages and Build Growth Momentum

Since our establishment, we have been leveraging precise investment and acquisition decisions along with efficient post-investment integration to successfully build a precision optical solutions platform that has covered the upstream and downstream of the industry value chain, secured diverse customer base, and enriched our product mix with achieved technology leadership.

Looking into the future, we will continue to focus on core upstream components as well as horizontal merger and acquisition opportunities with broad growth prospects. We believe such initiatives will further solidify our advantages in the value chain integration, optimize cost efficiency, and expand both the breadth and depth of customer services. We plan to empower our successful acquisition targets with our strong technology reserves and extensive industry experience, thereby multiplying the synergistic effects, creating value and sharing growth.

At the same time, we will proactively track available strategic investment opportunities in emerging technology sectors, capitalizing on our strong engineering implementation capabilities. By doing so, we will be able to achieve mutual benefits with our investment targets, advancing long-term joint development.

OUR BUSINESS MODEL

We maintain a flexible business model and ensure agile response to customer needs. Through cross-departmental collaboration, full process visualization and risk pre-management, we address customized needs in a cost-efficient manner while maintaining high quality standards. We collaborate with our clients at each stage of the business process, providing technical expertise and valuable industry insight throughout the whole process. We primarily conduct our business on the following steps:

- **Demand Analysis:** Leveraging our extensive experience and technological expertise, we proactively identify the pain points and challenges within our clients' industries. By analyzing technological development trends and market dynamics, and combining this with our clients' technical foundations and growth strategies, we provide professional advice on market demand and product direction.

- **Solution Provision:** To address our clients' specific needs, our R&D team collaborates closely with them to innovate products and finalize technical specifications. At times, we leverage our technological expertise to proactively recommend to our clients on the application of cutting-edge technologies, helping clients refine product designs while ensuring manufacturability.

- **R&D and Design Verification:** Our R&D center spearheads R&D advancements in materials and processes. We produce prototypes and conduct rigorous reliability testing and certification validation in our testing laboratory to further refine our products. Through these efforts, we are able to deliver products that are reliable, cost-effective, and easy to mass produce.

- **Manufacturing and Delivery:** Our intelligent production system enables rapid response and flexible delivery to customized demands. Real-time process optimization via manufacturing execution system ensures seamless transitions from prototyping to new product introduction and mass production, progressively enhancing throughput. Production dashboards provide transparency, enabling on-time delivery while meeting efficiency targets. Each unit's customized production process is meticulously tracked, with live updates on information platform ensuring end-to-end visibility, enabling us to fulfill our customers' manufacturing and delivery expectations.

- **After-sales Service:** Beyond mass production, we provide dedicated after-sales service and a holistic support framework, ensuring exceptional customer experiences and lasting satisfaction.

OUR PRODUCT AND SOLUTION OFFERINGS

We offer cross-sector, customized precision optical solutions encompassing camera modules, optical components and system integration that realize critical optical functions, for global smart device manufacturer customers spanning consumer electronics, automotive electronics, smart office applications and emerging sectors and others. Through continuous technological innovation, we strive to empower global smart device customers with a superior visual and imaging experience.

Consumer Electronics

Consumer electronics is our cornerstone, based on which we diversify our solutions and gradually expand our product matrix. Leveraging years of in-depth penetration into the consumer electronics sector, we have developed mature precision optical solutions that are applied on smartphones, tablets and laptops to improve consumer experience in vision perception. Our major offerings to consumer electronics customers are high-precision camera modules, including main-camera large-aperture modules, variable-aperture lens modules, large sensor size/large-aperture/macro-capable telephoto fixed-focus modules, multi-magnification telephoto zoom systems, and ultra-wide-angle lens modules, among others. These solutions enable smart devices to achieve functions including accurate image capture, 3D environment sensing and interactive display effects. A camera module is a compact, integrated unit consisting of an image sensor, optics and processing units that capture light to create digital images and videos. It is small in size, and requires delicate assembly processes. Smartphones are generally equipped with higher-resolution, zoomable cameras than tablets and laptops, and usually with more camera modules. Years of R&D and manufacturing expertise have helped us secure globally leading brand customers in consumer electronics sectors as customers, and forged long-term, strategic cooperation with them.

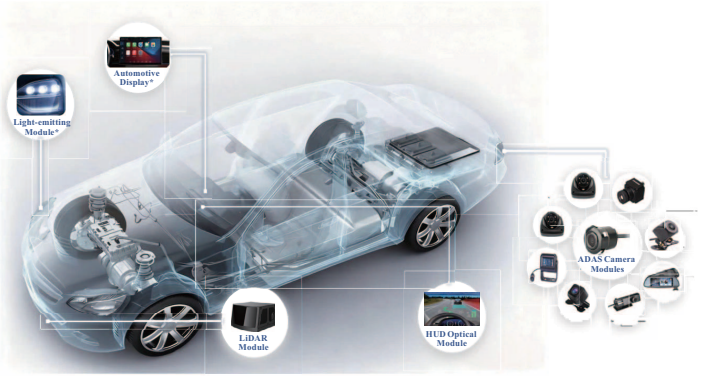
The following chart illustrates the application scenarios for major consumer electronics containing our products and solutions:

* *We are developing our products and solutions under such application scenario.*

Automotive Electronics

With the popularization of smart driving vehicles, we have set our footprints into the automotive electronics sector, providing drivers with a more accurate, safer and more convenient driving experience. Our major offerings are ADAS camera modules and LiDAR modules embedded on the smart vehicles of globally leading automotive OEMs. Our products are compact, integrated hardware objects that use advanced sensors and processing to capture images and videos of a vehicle's surroundings, providing crucial information for smart driving systems to perceive and navigate the environment in a safe manner. As of the Latest Practicable Date, we were also developing automotive display modules and smart vehicle light-emitting modules, aiming to provide passengers with a comprehensive, immersive in-cabin entertainment experience.

The following images depict the application scenarios for major automotive electronics containing our products and solutions:



* *We are developing our products and solutions under such application scenarios.*

Smart Office Applications

We aim to empower end users with smart optical solutions to provide them with clear images, thereby improving their operational efficiency in office settings. Our major offerings are provision of system integration of printers, scanners, all-in-one multifunctional digital printers, and their respective components. In addition, we also provide camera modules for video conference systems and conference phones, expanding our product and solution offerings in the field of smart office applications.

The following chart illustrates the application scenarios for major smart office applications containing our products and solutions:

Emerging Sectors and Others

In addition to consumer electronics, automotive electronics and smart office applications, we are proactively exploring new precision optical solutions opportunities in emerging sectors and beyond with great growing potential. To date, we have expanded our outreach to intelligent robots, XR smart device and smart glasses, and actively exploring naked-eye 3D products, holographic projection, and immersive displays, continuously broadening our business coverage.

RESEARCH AND DEVELOPMENT

We consider R&D as a cornerstone of our operations, and possess in-depth knowledge of the manufacturing processes, technical specifications, features and functionalities of the camera modules, optical components and system integration, based on which we perform day-to-day R&D activities. We are deeply rooted in the development of precision optical solutions and products, centered around the

concept of innovation as the guiding direction. Our R&D capabilities enable us to possess solid technologies, an integrated precision manufacturing platform, a science-oriented and rigorous R&D management system, and an ability to develop and upgrade existing and new products and processes.

Our R&D of products are market-driven, and is carried out as a group effort in close collaboration between our different teams. In addition to the core technologies that our R&D department develops independently, we understand our customers' specific requests to products and develop tailor-made technologies and solutions. To deliver products of the best quality to customers, we integrate our R&D in our manufacturing activities, constantly upgrading the manufacturing processes and technologies through manufacturing practices to reach an optimal effect.

In 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, we incurred R&D expenses of RMB808.3 million, RMB1,092.4 million, RMB1,351.3 million, RMB547.1 million and RMB457.7 million, respectively, representing our continuous, substantial investment in R&D of our products and technologies.

Our Core Technologies

Our in-house designed and developed core technologies stem from our rich experience accumulated through years of independent development of equipment and algorithms, enabling us to secure collaboration opportunities on the development of products with a variety of international leading brands. Leveraging our accumulated R&D experience, we have formulated the following core technologies that are applied to our products and solutions, creating a technological moat.

Optical Module Simulation Technologies

Our R&D of optical module simulation technologies commenced in as early as 2016. After years of deep cultivation in optical module simulation technologies, we have established a professional team who has accumulated rich technical know-how in structural, heat transfer and electronic circuit design simulation technologies. From the earliest mechanical reliability simulation to multi-physics and thermo-solid-fluid coupling, we have achieved the precise prediction and solution of reliability problems by using theoretical and computer calculation results. We have further successfully combined material science, structural design, and manufacturing processes into a large simulation platform, and closely integrated each phase of the R&D process from concept design, material and glue selection, mechanism design, manufacturing process to reliability testing through simulation technology. This has equipped us with unique advantages, bringing high yield of products and high efficiency in operation.

The value of simulation technologies is showcased after a substantial amount of data is accumulated. We have, through years of simulation technologies R&D, innovatively introduced these technologies to the production and manufacturing of optical modules, and established a considerable database, enabling us to assess risks during the design phase, and provide assistance in product reliability verification. The master of these technologies has placed us ahead of our competitors, according to Frost & Sullivan.

Glue Research and Development

Camera modules are highly dependent on glue, as they are characterized by adhesive precise optical components, which primarily consist of lens and motors. Displacement of a few microns or a small amount of tilt may have a fatal impact on the camera module, and thus adversely impact the precision and performance of the photography functions of smartphones. We possess a thorough understanding of glue, and primarily focus on structural, optical, and firmware integration. According to Frost & Sullivan, we pioneer the industry by establishing the first glue R&D laboratory in the industry, and glue certified by us is a sign of assurance for use and is highly recognized by the industry.

Recent development of smartphone camera modules include larger sensor target surface, more lens groups, upgraded aperture, and increased optical sensitivity, according to Frost & Sullivan. To achieve the optimal photography performance of smartphones, camera module manufacturers need to match the development trend of smartphone camera modules and develop corresponding process technologies. For

example, the prism weight of multi-group periscope models with large-target sensors has increased by 610% as compared to traditional ones. Specifically, prisms for large-target 1/1.28-inch sensors weigh approximately 1.96 grams, while prisms for traditional 1/3.6-inch sensors weigh only approximately 0.19 grams. The significant increase in prism weight is prone to high-risk problems such as prism cracking and falling-off, and prism surface accuracy variation caused by glue pulling. To tackle these problems, we have innovatively developed ultra-low modulus glue and picosecond laser surface roughening bonding technology, which increases the bonding strength by more than 50%, and effectively reduced the surface accuracy variation problem. Leveraging our capabilities in glue development, we have realized mass production of smartphone camera modules, further solidifying our position as a key solution provider in the industry value chain.

Equipment Automation

We have made significant investments in equipment automation R&D, resulting in in-house designed automated production lines for autofocus and camera modules. This in-house design enables rapid response to diverse production needs. Integrated with a manufacturing execution system, we monitor progress in real-time, manage schedules efficiently, and ensure full traceability and consistent quality. According to Frost & Sullivan, we were the first optical solutions provider globally to implement a fully automated production line, particularly for high-precision folding autofocus modules. Our automated lines and manufacturing execution system integrate motion control, design, software, machine learning, sensing, and vision, driving innovation and production efficiency.

Active Alignment Technology

Our key manufacturing process, AA, is performed using our proprietary AA equipment, which enables multiple lens assemblies concurrently. We operate 12-axis and 18-axis AA systems for adjusting two and three lens groups, respectively. Our AA equipment, characterized by its high accuracy, precise calibration and reliable traceability, is primarily used for precision optical assembly and correction. The integrated calibration system employs an autocollimator/laser for tilt calibration, a dedicated jig for optical center calibration, and an offline charge-coupled device for pre-calibration, ensuring exceptional alignment accuracy. We also have in place an embedded error-proofing system that guarantees full part traceability. Our AA process is ahead of our peers, according to Frost & Sullivan, as our in-house developed equipment allows for customizable parameters and algorithms, providing us with overall adaptability.

Our R&D Process

Major phases of our R&D process include the followings:

- ***Feasibility study***. Based on extensive market research and market demand survey results, we brainstorm among ourselves and with customers, formulate preliminary R&D goals and conduct feasibility analysis.

- ***Planning and preparation***. After the preliminary feasibility study, we select the project leader and proper team members and prepare for the R&D project execution. We outline the research subject, expected goals, project budget and detailed plans.

- ***Development***. Once we commence development, the R&D project team carries out daily R&D work in accordance with the approved plans, and hold project discussion meetings regularly to resolve issues encountered during the development process. The project leader is responsible for the overall supervision and management during the project execution.

- ***Ramp-up***. Full-scale product validation begins, including design verification testing, selective engineering validation testing, and targeted production trials to ensure manufacturability and consistency before mass production.

- ***Mass production***. New product introduction transitions into stabilized manufacturing, supported by stringent process controls and ongoing reliability testing to maintain uncompromising quality throughout the production lifecycle.

Our R&D Center

We perform our R&D and operational activities in our R&D center in Guangzhou, China. Our R&D center is responsible for and leads our daily R&D activities. We take into account our overall business strategies, technological feasibility demonstration, market research results and customer needs, carry out the R&D of new products, new technologies and other cutting-edge technology research activities. Our R&D department functions in accordance with the same categories as our business lines, and the R&D team of each business line is further divided into smaller groups, including opto-mechanical and electrical development, layout design, software and algorithm development, glue development, thermal flow and structural simulation, and motor design.

Our R&D capabilities are highly recognized in the industry. We are the only precision optical solutions provider that possesses a 2,000-sq.m. national-grade laboratory, which is unparalleled in the industry, according to Frost & Sullivan. Certified by national standards promulgated by CNAS, our laboratory supports comprehensive, multi-scenario optical testing functions, able to carry out over 150 reliability tests. Our R&D center also hosts different laboratories to support our business activities, including optics, structure, glue development, and defective product analysis.

As of May 31, 2026, our R&D department consisted of 2,450 experienced engineers, approximately 18.9% of which possessed over ten years of R&D expertise in camera modules and optical design. For more details of our dedicated R&D personnel and their innovative R&D activities, see "— Our Competitive Strengths — Persistence in Technological Innovation with a Focus on Long-term Investment."

MANUFACTURING

Manufacturing Capabilities

We have integrated intelligent manufacturing into various aspects of our production, significantly improving our production efficiency and product yields. For example, we have developed a powerful and comprehensive precision intelligent manufacturing platform, which encompass core capabilities in product design and development, precision intelligent manufacturing and vertical integration.

By selecting quality materials, employing high-precision machining techniques, ensuring reliable manufacturing processes, and implementing comprehensive automated testing technologies, we achieve stable product yields in high-power and high-frequency environments. With this end-to-end processing capability, we are able to produce products that meet our customers' stringent requirements, establishing a competitive edge in technology and quality within the precision optical solutions industry. As of May 31, 2026, we have achieved a 99% yield rate for high-end telephoto optical modules, which is industry leading according to Frost & Sullivan. As of the same date, the overall automation rate of our smartphone camera module and ADAS camera module production lines has typically exceeded 90%. Leveraging our intelligent manufacturing capabilities, we are capable to produce camera modules featuring 10x optical zoom functionality with assembly precision reaching 0.01 mm — nearly the absolute limit of conventional mechanical assembly accuracy.

We are one of the few companies in China that master both COB and flip chip technologies in manufacturing completely in-house, according to Frost & Sullivan. Such advanced in-house capabilities come from our dedicated R&D and manufacturing departments ensuring a highly clean and consistent manufacturing environment. With these two types of technologies, we possess the capability of delivering completed products that meet the specification of end products of a broad range of customers and industry players.

Manufacturing Process

Our manufacturing process starts with the work order. After the work order is established, raw materials and components are sourced from the warehouse storage and the process goes to the surface mounting segment. After the surface mounting step, the product-in-progress goes through the COB process or flip chip process where such modules are directly mounted and connected to underlying PCB or other underlying peripheral substrate.

Our manufacturing system uses a central computer to automatically run and monitor the entire manufacturing process. It instantly sends machine alarms directly to technicians, who can often fix the problem and turn off the alarm remotely. The system also ensures materials are supplied on time, automatically alerts managers when their attention is needed, and tells the quality team when it is time to perform a check. To save time, technicians can log repair details using voice commands, and the system automatically tracks all their performance data for review.

We typically anticipate and plan our raw materials provision according to both the customers' actual purchase orders and our own forecast based on our communication and our prior history of collaboration with our customers. As a result, material request plan is formulated and we communicate such material request plan to our suppliers, through our supplier relation management system. After our suppliers provide date of delivery of raw materials, we communication our completed products delivery dates to our customers.

Manufacturing Process using COB Technology

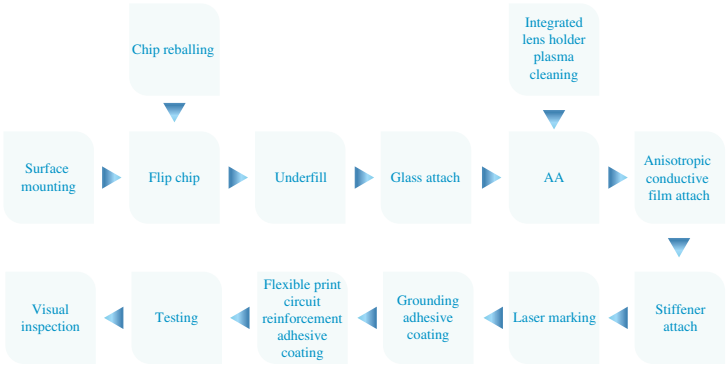
COB is a technology where semiconductor chips or other electronics components like those of ours, are directly mounted onto a PCB or other underlying peripheral substrate. Gold wire is then used to connect the PCB board and the bare chips/modules. COB process has become the ideal choice for high-density applications consumer electronics including our camera applications. Molding-on-chip (MOC) packaging technology, based on the COB process, reduces the size of the compact camera modules (CCM), with height and XY dimensions further reduced by more than 0.1 mm. This better meets customers' needs for CCM miniaturization.

The main stages of our manufacturing process using COB technology are as follows:

Manufacturing Process using Flip Chip Technology

Flip chip is a technology that puts a semiconductor chip's active surface of electrical contacts (solder bumps) facing downwards, and directly bonds it to a PCB or substrate. Key steps of flip chip often include preparing the chip with solder bumps, then "flipping" it onto a substrate, and often applying an underfill material to manage thermal expansion differences between the chip and the substrate.

The main stages of our manufacturing process using flip chip technology are as follows:



Manufacturing Bases

As of May 31, 2026, our major manufacturing bases spread over Guangzhou, Dongguan, Shenzhen, Shangrao, Shanghai and Vietnam with an aggregate gross floor area of approximately 810,000 sq.m.

The table below sets forth our production capacity, production volume and utilization rate by major business line during the Track Record Period.

		Year Ended December 31,									Five months ended May 31,		
		2023			2024			2025			2026		
		Production capacity	*Production volume*	*Utilization rate(1)*	*Production capacity*	*Production volume*	*Utilization rate(1)*	*Production capacity*	*Production volume*	*Utilization rate(1)*	*Production capacity*	*Production volume*	*Utilization rate(1)*
		(in thousands, except for percentage)											
Consumer electronics	*Unit*	463,394	238,184	51.4%	533,929	355,609	66.6%	547,870	404,051	73.7%	239,208	156,291	65.3%
Automotive electronics(2)	*Unit*	13,382	5,685	42.5%	19,805	8,630	43.6%	20,798	7,520	36.2%	8,392	3,443	41.0%
Smart office applications(3)	*Unit*	1,600	948	59.3%	1,600	945	59.0%	1,483	853	57.5%	696	332	47.7%

Notes:

(1) The utilization rate during each period is calculated by dividing production volume by the production capacity for the same period.

(2) During the Track Record Period, our utilization rate for automotive electronics products was relatively low. Along with the fast industry iteration and rapid changes of the automotive electronics customers, we have adjusted our business strategy from providing products to a large range of customers to focusing on large-scale, leading customers in such industry, leading to the relatively low utilization rate during the transition period. We expect that, with our continuous business growth and customer base expansion after the adjustment of business focus, the utilization rate of automotive electronics products would see a gradual improvement in the near future.

(3) The utilization rate for our smart office products experienced a decrease from 2025 to the five months ended May 31, 2026, primarily due to the commissioning and adjustment period following the relocation of the relevant production lines commencing in early 2026.

SALES AND MARKETING

We market our products through our sales and marketing department, which is responsible for identifying suitable potential markets and customers. Our dedicated sales and marketing department is responsible for formulating and coordinating marketing activities and promotion campaigns. Our sales and marketing members are equipped with knowledge and expertise about our products, and are able to

identify the requests of customers and provide technical support. They stay abreast of emerging products and technologies that appeal to our existing and potential customers and provide our customers with pre-sale consultations and recommendations tailored to their needs.

Our goal is to build a highly professional sales and marketing department. Each year end, we formulate sales training plan for the next year on three key metrics: product, sales, and marketing. For personnel structure, we team up senior staff with a younger one, implementing mentoring relationship, and setting output KPIs and evaluating performance.

Our Sales Activities

We sell our products to customer directly. We acquire new customers primarily through maintaining close contact with customers in consumer electronics, automotive electronics, smart office applications and emerging sectors and others, as well as exploring business opportunities with potential customers in these industries. For details of the principal businesses of our major customers during the Track Record Period, see "— Our Customers."

We typically start sales budget forecast for the next year in October each year. The budget usually consists of three parts: (i) sales related to existing customers' existing purchase plan, which represents continuous and stable forecast based on the customer's annual purchase plan; (ii) sales related to existing customers' new purchasing plan, which requires forecast based on the such plan's estimated milestones; and (iii) sales to new customers, which has to be based on the pace and results of business and customer development efforts. We usually sets challenging sales goals and offer corresponding incentives to motivate employees' diligence and help them to advance their career.

During the Track Record Period, we typically enter into framework sales agreements with our customers. The key terms of our sales agreements included the following:

- ***Duration***. Our framework agreements generally do not specify a duration.

- ***Pricing***. Pricing of the products is generally specified in statements of work or purchase orders, and may be adjusted upon mutual agreement.

- ***Transfer of risks***. Risks are transferred to our customers when the products are accepted by them.

- ***Payment and credit terms***. We generally deliver products to our customers before payment and grant our customers credit periods ranging between 45 days to 150 days.

- ***Minimum purchase requirements***. Our framework agreements with our customers usually do not contain minimum purchase requirements.

- ***Logistics***. We are generally responsible for delivering products to locations specified by our customers. Logistics costs may be borne by us or our customers, which will be determined on a case-by-case basis depending on the specific product type.

- ***Product warranty***. We typically provide warranties for our products for a specific period as agreed upon with our customers.

- ***Returns/exchanges***. Our customers will inspect the products upon delivery and are generally entitled to return or exchange products that do not meet their requirements in terms of quality or specifications. We generally do not otherwise accept product returns or exchanges once the products have been accepted by our customers.

- ***Confidentiality***. These framework agreements usually have strict confidentiality provisions that restrict us from disclosing confidential information of our customer.

- ***Termination***. These framework agreements can be terminated with mutual agreement of parties and under certain circumstances such as force majeure or bankruptcy of a party.

Marketing and Branding

Our marketing department is responsible for enhancing our brand awareness and promoting our new and existing products. We have established sales and marketing teams both in China and overseas. As of May 31, 2026, our sales and marketing department consisted of 83 members, working devotedly to execute our marketing strategies.

We have built a renowned brand reputation and strong industry influence through sustained, in-depth collaboration with top-tier companies across diverse application areas. By adopting tailored strategies for different industries, we allocate substantial resources to business development in consumer electronics, our consistently competitive area, while laying an emphasis on emerging high-growth markets. In addition, we have implemented a comprehensive customer strategy that spans the entire process from acquisition to product delivery, further strengthening our market position. By maintaining close engagement with customers, we gain deep insights into their evolving needs and competitive market dynamics. This understanding enables us to strategically position our products, foster co-development opportunities, swiftly resolve technical challenges during production, and provide exceptional after-sales support. We from time to time host technology workshops for our customers and host product exhibitions onsite at our customers' location to promote our existing and new products. Our superior products and customer supports strengthen our existing customers' confidence in us and encourage them to order new products from us naturally.

Our close and solid relationship with our existing customer also gave us edge in generating new customer needs through industry reputation as well as word-of-mouth recommendations. Certain new customers may also approach us first.

Pricing of Our Products

We have set different pricing strategies for existing markets where we have shown a presence and gained substantial amount of market share, and emerging sectors and others where we are gradually setting our footprints. We base our pricing strategies for our products on a variety of factors.

- ***Existing markets***. We primarily follow demand-driven pricing strategy for products in consumer electronics, automotive electronics and smart office applications, taking into consideration downstream demand, prices of competitive products, operational efficiency, and yield rate, among others. We aim to retain a reasonable profit level while keeping cost competitive and maintaining steady growth in market share in the existing markets.

- ***Emerging sectors and others***. We primarily follow cost-driven pricing strategy for products in emerging sectors and others, taking into consideration investment of R&D resources, such as R&D expenses and staff costs. We aim to secure a market position with reasonable pricing power in these emerging sectors and others, leveraging our technological leadership.

Our Customers

We provide our products to customers from various industries, including consumer electronics, automotive electronics, smart office applications, and emerging sectors and others. In 2023, 2024 and 2025 and for the five months ended May 31, 2026, revenue contributed from our five largest customers in each year/period amounted to RMB11.9 billion, RMB24.8 billion, RMB31.3 billion and RMB12.3 billion, accounting for 77.9%, 88.7%, 90.0% and 90.1% of our revenue in the respective years/period, while revenue contributed from our largest customer amounted to RMB6.1 billion, RMB17.2 billion, RMB24.7 billion and RMB9.3 billion, accounting for 39.9%, 61.6%, 71.0% and 68.2% of our revenue in the respective years/period. We generally provide to our major customers credit terms of 45 to 150 days. Our customers typically settle with us by bank transfer. During the Track Record Period, we primarily sold our products to our top five customers and may be susceptible to concentration risk. See "Risk Factors — Risks Relating to our Business and Industry — We generated a majority of our revenue from a limited number of key customers during the Track Record Period. Any decrease in sales from, or loss of, one or more of our key customers would have negative impacts on our results of operations."

The following tables set out the details of our five largest customers in each year/period based on their revenue contribution during the Track Record Period:

For the year ended December 31, 2023

Ranking	Customer	Products sold	Year of commencement of business relationship with us	Revenue	Percentage of total revenue
				(RMB'000)	
1	Customer A/ Supplier A[(1)]	Smartphone camera modules and tablet camera modules	2009	6,083,129	39.9
2	Customer B[(2)]	Smartphone camera modules	2018	3,299,167	21.6
3	Customer C[(3)]	Printers and scanners	2023	1,234,959	8.1
4	Customer D[(4)]	Smartphone camera modules	2021	665,463	4.4
5	Customer E[(5)]	Laptop camera modules	2018	587,113	3.9
	Total			**11,869,831**	**77.9**

For the year ended December 31, 2024

Ranking	Customer	Products sold	Year of commencement of business relationship with us	Revenue	Percentage of total revenue
				(RMB'000)	
1	Customer A/ Supplier A[(1)]	Smartphone camera modules and tablet camera modules	2009	17,180,631	61.6
2	Customer B[(2)]	Smartphone camera modules	2018	3,439,039	12.3
3	Customer C[(3)]	Printers and scanners	2023	1,873,324	6.7
4	Customer D[(4)]	Smartphone camera modules	2021	1,510,673	5.4
5	Customer F[(6)]	LiDAR modules	2021	747,995	2.7
	Total			**24,751,662**	**88.7**

For the year ended December 31, 2025

Ranking	Customer	Products sold	Year of commencement of business relationship with us	Revenue	Percentage of total revenue
				(RMB'000)	
1	Customer A/ Supplier A[(1)]	Smartphone camera modules, tablet camera modules and laptop camera modules	2009	24,688,748	71.0
2	Customer B[(2)]	Smartphone camera modules and ADAS camera modules	2018	3,613,648	10.4
3	Customer C[(3)]	Printers and scanners	2023	1,559,043	4.5
4	Customer D[(4)]	Smartphone camera modules	2021	806,269	2.3
5	Customer F[(6)]	LiDAR modules	2021	598,799	1.7
	Total			**31,266,507**	**90.0**

For the five months ended May 31, 2026

Ranking	Customer	Products sold	Year of commencement of business relationship with us	Revenue	Percentage of total revenue
				(RMB'000)	
1	Customer A/Supplier A[(1)]	Smartphone camera modules, tablet camera modules and laptop camera modules	2009	9,285,381	68.2
2	Customer B[(2)]	Smartphone camera modules and ADAS camera modules	2018	1,824,080	13.4
3	Customer C[(3)]	Printers and scanners	2023	675,597	5.0
4	Customer E[(5)]	Laptop camera modules	2018	249,711	1.8
5	Customer G[(7)]	Laptop camera modules	2020	234,471	1.7
	Total			**12,269,240**	**90.1**

Notes:

(1) Customer A/Supplier A is a leading global consumer electronics brand company. Prior to our acquisition of Cowell, its business relationship with Customer A/Supplier A commenced in 2009.

(2) Customer B is a leading Chinese corporation and certain entities controlled by the same ultimate beneficial owner primarily engaging in the development and sales of telecommunications equipment, consumer electronics, electric vehicle autonomous driving systems, and rooftop solar power products.

(3) Customer C is a technology company primarily engaging in the development, manufacture and sales of laser printers and imaging products.

(4) Customer D is a consumer electronics company primarily engaging in the development and sales of smartphones, tablet computers, wearable devices and mobile device software.

(5) Customer E is a multinational corporation primarily engaging in the development and sales of hardware components, software and related services.

(6) Customer F is a company primarily engaging in development and sales of LiDAR products such as sensors.

(7) Customer G is a multinational corporation primarily engaging in the design, manufacture and sale of information and communications technology (ICT) products and the provision of related technology services.

To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, all of our five largest customers in each year/period during the Track Record Period were Independent Third Parties. To the best of our Directors' knowledge, none of our Directors or their respective close associates or any person who, to the knowledge of our Directors, owned more than 5% of our issued share capital, had any interest in any of our five largest customers in each year/period as of the Latest Practicable Date.

During the Track Record Period, we did not have any material disputes with, nor did we receive any material complaints from, our customers.

Relationship with Customer A/Supplier A

During the Track Record Period, we generated substantial amount and portion of revenue and made substantial purchases from Customer A/Supplier A. In specific, we generated revenue of RMB6.1 billion, RMB17.2 billion, RMB24.7 billion and RMB9.3 billion from Customer A in 2023, 2024 and 2025 and for the five months ended May 31, 2026, accounting for 39.9%, 61.6%, 71.0% and 68.2% of our total revenue in the same years/period, respectively. In addition, during the Track Record Period, we purchased sensors, PCBs, VCMs and ICs from Supplier A. Such purchases were RMB2.7 billion, RMB9.1 billion, RMB14.1 billion and RMB5.7 billion in 2023, 2024 and 2025 and for the five months ended May 31, 2026, respectively, accounting for 20.7%, 36.5%, 48.5% and 47.3% of our total purchase in the same years/period, respectively.

Our strategic and mutually beneficial relationship with Customer A/Supplier A started over 17 years ago. Since we established business relationship with Customer A/Supplier A, we were closely involved in the product development phase of Customer A/Supplier A's product iterations, offering crucial technological solutions to facilitate its design ideas and functionality requirements. During the Track Record Period, we primarily supplied Customer A with camera modules for smartphones, tablets and laptops.

According to Frost & Sullivan, it is common in the precision optical solutions industry to generate a majority of revenue from a limited number of key customers, as precision optical solutions providers are often closely tied to smart device manufacturers and need to pass rigorous reliability testing, environmental adaptability verification and long-term supply commitments before entering their supply system. However, considering the substantial amount of revenue generated from Customer A, any decrease in purchase from Customer A as a key customer would have negative impacts on our results of operations. See "Risk Factors — Risks Relating to Our Business and Industry — We generated a majority of our revenue from a limited number of key customers during the Track Record Period. Any decrease in sales from, or loss of, one or more of our key customers would have negative impacts on our results of operations" for more details. Considering the substantial revenue contribution from Customer A during the Track Record Period, we are actively enriching our product matrix and upgrade our technologies and know-hows to diversify our revenue stream by customer.

We made substantial purchases from Supplier A during the Track Record Period. This is commonly referred to in the industry as the buy-and-sell model, where certain of our major customers require their suppliers, including us, to purchase raw materials and components manufactured or procured from themselves to exert overall control over the procurement process. According to Frost & Sullivan, the buy-and-sell model is a common practice in the consumer electronics industry. This model stems not only from the demand for vertical integration of the industrial chain, but is also driven by technological collaboration and market competition. However, considering the substantial procurement from Supplier A, failure to maintain our relationship with the key supplier may have a material adverse effect on our business and results of operations. See "Risk Factors — Risks Relating to Our Business

and Industry — Our dependence on a limited number of suppliers for key components and materials could result in supply disruptions and prevent us from delivering our products in a timely manner to our customers in the required quantities."

Going forward, we believe that the likelihood of any material adverse change in or termination of our business relationship with Customer A/Supplier A is low because of (i) our long-term mutually beneficial relationship, considering that we have maintained stable business relationship for over 17 years and have further deepened our business relationship with Customer A/Supplier A by entering its supply chain for rear camera modules after showcasing our outstanding precision intelligent manufacturing and R&D capabilities during our cooperation on front camera modules; (ii) during the Track Record Period and up to the Latest Practicable Date, the non-occurrence of material reduction, delay or cancellation of orders from Customer A and (iii) the strict requirements that Customer A has on its suppliers (including lengthy and rigorous supplier approval procedures and strict requirements on various aspects of the supplier's business operations such as ESG compliance and corporate governance).

PROCUREMENT AND SUPPLY

Our Centralized Procurement

Our procurement department is generally organized with two rather distinct functions, namely sourcing and execution. Due to our substantial size of procurement spanning raw materials, component, modules, among others, we sometimes have local execution team focusing a particular geographical location. The sourcing team is primarily responsible for formulating new product sourcing strategies, setting price premium, supplier selection, and commercial negotiations. Execution team is more focused on procurement planning, order quantity confirmation, order processing and tracking.

Supply Chain Management

Our procurement cycle refers to the period of time from placing purchase order to receiving the delivery. Given the complex product portfolio of our products and the fluctuation nature of many our critical raw material components to our products, we prioritize our strategic coordination capabilities, centralizing our procurement function and streamlining the sourcing and negotiation process.

With the rapid growth of our business and the ever-changing geopolitical landscape pertaining to high-tech products, we have also prioritized our procurement and supply chain system's compliance efforts, to ensure the smooth and stable operation of our business. At the same time, we are strengthening our supply management team's professionalism to enhance the quality of our supply chain management process, an ultimate to ensure the quality of our products.

Our Suppliers

In 2023, 2024 and 2025 and for the five months ended May 31, 2026, purchases from our five largest suppliers in each year/period amounted to RMB5.4 billion, RMB14.1 billion, RMB18.1 billion and RMB7.5 billion, respectively, accounting for 41.9%, 56.5%, 62.1% and 62.5% of our total purchases in the same years/period. For the same years/period, purchases attributable to our largest supplier amounted to RMB2.7 billion, RMB9.1 billion, RMB14.1 billion and RMB5.7 billion, respectively, accounting for 20.7%, 36.5%, 48.5% and 47.3% of our total purchases. Our major suppliers typically grant us credit terms of 15 to 90 days. In general, we settle with our suppliers by bank transfer. During the Track Record Period, we primarily purchased raw materials from a limited number of suppliers and may be susceptible to concentration risk. See "Risk Factors — Risks Relating

to our Business and Industry — Our dependence on a limited number of suppliers for key components and materials could result in supply disruptions and prevent us from delivering our products in a timely manner to our customers in the required quantities."

Certain of our suppliers in each year/period comprising the Track Record Period are incorporated in the Taiwan Area. See "Regulatory Overview — Laws and Regulations Relating to Business Operations in Taiwan for details of the local Taiwan laws and regulations applicable to our business operations. Our Directors are of the view that such laws and regulations do not have a material adverse impact on our transactions with these suppliers incorporated in the Taiwan Area. "

The following table sets forth the details of our five largest suppliers in each year/period during the Track Record Period based on purchases from them:

For the year ended December 31, 2023

Ranking	Supplier	Products purchased	Year of commencement of business relationship with us	Purchase amount	Percentage of total purchase
				(RMB'000)	
1	Customer A/ Supplier A[(1)]	Sensors, PCBs, VCMs and ICs	2009	2,650,594	20.7
2	Supplier B[(2)]	Electronic components	2018	939,221	7.3
3	Supplier C[(3)]	Lenses, VCMs and holders	2018	798,744	6.2
4	Supplier D[(4)]	ICs	2018	681,381	5.3
5	Supplier E[(5)]	VCMs	2018	307,577	2.4
	Total			**5,377,517**	**41.9**

For the year ended December 31, 2024

Ranking	Supplier	Products purchased	Year of commencement of business relationship with us	Purchase amount	Percentage of total purchase
				(RMB'000)	
1	Customer A/ Supplier A[(1)]	Sensors, PCBs, VCMs and ICs	2009	9,140,182	36.5
2	Supplier C[(3)]	Lenses, VCMs and holders	2018	1,634,666	6.5
3	Luxshare Precision	PCBs and VCMs	2021	1,547,319	6.2
4	Supplier D[(4)]	ICs	2018	1,118,031	4.5
5	Supplier F[(6)]	PCBs	2023	672,881	2.7
	Total			**14,113,079**	**56.4**

For the year ended December 31, 2025

Ranking	Supplier	Products purchased	Year of commencement of business relationship with us	Purchase amount	Percentage of total purchase
				(RMB'000)	
1	Customer A/ Supplier A[(1)]	Sensors, PCBs, VCMs and ICs	2009	14,132,457	48.5
2	Luxshare Precision	PCBs and VCMs	2021	2,019,410	6.9
3	Supplier D[(4)]	ICs	2018	727,901	2.5

Ranking	Supplier	Products purchased	Year of commencement of business relationship with us	Purchase amount	Percentage of total purchase
				(RMB'000)	
4	Supplier C[3]	Lenses, VCMs and holders	2018	687,745	2.4
5	Supplier G[7]	PCBs	2013	544,496	1.9
	Total			**18,112,009**	**62.1**

For the five months ended May 31, 2026

Ranking	Supplier	Products purchased	Year of commencement of business relationship with us	Purchase amount	Percentage of total purchase
				(RMB'000)	
1	Customer A/Supplier A[1]	Sensors, PCBs, VCMs and ICs	2009	5,711,494	47.3
2	Luxshare Precision	PCBs and VCMs	2021	829,410	6.9
3	Supplier H[8]	Image sensors	2025	422,296	3.5
4	Supplier I[9]	Electronic components	2018	305,622	2.5
5	Supplier C[3]	Lenses, VCMs and holders	2018	274,839	2.3
	Total			**7,543,661**	**62.5**

Notes:

(1) Customer A/Supplier A is a leading global consumer electronics brand company. Prior to our acquisition of Cowell, its business relationship with Customer A/Supplier A commenced in 2009.

(2) Supplier B is a company primarily engaging in the research, development and distribution of semiconductor electronic components.

(3) Supplier C is a company primarily engaging in the manufacture of optical lens modules and optoelectronic components.

(4) Supplier D is a company primarily engaging in the distribution of semiconductor components.

(5) Supplier E is an electronics company primarily engaging in the manufacture and distribution of electronic components.

(6) Supplier F is a company primarily engaging in test and assembly services for semiconductor devices.

(7) Supplier G is a multinational ceramics and electronics manufacturer primarily engaging in the manufacture of advanced ceramics, components, devices and equipment.

(8) Supplier H is a company primarily engaging in the design, manufacture and integration of optical products, imaging modules and electronic components.

(9) Supplier I is a technology group primarily engaging in the manufacture and distribution of computer, communication and electronic products.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any significant fluctuation in prices set by our suppliers, material breach of contract on the part of our suppliers, or material shortage of supply or delay in delivery of our orders from our suppliers.

To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, except for Luxshare Precision, all of our five largest suppliers in each year/period during the Track Record Period were Independent Third Parties. To the best of our Directors' knowledge, except

for Luxshare Precision, none of our Directors or their respective close associates or any person who, to the knowledge of our Directors, owned more than 5% of our issued share capital, had any interest in any of our five largest suppliers in each year/period as of the Latest Practicable Date.

During the Track Record Period, we did not have any material disputes with our suppliers.

OVERLAPPING CUSTOMERS AND SUPPLIERS

During the Track Record Period, certain of our five largest customers in each year/period were also our suppliers, and certain of our five largest suppliers were also our customers (the "**Overlapping Customers and Suppliers**").

In 2023, 2024 and 2025 and for the five months ended May 31, 2026, three, four, four and three of our five largest customers during the Track Record Period were also our suppliers, generating revenue of RMB10.6 billion, RMB23.2 billion, RMB30.5 billion and RMB11.8 billion, respectively, which represented 69.6%, 83.3%, 87.7% and 86.6% of our total revenue in the same years/period, respectively. In 2023, 2024 and 2025 and for the five months ended May 31, 2026, the purchases from such overlapping customers and suppliers amounted to RMB2.7 billion, RMB9.2 billion, RMB14.2 billion and RMB5.7 billion, which represented 20.9%, 36.7%, 48.7% and 47.6% of our total purchases in the same years/period, respectively.

In 2023, 2024 and 2025 and for the five months ended May 31, 2026, one, two, two and two of our five largest suppliers were also our customers, generating revenue of RMB6.1 billion, RMB17.2 billion, RMB24.8 billion and RMB9.3 billion, respectively, which represented 39.9%, 61.7%, 71.3% and 68.5% of our total revenue in the same years/period, respectively. In 2023, 2024 and 2025 and for the five months ended May 31, 2026, the purchases from such overlapping customer and supplier amounted to RMB2.7 billion, RMB10.7 billion, RMB16.2 billion and RMB6.5 billion, respectively, which represented 20.7%, 42.8%, 55.4% and 54.2% of our total purchases in the same years/period, respectively.

The reason we had purchases from and sales to the Overlapping Customers and Suppliers during the Track Record Period was primarily due to the following:

- Certain of our Overlapping Customers and Suppliers require their suppliers, including us, to purchase certain raw materials and components manufactured or procured from themselves to exert overall control over the procurement process, and to better control the cost and quality of raw materials. This is commonly referred to in the industry as the buy-and-sell model, according to Frost & Sullivan. Sales and purchases from the Overlapping Customers and Suppliers were conducted in the ordinary course of business and on commercial terms negotiated on an arm's length basis; and

- Certain of our Overlapping Customers and Suppliers are large enterprises in the consumer electronics industry and has diverse product offerings. The consumer electronics industry has a relatively complex supply chain with multiple stages and diverse material requirements, according to Frost & Sullivan. Each company along this supply chain has its unique advantages in certain areas. We collaborate with other participants in the industry value chain to produce a variety of products to meet our customers' rigorous requirements. Our purchases from and sales to such Overlapping Customers and Suppliers were separate processes and took place at different stages of the industry value chain, and were conducted in the ordinary course of business and on commercial terms negotiated on an arm's length basis.

According to Frost & Sullivan, it is common to have overlapping customers and suppliers in the precision optical solutions industry due to the need for deep technical collaboration and supply chain security considerations. According to the same source, the consumer electronics market is highly concentrated, particularly among top-tier brands that command a large share of global shipments. As such, it is common for suppliers of premium consumer electronics brands to have a concentrated customer base. We have maintained good and long business relationship with our Overlapping Customers and Suppliers and did not have any disputes with them during the Track Record Period. For risks associated with our largest five customers and suppliers, see "Risk Factors — Risks Relating to Our Business and Industry — We generated a majority of our revenue from a limited number of key customers during the Track Record Period. Any decrease in sales from, or loss of, one or more of our key customers would have negative impacts on our results of operations" and "Risk Factors — Risks Relating to Our Business and Industry — Our dependence on a limited number of suppliers for key components and materials could result in supply disruptions and prevent us from delivering our products in a timely manner to our customers in the required quantities."

MANAGEMENT INDEPENDENCE WITH THE COWELL GROUP

Our Board comprises two executive Directors, four non-executive Directors and three independent non-executive Directors. Save for Mr. Wang Laixi, our executive Director and one of our Controlling Shareholders, who is serving as a director of certain subsidiaries of Cowell, none of our Directors holds any position in the Cowell Group.

Our senior management team comprises three senior management members, namely (i) Mr. Meng Yan, our general manager, who is also serving as an executive director and the chairman of the board of directors of Cowell; (ii) Mr. Chen Han-Yang, our deputy general manager and financial director, who is also serving as a non-executive director of Cowell; and (iii) Mr. Yang Li, our deputy general manager and chief operating officer, who is also serving as a non-executive director of Cowell. In addition, Mr. Wu Ying-Cheng, an executive director, the chief executive officer and the chief financial officer of Cowell and a director of Cowell Dongguan, is also serving as a manager of Development Zone Luxvisions.

For further information of our Directors and senior management, see "Directors and Senior Management" in this document.

Notwithstanding the overlapping roles, our Directors are of the view that there is no material concern with regard to the management independence of the Luxvisions Innovation Group for the following reasons:

(a) Mr. Wang Laixi is a representative of our Company to serve as a director of certain subsidiaries of Cowell for their strategic planning and business direction given that the Cowell Group is consolidated as subsidiaries of our Company;

(b) although Mr. Meng Yan is serving executive roles in the Luxvisions Innovation Group and the Cowell Group, when performing his duty, he has been and will continue to be supported by the separate and independent senior management teams of the Luxvisions Innovation Group and the Cowell Group, respectively;

(c) both Mr. Chen Han-Yang and Mr. Yang Li, as non-executive directors of Cowell, are not involved in the day-to-day management and operations of the business of the Cowell Group;

(d) Mr. Wu Ying-Cheng's role as a manager of Development Zone Luxvisions is non-executive nature and is not involved in the day-to-day management and operations of the business of Development Zone Luxvisions;

(e) each of our Directors and senior management member is aware of his/her fiduciary duties as a director and senior management member, which require, among other things, that he/she acts for the benefit and in the best interests of our Company, and does not allow any conflict between his/her duties as a director or senior management member of our Company and Cowell (if any). In the event that there is an actual or potential conflict of interest arising out of any transaction to be entered into between the Luxvisions Innovation Group and the Cowell Group, the interested director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions and shall not be counted in the quorum;

(f) we have three independent non-executive Directors, who have extensive experience in corporate management and governance, and they are appointed to ensure that our Board will only make decisions after due consideration of independent and impartial opinions; and

(g) we have adopted a series of corporate governance measures to manage conflicts of interest (if any) between the Luxvisions Innovation Group and the Cowell Group that would support the independent management of the Luxvisions Innovation Group.

TRANSACTIONS WITH THE COWELL GROUP

The Luxvisions Innovation Group conducts transactions with the Cowell Group from time to time which constitute continuing connected transactions of Cowell under the Listing Rules. Details of such transactions that are subsisting as of the Latest Practicable Date are set out below:

	Transaction	Parties	Term	Historical transaction amounts	Annual caps
				(RMB)	*(RMB)*
(a)	Procurement of customized products and/or materials, including but not limited to optical glass, optical adhesive, optical coating and related materials or parts in relation to the production of the Luxvisions Innovation Group, by Luxvisions Innovation Group from the Cowell Group	The Cowell Group as supplier; and the Luxvisions Innovation Group as purchaser	January 1, 2025 to December 31, 2027	2023: 13.1 million 2024: 21.0 million 2025: 49.8 million *(Note 1)*	2026: 305.5 million 2027: 444.6 million *(Note 2)*
(b)	Supply of certain materials including but not limited to circuit board assembly (including LiDAR printed circuit board assembly) and related raw materials, stores, consumables and other materials in relation to the production of the Cowell Group, by the Luxvisions Innovation Group to the Cowell Group	The Luxvisions Innovation Group as supplier; and the Cowell Group as purchaser	January 1, 2026 to December 31, 2028	2023: 70.0 million 2024: 140.0 million *(Note 3)* 2025: 85.3 million	2026: 95 million 2027: 100 million 2028: 110 million

Notes:

(1) The increase in the historical transaction amounts of the procurement of customized products and/or materials (e.g. optical glass, optical adhesive) from the Cowell Group for the three years ended December 31, 2025 is primarily due to the increase in the demand for such customized products and/or materials based on the production plan and launch of new products of the Luxvisions Innovation Group.

(2) The significant increase in the annual caps of the procurement of customized products and/or materials (e.g. optical glass, optical adhesive) from the Cowell Group for the two years ending December 31, 2027 is primarily due to the rapid development of artificial intelligence and robotics industry, which is expected to accelerate growth across the global optical industry. Accordingly, the demand for such customized products and/or materials (e.g. optical glass, optical adhesive), which are customized optical products and parts supporting robotics and adjacent applications, is expected to increase significantly based on the latest production plan and rollout schedule for robotic applications of Luxvisions Innovation Group.

(3) The increase in the historical transaction amounts of the supply of certain materials (e.g. circuit board assembly) to the Cowell Group for the year ended December 31, 2024 was primarily due to the increase in the demand for the LiDAR printed circuit board assembly which are the primary materials for the production of equipment comprising modules and LiDAR machines of the Cowell Group.

Our Directors are of the view that the significant increasing trend of annual caps of the transactions with the Cowell Group (in particular the annual caps for the procurement of customised products from the Cowell Group for the two years ending December 31, 2027) does not have material adverse implications on the operational independence between the Luxvisions Innovation Group and the Cowell Group for the following reasons:

(a) the on-going business relationship between the Luxvisions Innovation Group and the Cowell Group is both mutually beneficial and complementary. The aforesaid procurement and supply of materials and/or products transactions aimed at creating synergy, enhancing operational efficiency and optimizing the utilization of the production capacity within our Group and are conducted within the respective business scopes of the Luxvisions Innovation Group and the Cowell Group. Due to the mutual benefits for both the Luxvision Innovation Group and the Cowell Group to maintain such reciprocal relationship, our Directors are of the view that such business relationship is unlikely to be materially or adversely changed or terminated;

(b) there is no reliance of the Luxvisions Innovation Group on the Cowell Group or vice versa as each of them may procure such materials or, products from Independent Third Party suppliers. The Luxvisions Innovation Group and the Cowell Group procured such materials, or products from each other because they are familiar with the other party's specific requirements due to long and stable business relationship, which helped to reduce the communication costs between them;

(c) despite the expected significant increase in the annual caps of the transactions with the Cowell Group for the two years ending December 31, 2027, it is expected that the contribution of the annual caps to the total purchase amount or total revenue (as the case may be) of the Luxvisions Innovation Group or the Cowell Group is still able to maintain at a reasonable percentage, having considered the amount of estimated annual caps and the estimated increase in the total purchase amount and total revenue of the Luxvisions Innovation Group and the Cowell Group; and

(d) such transactions between the Luxvisions Innovation Group and the Cowell Group are conducted on normal commercial terms and in accordance with the respective terms that are fair and reasonable and in the interests of the Luxvisions Innovation Group and the Cowell

Group and their shareholders. In addition, Cowell is a company listed on the Stock Exchange, it is required to and will continue to comply with the relevant Listing Rules applicable to the relevant continuing connected transactions.

SEASONALITY

We experience seasonal fluctuations in our revenue and results of operations. We have historically experienced, and expect to continue to experience, higher revenue generation, especially from our sales of consumer electronics products which accounted for a majority of our revenue, in the second half of a particular year as compared to the first half of that year. The higher revenue generation in the second half of a year is mainly attributable to the more intensive close-to-year-end promotional activities for sales of products held in many consumer electronics sectors to which our products are applied, such as smartphones, tablets and laptops, which leads to a larger purchase volume in the second half of a year. The seasonal trends we have experienced in the past may not apply to, or be indicative of, our future operating results. See "Risk Factors — Risks Relating to Our Business and Industry — Our results of operations are subject to seasonal fluctuations."

QUALITY CONTROL

We emphasize the quality and safety of our products. We have achieved and adhere to industry quality certifications including ISO9001, QC080000, IATF16949, ISO13485, and ESD20. We strive to deliver our products to our customer with aspiration of "zero defect, punctual delivery and total customer satisfaction" and at reasonable costs to our operations. We typically provide warranties for our products for a specific period as agreed upon with our customers. During the Track Record Period, we did not experience any major product returns or recalls.

We set high standards for our suppliers and conduct stringent tests to choose qualified suppliers. When we enter into procurement agreement, we prioritize the quality and safety of the raw materials, delineate clearly the responsibility of the contracting parties. When we receive the raw materials shipments, we conduct rigorous qualification testing before warehouse storage.

Throughout the entire manufacturing and delivery process, we conduct reliability monitoring constantly to ensure our products achieve the reliability requirements of our customers. We also conduct rigorous quality checks during the manufacturing process. We do random sample checking, regular production line walkthrough inspections. We perform appearance and functional tests on all of our completed products.

INVENTORY MANAGEMENT AND LOGISTICS

Our inventories comprised (i) raw materials, primarily consisting of lens, motors, sensors, PCBs, chips and other electronic components; (ii) work in progress; and (iii) finished goods. We maintain a major smart warehouse in Guangzhou, with limited warehouse personnel presence, for storage of our inventories. We believe the key in inventory control is balancing the risk of stock obsolescence and possible supply shortage of raw materials. We generally adjust the production and procurement plans based on customer orders or scheduling requirements. Our procurement plans are typically formulated on a quarterly, semi-annual and annual basis, which will undergo review through the office automation system. We also carry out physical stock counts periodically.

Only semi-finished or finished products that have passed quantitative risk assessment will be stored in our warehouses. Warehouse personnel must physically count incoming goods upon receipt, verify them, and scan them into the shop floor control system. Incoming products are packaged and labeled according to the standard operating procedures for each model in the finished goods warehouse. Products will then be stored by model in different designated areas.

We perform regular reviews of the carrying amounts of inventories with reference to aged inventories analysis, projections of expected future saleability of goods, and management experience and judgment. A write down of inventories will be made when the estimated net realizable value of inventories decline below their carrying amounts. See Note 3 to the Accountants' Report in Appendix I to this document.

INTELLECTUAL PROPERTY

We regard our patents, know-how and other intellectual property rights as critical to our competitiveness and success. As of the Latest Practicable Date, we possessed 794 patents, including 279 invention patents and 513 utility model patents, and two design patents in the PRC, Taiwan, Japan and the United States. Furthermore, we had 427 patent applications, including 330 invention patent applications and 97 utility model patent applications in the PRC, Taiwan and the United States as of the same date. See "Appendix IV — Statutory and General Information — B. Further Information about Our Business — 2. Our Intellectual Property Rights" for more information of the intellectual property that we believe are material to our business operations.

We rely primarily on a combination of patents, trademarks, trade secrets, and unfair competition laws and contractual rights, such as confidentiality agreement, to protect our intellectual property rights. We state all rights and obligations regarding the ownership and protection of intellectual properties in confidentiality agreements and commercial agreements we enter into. In addition, we have taken the following key measures to protect our intellectual property rights: (i) implementing a set of comprehensive internal policies to establish robust management over our intellectual property rights, (ii) delegating a separate team to guide, manage, supervise and monitor our daily work regarding intellectual properties, (iii) timely registration, filing and application for ownership of our intellectual properties, (iv) actively tracking the registration and authorization status of intellectual properties and take action in a timely manner if any potential conflicts with our intellectual properties are identified, and (v) engaging professional intellectual property service providers, as needed.

As of the Latest Practicable Date, we had not been subject to any material disputes or claims for infringement upon third parties' intellectual property rights in all relevant jurisdictions. However, these agreements or measures may not provide sufficient protection of our intellectual property rights. These agreements may be breached, resulting in the misappropriation of our intellectual properties, and we may not have an adequate remedy for any such breach. In addition, our intellectual properties may become known or be independently developed by third parties, or misused by any business partner to whom we disclose such information. Despite any measures taken to protect our intellectual properties, unauthorized parties may attempt to or successfully copy aspects of our products or to obtain or use information that we regard as proprietary without our consent. As a result, we may be unable to adequately protect our intellectual properties or proprietary rights. See "Risk Factors — Risks Relating to Our Business and Industry — If we fail to protect our intellectual property rights and our customers' technology that we utilize, our competitive position may be undermined and we may be exposed to claims and liabilities."

DATA PRIVACY AND INFORMATION SECURITY RISK MANAGEMENT

In the course of our business, we collect and store corporate data of our counterparties, such as customers, suppliers, and other relevant parties, during the transactions with them. These data and information include the counterparties' names, addresses, business scopes and other types of transaction details upon the consent of our counterparties. Although we do not process customer data in the ordinary course of business, we are subject to general PRC laws and regulations relating to data security and cybersecurity. See "Risk Factors — Risks Relating to Our Operations — Any failure or perceived failure to comply with data privacy and security laws could subject us to potential liabilities."

We have developed strict internal control and data accessing mechanisms and detailed approval and operation procedures regarding data storage and processing. We have established a set of internal protocols on data security, which set forth detailed, stringent requirements in relation to the use, disclosure and protection of confidential information. Such internal protocols provide limited authorization to our employees holding specific positions at specific levels to access and process corporate data on a need-to-know basis, who shall use such data only for the purposes of performing their work assignment.

We provide data privacy trainings to employees on a periodic basis to increase their compliance awareness. In addition, employees are required to sign a confidentiality agreement with us, which prohibits them from disclosing any confidential information relating to their work without our consent. We have a comprehensive data backup system to encrypt and store data on servers in different locations in order to minimize the risk of data loss. We also conduct data restoration tests to examine the status of the backup system on a regular basis. In addition, we have established a remote disaster recovery system for our server by setting up multiple storage for the same information and data of long time dimension on the cloud, local and remote locations. Even if the server is damaged due to the highest level of disasters such as earthquakes, mudslides and other irresistible natural disasters, we believe that it can safeguard and guarantee that the service and data can be completely restored within 24 hours.

Our Directors confirm that we have not been subject to any material fines or administrative penalties, mandatory rectifications, or other sanctions by any competent regulatory authorities for violation of cybersecurity and data protection laws, rules and regulations during the Track Record Period and up to the Latest Practicable Date. To the best of the knowledge of our Directors, during the Track Record Period and up to the Latest Practicable Date, there have been no material cybersecurity and data protection incidents or infringement upon the rights of any third parties, or other legal proceedings, administrative or governmental proceedings, pending, threatened against or relating to us, and we have not experienced any material leakage of data, any breach of confidential business data or violation of cybersecurity and data protection and privacy laws, rules and regulations which will have a material adverse impact on our business operations.

AWARDS AND RECOGNITION

During the Track Record Period and up to the Latest Practicable Date, we received awards and recognitions in respect of our Group, products and technologies. The details of our major awards and recognitions are set forth below:

Award year	Project/ Product Name	Award/Recognition	Awarding Institution/Authority
2024 and 2025	/	Global Unicorn Index (全球獨角獸榜)	Hurun Research Institute (胡潤研究院)
2024	/	China National Accreditation Service for Conformity Assessment (CNAS) Laboratory Accreditation Certificate (CNAS實驗室認可證)	China National Accreditation Service for Conformity Assessment (中國合格評定國家認可委員會)
2023 and 2024	/	Guangzhou Unicorn Innovation Enterprise (廣州獨角獸創新企業)	Guangzhou Science and Technology Innovation Enterprise Association (廣州市科技創新企業協會)
2023	Guangdong Provincial Camera Module Development and Application Engineering Technology Research Center (廣東省攝像模組開發及應用工程技術研究中心)	Provincial Engineering Technology Research Center (省級工程技術研究中心)	Guangdong Provincial Department of Science and Technology (廣東省科學技術廳)
2023	/	National Green Factory (國家級綠色工廠)	State Ministry of Industry and Information Technology (中華人民共和國工信部)

COMPETITION

We face fierce competition in the precision optical solutions industry. Key competitive factors in our industry include technical expertise, quality of products, R&D capabilities, ability to meet technological iteration demands, and provision of timely, effective support. According to Frost & Sullivan, we (i) ranked second in the global consumer electronics camera module industry in 2025 in terms of revenue, with a market share of 7.7%; (ii) ranked second in the global mid- to high-end smartphone camera module industry in 2025 in terms of revenue, with a market share of 7.4%; (iii) ranked first in the global tablet camera module industry in 2025 in terms of revenue, with a market share of 22.1%; and (iv) ranked first in the global laptop camera module industry in 2025 in terms of revenue, with a market share of 16.0%. For more information on the competitive landscape of our industry, see "Industry Overview." Our Directors believe that we will maintain our competitiveness over other competitors and our market position by strengthening and developing our competitive strengths, which are highlighted in the paragraph headed "— Our Competitive Strengths" in this section.

EMPLOYEES

As of May 31, 2026, we had a total of 14,609 full-time employees, substantially all of whom were based in China. The following table sets forth a breakdown of our employees categorized by function as of May 31, 2026.

Function	Number	Percentage
		(%)
Production	11,449	78.4
R&D	2,450	16.8
Management and administrative	627	4.3
Sales and marketing	83	0.5
Total	**14,609**	**100.0**

Our employees are represented by a labor union. We believe we have maintained a good relationship with our employees. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material labor disputes or strikes that may have a material adverse effect on our business, financial condition or results of operations.

We also engage certain third-party human resource companies to occasionally hire personnel for temporary, ancillary and replaceable roles for a term of less than six months should our business needs arise.

Recruitment

We recognize the importance of talents for sustainable business growth and competitive advantages. We believe that our success depends on our ability to attract, retain and motivate qualified personnel. We have adopted a diversified recruitment approach to ensure a sufficient talent pool for key positions. Our employees primarily join us through on-campus recruitment and lateral hiring. We enter into non-competition agreement with our senior management or other key employees for a term of two years. As a result, we have generally been able to attract and retain qualified employees and maintain a stable core management team.

We currently maintain a pyramid-shaped human resource structure consisting of a substantial portion of front-line employees. We expect to, in the coming years, gradually switch to a diamond-shaped human resource structure that will consist of an increasing number of mid-level employees and a decreasing number of front-line employees, which we believe will largely improve our operational efficiency.

Remuneration and Benefits

As part of our human resources strategy, we offer employees relatively competitive salaries, bonuses, and other incentives. We occasionally review the performance of our employees on the basis of, among other criteria, their abilities to achieve stipulated performance targets. Upon approval of our Board based on our operational results and financial condition, we distribute quarterly, semiannual or annual performance-based bonuses to employees. In addition, we award key employees with share incentives to enhance their sense of belonging and responsibility to the Group.

We apply the same benefits to all levels of employees as part of our equality human resource management strategy. Our benefits primarily include assistance provision in settlement, household registration and family placement, and gifts on special occasions such as festivals and birthdays.

Training and Management

All of our new employees accept onboarding training, which covers relevant laws and regulations, safety requirements, job responsibilities, and rules and policies of the Group. We adopt the master-apprentice approach as on-the-job training for front-line employees. Moreover, we encourage our employees to engage in continuous self-improvement. We provide extensive training opportunities to our employees each year, including extracurriculum training and professional management skill development, and organize industry technology seminars, cooperation with scientific institutions, and enterprise-university-research institution collaboration.

We have adopted a hierarchical organization to ensure efficient employee management. We have formulated an employee handbook, and introduce the rules and policies to each employee upon joining. The handbook is also available on our website for easy access. Additionally, we organize annual employee handbook training and post updated policies on the notice boards to make sure our employees are fully aware of our latest requirements and policies.

Social Insurance and Housing Provident Fund Contributions

During the Track Record Period and up to the Latest Practicable Date, we did not make full payments in relation to social insurance and housing provident fund contributions for certain of our employees in accordance with relevant laws and regulations. This was primarily because a substantial portion of employees have requested us not to make full contributions to social insurance and housing provident funds due to personal reasons.

Companies operating in China are required to participate in various employee benefit plans, including social insurance, housing provident funds and other welfare-oriented payment obligations. The amounts of contributions should be equal to the prescribed percentages of salaries, including bonuses and allowances, of the employees up to a maximum amount specified by the local governments from time to time, at the locations where the companies operate their businesses. According to the relevant PRC laws and regulations, an employer who fails to make the prescribed social insurance contributions may be ordered to pay the required contributions and late payment fee of up to 0.05% per day. If the employer still fails to rectify the failure to make social insurance contributions within the stipulated deadline, it may be subject to a fine ranging from one to three times of the amount overdue. In addition, an employer that has not made the prescribed housing provident fund contributions may be ordered to pay the required contributions within the stipulated deadline, failing which it may be subject to the court's compulsory enforcement. See "Risk Factors — Risks Relating to our Business and Industry — We may be subject to additional contributions of social insurance and housing provident funds, late payments and fines imposed by relevant governmental authorities with respect to labor related matters."

Our PRC Legal Advisors are of the view that the possibility of us being required to settle historical outstanding social insurance and housing provident funds is remote, considering that: (i) the competent regulatory authorities confirmed during our interviews with them that they will not conduct centralized collection of our historical social insurance and housing provident fund arrears unless they receive a complaint from our employees, and we will not be penalized if we rectify such non-compliance within the prescribed period following a complaint; (ii) we had not been the subject of any administrative penalties for not making full payment of the social insurance and housing provident

funds, or received any notice to pay the shortfall, by relevant social insurance and housing provident fund bureaus during the Track Record Period and up to the Latest Practicable Date; (iii) according to the compliance letters issued by the competent social insurance and housing provident fund authorities, during the Track Record Period and up to the Latest Practicable Date, such authorities did not impose administrative penalties on us for failure to make full social insurance or housing provident fund contributions; (iv) during the Track Record Period and up to the Latest Practicable Date, there were no material pending disputes or controversies between our employees and us in connection with labor and employment matters including in respect of social insurance and housing provident fund contributions; and (v) during the Track Record Period and up to the Latest Practicable Date, we had not received any material objections from any employees or authorities in relation to labor and employment, social insurance or housing provident funds.

Based on the above, our Directors are of the view that the abovementioned issues in relation to the contributions of social insurance and housing provident funds would not have a material adverse effect on our business, results of operations or financial condition and the possibility for any relevant competent authorities imposing administrative penalty or seeking recovery from us in relation to any outstanding social insurance and housing provident fund contributions incurred during the Track Record Period is remote. Consequently, we did not make any additional provisions for the underpaid social insurance contributions and housing fund contributions for each of the years/period comprising the Track Record Period.

INSURANCE

We have purchased property insurance and cargo insurance in view of any potential loss arising from the logistics of our products. During the Track Record Period, we had not been the subject of any project liability claims. Our Directors consider our insurance policy as a whole is in line with the general market practice and complies with the relevant rules and regulations in China. As of the Latest Practicable Date, we had not made or suffered any significant insurance claims, and there had not been any material product liability claims against us.

Nevertheless, we may be exposed to claims and liabilities which exceed our insurance coverage. See "Risk Factors — Risks Relating to Our Business and Industry — We may not have sufficient insurance coverage to cover our potential liability or losses."

LAND AND PROPERTIES

As of the Latest Practicable Date, we owned 16 properties in the PRC with an aggregate gross floor area of approximately 290,000 sq.m. These properties were used primarily as premises of production sites, office premises and staff dormitories. As of the Latest Practicable Date, we had obtained all ownership certificates for all properties we owned.

As of the Latest Practicable Date, we leased 32 properties in the PRC with an aggregate gross floor area of approximately 606,000 sq.m. primarily from third parties. These properties were used primarily as premises of offices, workshops, warehouses, staff dormitories, factories, and production and manufacturing sites. Our lease agreements in respect of the abovementioned leased properties generally have lease terms ranging from six months to 20 years.

As of the Latest Practicable Date, (i) we had no single property interest forming part of our property activities that had a carrying amount of 1% or more of our total assets and the aggregate carrying amount of all such property interest does not exceed 10%; and (ii) we had no single property interest forming part of our non-property activities that had a carrying amount of 15% or more of our

total assets. Therefore, we did not need to prepare a valuation report with respect to our property interests in reliance upon the exemption provided by section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

LICENSES, PERMITS AND CERTIFICATES

As of the Latest Practicable Date, we had obtained all requisite licenses, approvals and permits from relevant government authorities that are material to our business operations, and such licenses, approvals and permits remained in full force and effect. We are required to renew such certificates, permits and licenses from time to time, and we are continuingly overseeing the compliance with the relevant laws and regulations. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material difficulties in renewing the licenses, approvals and permits, and currently we do not expect any material difficulties in such renewal.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

We believe that scientific and standardized operational management is a vital guarantee for sustainable corporate development. We have established a standardized ESG management system, refined our governance structure, and advanced integrity and compliance as well as data security protection. By integrating internal and external resources, our ESG management system has gradually enhanced the sustainability capabilities of various business segments. In daily operations, we value communication with all parties, identify key issues, and promptly monitor ESG-related risks and opportunities. We implement sustainable development requirements across all levels of corporate operations.

We have simultaneously established a comprehensive internal control and risk prevention system. By optimizing governance structures and strengthening internal controls, we rigorously ensure compliant operations and continuously enhance governance standards to safeguard the efficient functioning of our Group. Furthermore, we place great emphasis on the opinions and feedback of stakeholders, including government and regulatory agencies, shareholders and investors, customers, suppliers, employees, industry partners, community members and public media. Through continuous optimization of our diverse communication mechanisms, we are committed to ensuring that the concerns and expectations of all stakeholders are effectively integrated into our strategic decision-making and operational management.

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any fines or other penalties due to non-compliance with health, safety or environmental regulations.

ESG Management Framework

We have established a well-defined ESG governance framework. Internally, we have set up an ESG promotion center to build a three-dimensional management system covering decision-making, planning, and execution levels. Externally, we collaborate with ESG experts to provide professional technical guidance and support for ESG initiatives.

At the decision-making level, our general manager and management committee oversee decision-making and supervision of ESG-related matters. They regularly receive reports from the dedicated ESG task force, review ESG reports, significant ESG matters, key plans, and policies, and approve major ESG issues. The ESG promotion center has been established to manage key substantive topics, sets goals, and oversees implementation. It benchmarks against industry best practices and

devises specialized ESG improvement plans. The ESG promotion center regularly reports to our general manager and management committee to ensure the effective implementation of sustainability strategies within our Company. At the execution level, our subsidiaries and departments are responsible for implementing ESG initiatives in alignment with their respective operational realities. They regularly report execution progress and outcomes to the ESG promotion center to ensure our sustainable development principles are integrated throughout all operational processes. Through this execution level, we strive to enhance employee awareness, foster full participation, and steadily advance ESG objectives through continuous improvement.

ESG Risk Identification, Assessment, and Response Summary

We have updated our assessment methodology in line with the latest international disclosure standards and conducted a dual materiality assessment. This evaluation considers the financial impact due to ESG-related matters and the extensive economic, social, and environmental consequences of our operations on ESG.

Our ESG material issues span environmental, social and governance dimensions, under which we identify key risks and opportunities and implement corresponding measures:

- ***Environmental***. Material environmental issues include production shutdowns and additional R&D and other operational costs and expenditure incurred when responding to climate changes, raising efficiency in energy management, and adhering to clean production. To resolve these issues, we identify climate risks and opportunities, analyze policy trends, assess the impact on our operations, establish emission reduction targets and key strategies. In particular, we improve resource management and recycling efficiency, participate in government-led energy conservation and emission reduction programs, transit to low-emission energy sources and enhance low-carbon brand image.

- ***Social***. We face issues relating to employee training and development, occupational health and safety, employee rights protection, R&D innovation, supply chain management, product quality and customers relationship management. These issues may lead to a low production efficiency, work-related accidents and occupational diseases, weakened corporate reputation and less talent attraction, loss of R&D investment, increased operating costs, and shrinking market share. We actively implement measures to tackle these issues, including provision of diverse training programs, continuously strengthening occupational health and safety management system, establishing sound mechanisms of labor risk management and supply chain management, and improving product and service quality.

- ***Governance***. Material governance issues consist of compliance and risk management, and business ethics matters. Primary risks include decline in corporate decision-making power and violation of business ethics, which may lead to regulatory penalties and reputation loss. To mitigate the impacts that may be caused by these issues, we seek to optimize our corporate governance structure, strengthen risk and internal control management, establish a code of conduct for employees and suppliers, and regularly conduct internal audits and provide training sessions on business ethics.

Environmental Indicators and Management

We integrate environmental management into operations, committing to sustainability and pollution prevention. We comply with regulations, conserve energy, reduce emissions, and established internal management standards, forming a comprehensive ESG management system. We uphold a strong sense of environmental responsibility and strictly comply with national laws and regulations.

To actively promote energy conservation and environmental protection and ensure green and sustainable corporate development, we have installed a solar photovoltaic system on the unused rooftop areas of our manufacturing base in Guangzhou. In 2025, this photovoltaic system cumulatively saved 1,220,757 kWh of electricity, equivalent to conserving 149.0 tons of standard coal. Moving forward, we will continue to increase investment and steadily expand the coverage of photovoltaic systems to support the construction of green, low-carbon manufacturing bases and drive the industry's green transformation.

Waste and Emission Management

Our key waste and emissions mainly include solid waste, wastewater, and exhaust gases:

- **Solid Waste:** We primarily generate hazardous, non-hazardous, and domestic waste in our daily business operations. We maintain a solid waste ledger to record key information regarding the produced solid waste. Our solid waste is disposed by a qualified third party in strict accordance with environment protection requirements;

- **Wastewater:** We generate domestic sewage and industrial wastewater from our production bases. To reduce wastewater and pollutant emissions, we adopt a two-pronged approach, including (i) the development of advanced wastewater treatment technologies and installation of specialized treatment systems, aiming for a 100% reuse rate; and (ii) the strengthening of daily supervision, requiring each production facility to undergo at least one annual wastewater discharge monitoring assessment conducted by an external agency, ensuring continuous tracking of the application status and effectiveness of wastewater treatment technologies and facilities; and

- **Exhaust Gases:** We conduct annual environmental monitoring and inspections at our production facilities to ensure compliance with emission standards for air pollutants such as nitrogen oxides, sulfur oxides, and particulate matter. Through implementing measures such as retrofitting activated carbon adsorption systems for volatile organic compounds and promoting electric forklifts, we have effectively reduced exhaust pollutant emissions during production operations.

The following table sets forth the emission data for solid waste, wastewater and exhaust gases generated by us during the Track Record Period:

		Year Ended December 31,			Five months ended May 31,
Classification	Unit	2023	2024	2025	2026
Solid waste					
Non-hazardous waste	ton	1,819.4	3,180.1	3,860.0	1,082.0
Hazardous waste	ton	76.4	155.6	157.4	58.0
Domestic waste	ton	444.8	1,543.1	1,199.0	410.8

Classification	Unit	Year Ended December 31, 2023	2024	2025	Five months ended May 31, 2026
Wastewater					
Domestic sewage	ton	380,808	559,620	558,540	192,839
Industrial wastewater	ton	711,402	1,434,949	1,292,022	602,449
Exhaust gas					
Greenhouse gas emissions					
• Scope 1	tCO_2e	6,061.7	7,720.5	6,605.9	3,347.0
• Intensity of scope 1 emissions	tCO_2e/million RMB revenue	0.4	0.3	0.2	0.2
• Scope 2 (location-based)	tCO_2e	86,288.3	127,232.1	151,947.4	66,751.0
• Intensity of scope 2 (location-based) emissions	tCO_2e/million RMB revenue	5.7	4.6	4.4	4.1
• Scope 2 (market-based)	tCO_2e	53,345.9	57,662.7	43,627.4	24,762.6
• Intensity of scope 2 (market-based) emissions	tCO_2e/million RMB revenue	3.5	2.1	1.3	1.5

We actively respond to climate change by deeply integrating energy conservation, emission reduction, and environmental goals into our operations and production processes. We formulate strategic initiatives in alignment with our development trajectory. We enhance energy efficiency and reduce water waste through innovative measures such as combining energy management with smart park development and advancing the construction of the Internet of Energy smart energy management platform, while advancing material recycling and reuse. We rigorously manage solid waste, wastewater, and exhaust gas emissions to minimize the environmental footprint of our production. Simultaneously, we promote cleaner production by adopting advanced technologies to increase the use of recycled materials and reduce hazardous chemicals, achieving a virtuous cycle between economic growth and environmental protection — a holistic commitment to green development.

We place high emphasis on greenhouse gas reduction efforts and regard them as a core strategic task. By establishing a sophisticated intelligent energy management system, advancing energy-efficient equipment upgrades, and expanding the application of clean energy, we have effectively reduced carbon emission intensity and steadily advanced our low-carbon development process. As a part of our ESG initiatives, we are committed to the continuous reduction of emissions. By 2033, we aim to reduce absolute scope 1 and 2 GHG emissions by approximately 54.6% of CO_2, compared to 2023 levels.

Resource Consumption

The following table sets forth our total energy and water consumption during the Track Record Period:

Resource classification	Unit	Year Ended December 31, 2023	2024	2025	Five months ended May 31, 2026
Total energy consumption	MWh	234,999	330,152	329,377	148,070
Intensity of energy consumption	MWh/million RMB revenue	15.4	11.8	9.5	9.0
Total water consumption	ton	1,300,370	1,999,600	2,157,197	910,436
Intensity of water consumption	ton/million RMB revenue	85.2	71.6	62.1	55.3

In terms of energy consumption, we regularly advance workshop energy-saving retrofit projects to thoroughly explore energy-saving potential within production processes. By recovering and utilizing waste heat, we have implemented a dedicated energy-saving retrofit project for the central air conditioning water-cooled units. We actively adopt advanced equipment to reduce energy consumption and promote green production.

In terms of water consumption, we are committed to building a water-efficient enterprise and contributing to water resource conservation. We are working toward our goals by enhancing water conservation awareness, fostering company-wide participation, rigorously maintaining facilities to eliminate waste, optimizing irrigation through precise water control, and promoting water recycling to maximize resource value. We continuously explore innovative water recycling technologies and methods to increase wastewater reuse rates, gradually progressing toward a zero-wastewater discharge goal.

Taking 2024 as the baseline year, we target to reduce our energy and water consumption per unit of output by 10% over the next three years.

Climate Change

We place high importance on climate-related risks and opportunities across our upstream and downstream supply chain and in our own operations. From four core dimensions, from governance structure, strategic planning, risk management to target and indicator setting, we have established a systematic response framework. With a firm belief in sustainable development, we actively respond to global climate initiatives, set ambitious carbon reduction targets, and implement them. While vigorously investing in our own energy-saving and emission-reduction efforts, we also support our supply chain partners in moving toward a green and low-carbon future.

Governance

We have established a carbon neutrality task force led by senior management, coordinated by the ESG promotion center, and supported by close collaboration across various departments. This team is fully responsible for planning, executing, and overseeing climate-related initiatives to ensure steady progress toward our goals.

In particular, our general manager is responsible to oversee sustainability-related matters, manage the identification, analysis, and control of climate risks, supervise the implementation of climate-related work across departments, and regularly report progress to senior management. Our ESG promotion center, environment, health & safety department, and factory affairs department work together to implement carbon management and specific carbon reduction tasks. They develop plans, drive projects, and monitor data to ensure the achievement of carbon reduction targets.

Strategy

We closely align with business realities, conduct in-depth analysis of relevant policies and regulations, and maintain precise awareness of the dynamic shifts in climate-related risks and opportunities. We actively promote low-carbon initiatives such as energy-saving retrofits, rooftop solar power generation, and direct procurement of green electricity, while developing science-based emission reduction targets in line with the SBTi framework. Moving forward, we will continue conducting greenhouse gas inventories across our supply chain, implement diverse measures to advance the low-carbon transformation of our energy structure, and fully support the achievement of carbon neutrality goals.

To address climate change more effectively, we have identified the following potential risks and opportunities, which are categorized as physical risks and transition risks. We understand the importance and future development trend of various climate-related risks and opportunities in the macroenvironment. We assess the impact of climate change-related risks and opportunities on our business, strategy, and financial planning over time and under different scenarios through qualitative climate scenario analysis.

Risk Management

We keenly identify and assess climate change physical and transition risks, and proactively seek hidden development opportunities. Each risk management department conducts regular comprehensive reviews and screenings, employing scientific methods to assess current and potential climate-related risks. Feasible response measures are formulated based on different risk types. The management team prioritizes high-priority and urgent risks to ensure the efficient operation of climate change risk management.

Social Indicators and Management

We are committed to corporate social responsibility by fostering positive social impact through promoting occupational safety, employee development, sustainable supply chain management, consumer rights protection, and social welfare initiatives.

Employment Management Governance

We adhere to the principles of compliance, transparency, fairness, equality, and respect throughout our recruitment process. We provide equal employment opportunities for all types of talents and have established a comprehensive management system that supports employees throughout their entire career lifecycle, helping them achieve their personal values. In particular, we have established sustainable labor management practices, including the procedures for identifying, assessing, and controlling labor ethics risks and the social responsibility risk monitoring measures. Concurrently, we have developed a labor management mechanism based on the "Identify-Assess-Monitor-Control" framework. Through regular monitoring of social responsibility fulfillment, we ensure the effective operation of our social responsibility management system and formulate corresponding control measures accordingly. We also provide comprehensive training opportunities to our employees. For details, see "— Employees."

We are committed to fostering a culture of friendliness, mutual support, equality, and care. We firmly oppose any form of discrimination and strive to create an open and inclusive workplace. During the Track Record Period and up to the Latest Practicable Date, we did not experience any incident involving violations of freedom of association, collective bargaining rights, forced labor, illegal servitude, child labor, or any form of discrimination.

The following table sets forth the total workforce by gender of our Group as of May 31, 2026:

	Number of employees	Percentage (%)
Male	9,393	64.3
Female	5,216	35.7
Total	**14,609**	**100.0**

The following table sets forth the total workforce by age group of our Group as of May 31, 2026:

	Number of employees	Percentage (%)
29 and below	6,937	47.5
30 to 49	7,472	51.1
50 and above	200	1.4
Total	**14,609**	**100.0**

The following table sets forth the total workforce by regional distribution of our Group as of May 31, 2026:

	Number of employees	Percentage (%)
Chinese Mainland	14,096	96.5
Hong Kong, Macau and Taiwan	23	0.2
Overseas (excluding Hong Kong, Macau and Taiwan)	490	3.4
Total	**14,609**	**100.0**

Occupational Health and Safety

We have established a comprehensive EHS management system and formed an EHS management committee. We have also built an ISO 45001 occupational health and safety management system, strictly adhering to laws and regulations related to working conditions. Committed to creating a safe and healthy production and living environment for our employees, we maintain comprehensive fire protection facilities and implement a series of protective measures to prevent employee injuries or exposure to hazardous working conditions. We provide regular safety and health training, supply appropriate personal protective equipment, and station personnel with first-aid certification in each production facility. In the event of incidents threatening occupational health and safety, these first-aiders can promptly provide medical assistance to employees.

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any fines or other penalties due to non-compliance with health and safety regulations.

Supply Chain Management

We ensure a sustainable supply chain through strict supplier selection, performance evaluation, and dynamic management. We have established a transparent and efficient system to rigorously implement responsible mineral sourcing practices, driving the green transformation of our supply chain. This enables us to build long-term, stable partnerships with suppliers and customers, jointly advancing sustainable development. In particular, we conduct on-site audits of suppliers and provide training to continuously enhance their corporate social responsibility management capabilities.

Product Responsibility

We implement our quality management system throughout R&D, production, and service delivery, ensuring every product meets stringent environmental and reliability standards. Through deepening our quality management framework, our manufacturing bases have successfully obtained multiple authoritative product quality certifications from ISO 9001 international quality management

certification to industry-specific quality standards. Through rigorous control and continuous improvement, we consistently enhance product quality throughout the entire product lifecycle, from research and development to manufacturing and quality inspection. This approach earns customer trust and market recognition, demonstrating our outstanding practices and unwavering commitment in quality management.

Public Welfare and Charity

We are committed to community welfare and actively assume social responsibilities while focusing on business development, fostering a responsible corporate image for sustainable growth. For example, we established a volunteer association to regularly organize community service activities, such as visiting seniors living alone, providing financial assistance to underprivileged students, and conducting litter cleanup events. We have also launched an internship program in collaboration with various universities, offering practical experience opportunities to help students better prepare before formally entering the workforce.

Anti-corruption and Whistleblowing Measures

Anti-corruption

We strictly adhere to anti-corruption and anti-bribery laws and regulations, requiring all employees to uphold ethical integrity and adhere to fair trade standard. We actively provide comprehensive business ethics training programs for our employees and suppliers, to foster an organizational integrity culture. We publicly promote complaint and reporting channels through our office automation system, official WeChat account and integrity-related training materials to ensure every employee and business partner is aware of our reporting channels. We promptly address reported matters and implement measures to close management loopholes.

Whistleblowing Measures

Our human resources department has designated dedicated personnel to receive, handle, and follow up on complaints involving corruption and bribery. Individuals providing effective reporting leads will be rewarded according to our whistleblower reward standards. We encourage employees, business partners, and the public to report illegal or non-compliant activities, working together to build an honest and ethical business environment. We have established a comprehensive whistleblower protection mechanism and strictly adhere to confidentiality principles. All investigations are conducted anonymously, and we will not disclose the identity of the whistleblower or the content of the report without their written consent.

LEGAL PROCEEDINGS AND COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, to the best knowledge of our Directors, we had not been and were not a party to any material legal, arbitral or administrative proceedings, and we were not aware of any material pending or threatened legal, arbitral or administrative proceedings against us. To the best knowledge of our Directors, our business operations had been carried out in compliance with applicable laws and regulations in all material aspects during the Track Record Period and up to the Latest Practicable Date.

See "— Employees — Social Insurance and Housing Provident Fund Contributions" in this section for a description of certain legal matters relating to our compliance with PRC employment related laws and regulations which we consider would not have a material adverse effect on our business, financial condition, or results of operations. We are of the view that we have in place adequate internal control measures to ensure ongoing compliance with applicable laws and regulations.

RISK MANAGEMENT AND INTERNAL CONTROL

It is the responsibility of our Board to ensure that we maintain sound and effective internal controls and risk management system to safeguard our Shareholders' investment and our assets at all times. We maintain internal manuals setting out operating procedures, internal control procedures and other policies and guidelines. We have adopted and implemented comprehensive risk management policies in various aspects of our business operations, such as financial reporting, compliance and anti-bribery and kick-back.

Our Board of Directors and our general manager are responsible for the establishment, updating and implementation of our internal control policies and systems, while our management team monitors the daily implementation of the internal control procedures and measures with respect to our functional teams.

Financial Reporting Risk Management

We have in place a set of accounting policies in connection with our financial reporting risk management. We have various procedures in place to implement accounting policies, and our finance department reviews our management accounts based on such procedures. We also provide regular training to our finance department personnel to ensure that they understand our financial management and accounting policies and implement them in our daily operations.

Compliance Risk Management

In order to effectively manage our compliance and legal risk exposures, we have adopted strict internal procedures to ensure the compliance of our business operations with the applicable rules and regulations. In accordance with these procedures, our in-house legal department performs the basic function of reviewing and updating the form of contracts we enter into with our customers, suppliers and other relevant parties. Our legal department examines the contract terms and reviews all relevant documents for our business operations, including licenses and permits obtained by the counterparties to perform their obligations of business contracts and all the necessary underlying due diligence materials, before we enter into any contract or business arrangements.

Our in-house legal department is responsible for obtaining any requisite governmental pre-approvals or consents, including preparing and submitting all necessary documents for filing with relevant government authorities, within the prescribed regulatory timelines. We continuously improve our internal policies according to changes in laws, regulations and industry standards, and update internal templates for legal documents. We undertake compliance management over various aspects of our operations and employee activities. We have also established an accountability system in respect of employees' violations of laws, regulations and internal policies. In addition, we continually review the implementation of our risk management policies and measures to ensure our policies and implementation are effective and sufficient.

Anti-bribery and Kick-back Risk Management

In terms of anti-bribery and kick-back prevention, we have implemented a series of policies and internal control measures against bribery and kick-back, which set forth procedures for implementing relevant anti-bribery procedures and setting out anti-bribery responsibilities for relevant personnel. We strictly prohibit bribery or other improper payments in any of our business operations according to our anti-bribery and kick-back prevention policies. Improper payments prohibited by such policies include bribes, kickbacks, falsification and alteration of accounting and business documents, or any other payment made or offered to obtain an undue business advantage. Moreover, we keep accurate books and records that reflect transactions and asset dispositions in reasonable detail. Payment made in violation of the anti-bribery and kick-back prevention policies is strictly prohibited. We maintain a specialized discipline team to be responsible for investigating the reported incidents and taking appropriate measures as necessary. We provide employees with adequate communication channels, establish whistleblower policy and encourage employees to take the initiative to seek guidance from us regarding the implementation of anti-bribery policies. During such investigations, our specialized discipline team complies with relevant laws and anti-bribery policies and provides written feedback as necessary.

OVERVIEW

Our Board of Directors comprises nine Directors, including two executive Directors, four non-executive Directors and three independent non-executive Directors. The powers and duties of our Board include determining our business and investment plans, preparing our annual financial budgets and final reports, and exercising other powers, functions and duties as conferred by the Articles. We [have entered into] a service agreement with each of our executive Directors and a letter of appointment with each of our non-executive Directors and independent non-executive Directors.

The general manager and other members of the senior management of our Group are responsible for the day-to-day operations and management of the business of our Group.

The table below sets out the key information of our Directors and senior management:

Our Directors

Name	Age	Date of joining our Group	Date of appointment as Director	Existing position(s) in our Group	Roles and key responsibilities	Relationship with other Directors and senior management
Executive Directors						
Mr. Wang Laixi (王來喜)	54	March 16, 2018	March 16, 2018	Executive Director	Responsible for strategic planning, business direction and overall management of our Group	Brother of Ms. Wang Laichun
Ms. Yu Laifeng (余來鳳)	39	May 1, 2019	October 27, 2025	Executive Director (employee Director) and director of the operation management department	Responsible for strategic planning, business direction and overall management of our Group	None
Non-executive Directors						
Ms. Wang Laichun (王來春)	59	February 18, 2025	February 18, 2025	Non-executive Director and chairlady of our Board	Responsible for providing guidance for the overall strategy and business development of our Group	Sister of Mr. Wang Laixi
Ms. Chen Cuilian (陳翠蓮)	49	February 18, 2025	February 18, 2025	Non-executive Director	Responsible for providing guidance for the overall strategy and business development of our Group	None

Name	Age	Date of joining our Group	Date of appointment as Director	Existing position(s) in our Group	Roles and key responsibilities	Relationship with other Directors and senior management
Mr. Jiang Ge (江舸) . .	37	February 18, 2025	February 18, 2025	Non-executive Director	Responsible for providing guidance for the overall strategy and business development of our Group	None
Ms. Zhang Leidi (張蕾娣)	46	February 18, 2025	February 18, 2025	Non-executive Director	Responsible for providing guidance for the overall strategy and business development of our Group	None
Independent non-executive Directors						
Ms. Li Xin (李欣) . . .	39	October 27, 2025	October 27, 2025	Independent non-executive Director	Responsible for supervising and providing independent judgment and professional advice to our Board	None
Dr. Zheng Ying (鄭穎)	47	October 27, 2025	October 27, 2025	Independent non-executive Director	Responsible for supervising and providing independent judgment and professional advice to our Board	None
Mr. Zhang Shaojian (張少劍)	64	October 27, 2025	October 27, 2025	Independent non-executive Director	Responsible for supervising and providing independent judgment and professional advice to our Board	None

Our senior management

Name	Age	Date of joining our Group	Date of appointment as senior management	Existing position(s) in our Group	Roles and key responsibilities	Relationship with other Directors and senior management
Mr. Meng Yan (孟岩) . . .	51	January 1, 2019	January 1, 2019	General manager	Responsible for overall operational management of our Group	None

Name	Age	Date of joining our Group	Date of appointment as senior management	Existing position(s) in our Group	Roles and key responsibilities	Relationship with other Directors and senior management
Mr. Chen Han-Yang (陳漢洋)	55	May 1, 2019	May 1, 2019	Deputy general manager and financial director	Responsible for financial management of our Group	None
Mr. Yang Li (楊立)	40	February 1, 2019	February 1, 2019	Deputy general manager	Responsible for production and supply chain management of our Group	None

Executive Directors

Mr. Wang Laixi (王來喜), aged 54, is our founder and executive Director. Mr. Wang served as our general manager from March 2018 to February 2025 and has been serving as our legal representative since March 2018. He also serves as the director and legal representative of certain subsidiaries of our Company. He is primarily responsible for strategic planning, business direction and overall management of our Group.

Prior to founding our Group, from May 2004 to February 2018, Mr. Wang served as the general affairs manager of Luxshare Precision, a world-leading innovative technology company specializing in precision intelligent manufacturing whose shares are listed on the Shenzhen Stock Exchange (stock code: 002475) and the Stock Exchange (stock code: 2475) and ultimately controlled by Ms. Wang Laichun, our non-executive Director and chairlady of our Board, and Mr. Wang Laisheng, brother of Mr. Wang, where he was primarily responsible for its administrative management and government relations coordination.

In addition, Mr. Wang has been serving as a non-executive director at certain companies invested by our Group as a minority shareholder, including: (i) Shaoxing Junwan Micro Electronic Technology Co., Ltd. (紹興君萬微電子科技有限公司), a company principally engaged in manufacturing MicroLED micro display chips, since February 2025; and (ii) Guangzhou Mid Technology Co., Ltd. (廣州彌德科技有限公司), a company principally engaged in developing and manufacturing glasses-free 3D display technology, since March 2025. He is primarily responsible for providing guidance for the strategy and business development of these companies.

Ms. Yu Laifeng (余來鳳), aged 39, is our executive Director (employee Director). From May 2019 to September 2020, Ms. Yu served as the manager of our operation management department. From October 2020 to May 2025, she held the position of deputy director of our operation management department. In June 2025, she was promoted to the director of our operation management department. She also serves as the supervisor of a subsidiary of our Company. She is primarily responsible for strategic planning, business direction and overall management of our Group.

Prior to joining our Group, from May 2008 to March 2011, Ms. Yu worked at Light Engine Ltd (惠州元暉光電股份有限公司). From June 2011 to May 2019, Ms. Yu successively served as the SQE engineer, IQC & OQA quality group leader, the group leader and department leader in charge of the delivery management for overseas clients at Luxshare Precision.

Ms. Yu obtained her associate degree in secretarial studies from Nanchang University (南昌大學) in the PRC in July 2008 and her bachelor's degree in mechanical design, manufacturing and automation from University of Electronic Science and Technology of China (電子科技大學) in the PRC in January 2017 through online learning.

Non-executive Directors

Ms. Wang Laichun (王來春), aged 59, is our non-executive Director and chairlady of our Board. She is primarily responsible for providing guidance for the overall strategy and business development of our Group.

Ms. Wang has over 30 years of experience in the precision manufacturing industry. She founded Luxshare Precision together with her brother Mr. Wang Laisheng in May 2004. She has been serving as the executive director and general manager of Luxshare Precision since then and the chairlady of the board of directors of Luxshare Precision since October 2008, where she is primarily responsible for its overall strategic planning and major business decisions. Since April 2022, she has been serving as the chairlady of the board of directors and a non-executive director of Time Interconnect Technology Limited (匯聚科技有限公司), a supplier of customized interconnect solutions whose shares are listed on the Main Board of the Stock Exchange (stock code: 1729) and a non-wholly owned subsidiary of Luxshare Precision, where she is primarily responsible for the overall strategic management and corporate development of the company. Since March 2024, she has also been serving as a non-executive director of Chery Automobile Co Ltd (奇瑞汽車股份有限公司), a passenger vehicle company headquartered in Wuhu, China, whose shares are listed on the Main Board of the Stock Exchange (stock code: 9973), where she is responsible for high level supervision on the management and operations of the group.

Ms. Wang has been serving as a vice chairlady of the 13th Executive Committee of Guangdong Federation of Industry & Commerce (廣東省工商業聯合會(總商會)第十三屆執委會) since August 2022, a member of the 14th National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十四屆全國委員會) since January 2023 and a vice chairlady of the Chamber of Commerce for Women Entrepreneurs of the All-China Federation of Industry and Commerce (全國工商業聯合會女企業家商會) since April 2024.

Ms. Chen Cuilian (陳翠蓮), aged 49, is our non-executive Director. She is primarily responsible for providing guidance for the overall strategy and business development of our Group.

Ms. Chen has over 20 years of experience in the precision manufacturing industry. Prior to joining our Group, Ms. Chen worked at Shenzhen Shengling Industrial Limited (深圳市盛凌實業有限公司) from October 1999 to February 2002, Shenzhen Office of Beijing Harbour Networks Limited (北京港灣網絡有限公司) from April 2002 to June 2003, Jianji Networks Technology (Shenzhen) Limited (健集網絡技術(深圳)有限公司) from July 2003 to October 2005 and Shenzhen Office of Harbour Networks Limited (港灣網絡有限公司). From November 2007 to December 2023, she successively served as a manager, a senior manager, and a director of the marketing center of Luxshare Precision, where she was primarily responsible for executing marketing goals, managing customer relations, coordinating marketing projects, and negotiating business contracts. Since January 2024, she has been serving as the general manager of the marketing center of Luxshare Precision, where she is primarily responsible for formulating marketing strategy, leading the marketing team, and managing marketing budget and resources.

Ms. Chen obtained her associate degree in economy and information management from Gannan Normal College (贛南師範學院) (now known as Gannan Normal University (贛南師範大學)) in the PRC in June 1998 and her bachelor's degree in marketing from Gannan Normal College (贛南師範學院) in the PRC in July 2004 through correspondence education.

Mr. Jiang Ge (江舸), aged 37, is our non-executive Director. He is primarily responsible for providing guidance for the overall strategy and business development of our Group.

Mr. Jiang has extensive work experience in investment and management consulting. From July 2012 to May 2017, he worked at Goldman Sachs Gao Hua Securities Co., Ltd. (高盛高華證券有限責任公司) (now known as Goldman Sachs (China) Securities Company Limited (高盛(中國)證券有限責任公司)). From May 2017 to February 2020, he successively served as a senior investment manager and the director at Iqi Investment Advisor (Shanghai) Co., Ltd. (愛奇投資顧問(上海)有限公司). He joined Shanghai Jinjia Management Consulting Co., Ltd. (上海瑾迦管理諮詢有限公司) in April 2020 and is currently serving as the managing director.

Mr. Jiang obtained his bachelor's degree in business and mathematics from the University of Virginia in the United States in May 2011 and his master's degree in finance from Massachusetts Institute of Technology in the United States in June 2012.

Ms. Zhang Leidi (張蕾娣), aged 46, is our non-executive Director. She is primarily responsible for providing guidance for the overall strategy and business development of our Group.

From July 2003 to February 2010, Ms. Zhang successively served as a project manager, an advisory consultant and senior advisory consultant at Roland Berger Management Consulting (Shanghai) Co., Ltd. (羅蘭貝格管理諮詢(上海)有限公司) (now known as Roland Berger Enterprise Management (Shanghai) Co., Ltd. (羅蘭貝格企業管理(上海)有限公司)), where she was mainly responsible for project management and consulting. She worked as a part-time consultant at Roland Berger from March 2011 to September 2011, mainly responsible for consulting services. From October 2011 to September 2016, she successively served as an investment director and a senior investment director at direct investment department of China Life Investment Holding Company Limited (國壽投資控股有限公司), (now known as China Life Investment Management Company Limited (國壽投資保險資產管理有限公司)), a company principally engaged in alternative investments and insurance asset management, where she was primarily responsible for managing investment projects. Since September 2016, she successively served as the managing director, the deputy general manager (in charge), the chief of the management committee and the general manager at China Life Private Equity Investment Company Limited (國壽股權投資有限公司), a company principally engaged in insurance investment and asset management which controls Wuxi Guoshou, one of our **[REDACTED]** investors, where she is primarily responsible for strategic planning.

In addition, Ms. Zhang has been serving as a non-executive director at the following listed companies: (i) Beijing Biocytogen Co., Ltd. (百奧賽圖(北京)醫藥科技股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2315), since November 2022; and (ii) Town Health International Medical Group Limited (康健國際醫療集團有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 3886), since January 2024. She is primarily responsible for providing guidance for the strategy and business development of these companies.

Ms. Zhang obtained her bachelor of economics' degree in international finance from Central University of Finance and Economics (中央財經大學) in the PRC in June 2001 and her master of economics' degree in finance from Peking University (北京大學) in the PRC in June 2003.

Independent non-executive Directors

Ms. Li Xin (李欣), aged 39, was appointed as our independent Director on October 27, 2025 and will be redesignated as our independent non-executive Director upon **[REDACTED]**. She is primarily responsible for supervising and providing independent judgment and professional advice to our Board.

Ms. Li has extensive work experience in the legal industry. From June 2011 to February 2017, she served as an in-house counsel at Shenzhen Cainayi Capital Management Co., Ltd. (深圳市財納易資本管理有限公司), a company principally engaged in venture capital and investment management, where she was primarily responsible for reviewing and drafting contracts, engaging in business negotiation, and representing the company in litigation and arbitration. From May 2017 to September 2018, she served as a trainee solicitor at Guangdong Kingdom Law Firm (廣東競德律師事務所), a law firm, where she was primarily responsible for assisting associates with legal services. She served as an associate at Guangdong Kingdom Law Firm from October 2018 to September 2025 and has been serving as a partner since September 2025, where she is primarily responsible for providing legal advice, drafting legal documents, and representing clients in litigation and arbitration.

Ms. Li obtained her bachelor of laws' degree and master of laws' degree in international law from Shenzhen University (深圳大學) in the PRC in June 2008 and June 2011 respectively. She obtained the PRC Legal Professional Qualification Certificate (中華人民共和國法律職業資格證書) issued by the Ministry of Justice of the People's Republic of China (中華人民共和國司法部) in February 2009 and was admitted to practice of law and obtained the PRC Lawyer's License (中華人民共和國律師執業證) issued by the Department of Justice of Guangdong Province (廣東省司法廳) in September 2018. She obtained the Fund Practitioners Certificate (基金從業人員資格證書) issued by the Asset Management Association of China (中國證券投資基金業協會) in September 2016.

Dr. Zheng Ying (鄭穎), aged 47, was appointed as our independent Director on October 27, 2025 and will be redesignated as our independent non-executive Director upon **[REDACTED]**. She is primarily responsible for supervising and providing independent judgment and professional advice to our Board.

Dr. Zheng has extensive work experience in accounting. Dr. Zheng joined Yat-Sen University (中山大學) in October 2011 and is currently serving as an associate professor at the School of Management, where she is primarily responsible for teaching and research. Since July 2018, she has been serving as a director of the Guangdong Accounting Society (廣東省會計學會), mainly responsible for organizing accounting academic activities within Guangdong Province. Since December 2022, she has been serving as a director of the Intelligent Accounting Branch of the Chinese Accounting Society (中國會計學會智能會計分會), mainly responsible for organizing annual academic and teaching conferences on intelligent accounting, and participating in project research of the Accounting Society.

In addition, Dr. Zheng also serves as independent director and/or chairman of the audit committee in several companies. Since January 2021, she has been serving as the independent director and chairman of the audit committee of Zhuhai Port Co., Ltd. (珠海港股份有限公司), a company principally engaged in port, shipping and new energy whose shares are listed on the Shenzhen Stock Exchange (stock code: 000507), where she is primarily responsible for providing professional and independent advice and supervising the performance of the management team. Since December 2021, she has been serving as the non-executive director of Shenzhen Bominwell Robotics Co., Ltd. (深圳市博銘維技術股份有限公司), a company principally engaged in underwater robots, where she is primarily responsible for providing professional and independent advice and supervising the performance of the management team. Since December 2022, she has been serving as the non-executive director of Aixiesheng Technology Co., Ltd. (深圳市愛協生科技股份有限公司), a company principally engaged in chip design and solutions in the field of human-computer interaction, where she is primarily responsible

for providing professional and independent advice and supervising the performance of the management team. Since September 2025, she has been serving as the independent director of Guangzhou Ruoyuchen Technology Co., Ltd. (廣州若羽臣科技股份有限公司), a company principally engaged in digital management and agency operation of consumer brands, whose shares are listed on the Shenzhen Stock Exchange (stock code: 003010), where she is primarily responsible for providing professional and independent advice and supervising the performance of the management team.

Dr. Zheng obtained her bachelor's degree in accounting in Renmin University of China (中國人民大學) in the PRC in July 2001, her master's degree in accounting in The Chinese University of Hong Kong (香港中文大學) in December 2003 and her doctoral degree in accounting in The Chinese University of Hong Kong (香港中文大學) in December 2008.

Mr. Zhang Shaojian (張少劍), aged 64, was appointed as our independent Director on October 27, 2025 and will be redesignated as our independent non-executive Director upon **[REDACTED]**. He is primarily responsible for supervising and providing independent judgment and professional advice to our Board.

Mr. Zhang Shaojian has nearly four decades of experience in automation, smart manufacturing, energy and power distributions, and aerospace, spanning R&D, product management, business management, M&A, and investments. He has been serving as the managing director at Shanghai Yushi Enterprise Management Consulting Co., Ltd. (上海愚石企業管理咨詢有限公司) since May 2019, a company principally engaged in advising the Fortune Global 500 companies, listed companies, PE funds and start-up companies on strategic matters related to technologies, innovation and investments. From May 2017 to February 2019, he served as the general manager of intelligent equipment platforms (IEP) business of Haier Smart Home Co., Ltd. (海爾智家股份有限公司), a company principally engaged in the R&D, production and sales of smart home appliances whose shares are listed on the Shanghai Stock Exchange (stock code: 600690), the Frankfurt Stock Exchange (stock code: 690D) and the Stock Exchange (stock code: 06690). Prior to that, he also served at Rockwell Automation, Inc. and General Electric Company, giving him deep insight into the development, challenge and evolution of the automation, robotics and smart manufacturing industry in the past thirty years. In recent years, Mr. Zhang has been involved in founding and mentoring the growth of several AI and life science startups across Asia.

Mr. Zhang obtained a master of business administration degree from Darden School of Business at the University of Virginia in the United States in May 1999, a master's degree in manufacturing engineering from the National University of Singapore in February 1996 and a bachelor's degree in engineering in Northwestern Polytechnical University (西北工業大學) in the PRC in July 1983. He is the founding co-president of the University of Virginia China Alumni Association and served as a director of the Alumni Association Board of Directors of Darden School from 2014 to 2024.

Save as disclosed above, each of our Directors has confirmed that there are no other matters relating to his/her appointment as a Director that need to be brought to the attention of our Shareholders and there is no other information in relation to his/her appointment which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Each of our Directors has confirmed that he/she obtained the legal advice on November 6, 2025 with regard to the requirements under the Listing Rules that are applicable to him/her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange as set out in Rule 3.09D of the Listing Rules and he/she understood his/her obligations as a director of a listed issuer.

Each of our independent non-executive Directors has confirmed his/her independence with regards to each of the factors as set out in Rules 3.13(1) to (8) of the Listing Rules and that there are no other factors that may affect his/her independence at the time of his/her appointment.

SENIOR MANAGEMENT

Mr. Meng Yan (孟岩), aged 51, joined our Group on January 1, 2019 as our chief executive officer and has been serving as our general manager since February 2025, where he is primarily responsible for overall operational management of our Group. He has also been serving as the chairman of the board of directors and an executive director at Cowell, a supplier of optical camera modules whose shares are listed on the Main Board of the Stock Exchange (stock code: 1415) and one of our Major Subsidiaries, since March 2021, where he is primarily responsible for the overall strategic decisions, business planning and major operation decisions.

Mr. Meng has extensive experience in the electronic industries. Prior to joining our Group, Mr. Meng served as a manager of the engineering department of Beijing Jinchangke International Electronics Co., Ltd. (北京金長科國際電子有限公司), and the general manager of Knowles Electronic (Beijing) Co., Ltd. (樓氏電子(北京)有限公司) (now known as Sound Solutions International Co., Ltd. (奧音科技(北京)有限公司)) and he also worked at Beijing Ericsson Communication System Co., Ltd. (北京愛立信通信系統有限公司) and Beijing Suohong Electronics Co., Ltd. (北京索鴻電子有限公司).

Mr. Meng obtained his bachelor's degree in electronic equipment structure from the University of Electronic Science and Technology of China (電子科技大學) in the PRC in July 1998.

Mr. Chen Han-Yang (陳漢洋), aged 55, joined our Group on May 1, 2019 as our financial director and has been serving as our deputy general manager since February 2025, where he is primarily responsible for financial management of our Group. He has also been serving as a non-executive director at Cowell since March 2021, where he is primarily responsible for providing guidance for the overall development at the board level.

Mr. Chen has extensive experience in corporate investment and financial management. Prior to joining our Group, Mr. Chen served as a deputy manager at Hon Hai Precision Industry Co., Ltd. (鴻海精密工業股份有限公司), an electronics manufacturer whose shares are listed on the Taiwan Stock Exchange (stock code: 2317), and a senior manager at Jih Sun Financial Holding Company (日盛金融控股公司), a company principally engaged in securities services. From August 2016 to April 2019, he served as the head of investment department at Luxshare Precision, where he was primarily responsible for corporate investment.

Mr. Chen obtained his master's degree in banking and finance from Tamkang University (淡江大學) in Taiwan, PRC in June 1998.

Mr. Yang Li (楊立), aged 40, joined our Group on February 1, 2019 as our chief operating officer and has been serving as our deputy general manager since February 2025, where he is primarily responsible for production and supply chain management of our Group. He has also been serving as a non-executive director at Cowell since March 2021, where he is primarily responsible for providing guidance for the overall development at the board level.

Mr. Yang has extensive work experience in supply chain and operation management in consumer electronics industry. Prior to joining our Group, from June 2006 to May 2017, he successively served as a production material control section leader and manager, the vice director of Anhui operational center at Luxshare Precision, where he was primarily responsible for coordinating manufacturing process and

supply chain. From June 2017 to January 2019, he served as the director of strategic procurement at Luxshare Precision Industry (Kunshan) Co., Ltd (立訊精密工業(昆山)有限公司), a subsidiary of Luxshare Precision principally engaged in manufacturing precision electronics, where he was primarily responsible for formulating and executing overall strategy and annual operation plan.

Mr. Yang obtained his bachelor's degree in business administration from the Open University of China (國家開放大學) in the PRC in January 2020.

JOINT COMPANY SECRETARIES

Mr. Zhang Chaojie (張朝杰), aged 33, joined our Group in August 2023 and has been serving as our securities affairs representative and the head of our Board office since then. He was appointed as our joint company secretary on October 10, 2025. He is primarily responsible for the daily affairs of our Board and handling investor relations and company secretarial matters of our Group.

Prior to joining our Group, from February 2022 to August 2023, Mr. Zhang served as a securities affairs specialist at Luxshare Precision where he was primarily responsible for the daily affairs of the board of directors and handling investor relations matters.

Mr. Zhang obtained his bachelor's degree in public relations from Macao Polytechnic Institute (澳門理工學院) (now known as Macao Polytechnic University (澳門理工大學)) in Macau Special Administrative Region in 2017. He also obtained the Qualification Certificate of Listed Company Board Secretary (上市公司董事會秘書資格證書) from the Shenzhen Stock Exchange in November 2022.

Ms. Lam Wing Yan (林詠欣), aged 49, was appointed as our company secretary on February 18, 2025 and our joint company secretary on October 10, 2025. She is primarily responsible for the company secretarial matters of our Group.

Ms. Lam has over 20 years of experience in corporate financial management, accounting and the company secretarial area. From March 2001 to June 2011, she served as the senior manager of finance and operations at Iriver Hong Kong Limited, a company principally engaged in manufacturing broadcasting equipment and semiconductors and the holding company of which is listed on the Korea Stock Exchange (stock code: 060570), where she was primarily responsible for finance, accounting and company secretarial compliance. In August 2013, she joined Cowell as senior finance manager, where she was primarily responsible for finance and accounting. Since September 2014, she has been serving as the company secretary of Cowell, where she was primarily responsible for its corporate financial management and company secretarial compliance.

Ms. Lam obtained her master's degree in business administration from the University of South Australia in the Australia in March 2012. She is a certified public accountant, a fellow member of the Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants.

BOARD COMMITTEES

Our Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee and delegated various responsibilities to these committees, which assist our Board in discharging its duties and overseeing particular aspects of our Group's activities.

Audit Committee

We have established the Audit Committee on October 27, 2025 pursuant to Rule 3.21 of the Listing Rules with written terms of reference in compliance with paragraph D.3 of Part 2 of the Corporate Governance Code (the "**CG Code**") as set out in Appendix C1 to the Listing Rules. The Audit Committee consists of three members, namely Dr. Zheng Ying, Ms. Li Xin and Mr. Zhang Shaojian. The chairlady of our Audit Committee is Dr. Zheng Ying, who is our independent non-executive Director and has the appropriate professional qualifications or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

The primary duties of the Audit Committee include, but are not limited to, (i) making recommendations to our Board on the appointment, reappointment and change of the external auditor, and the remuneration and terms of engagement of external auditor; (ii) overseeing our financial reporting system, risk management and internal control systems; (iii) reviewing the financial information and its disclosure of our Company, reviewing and providing advice and comments on our financial reports; (iv) communication and coordination among our management team, internal audit department and related departments and external auditors; and (v) performing other duties and responsibilities as assigned by our Board and/or required by the relevant laws and regulations.

Remuneration Committee

We have established the Remuneration Committee on October 27, 2025 pursuant to Rule 3.25 of the Listing Rules with written terms of reference in compliance with paragraph E.1 of Part 2 of the CG Code. The Remuneration Committee consists of three members, namely Dr. Zheng Ying, Mr. Wang Laixi and Mr. Zhang Shaojian. Dr. Zheng Ying is the chairlady of the Remuneration Committee.

The primary duties of the Remuneration Committee include, but not limited to (i) establishing, reviewing and providing advices to our Board on our plan and scheme concerning remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration; (ii) overseeing the execution of the remuneration policies; and (iii) reviewing and/or approving matters relating to share schemes under chapter 17 of the Listing Rules.

Nomination Committee

We have established the Nomination Committee on October 27, 2025 pursuant to Rule 3.27A of the Listing Rules with written terms of reference in compliance with paragraph B.3 of Part 2 of the CG Code. The Nomination Committee consists of three members, namely Ms. Li Xin, Mr. Wang Laixi and Dr. Zheng Ying. Ms. Li Xin is the chairlady of the Nomination Committee.

The primary duties of the Nomination Committee include, but not limited to (i) reviewing the structure, size and composition of our Board on a regular basis and make recommendations to our Board regarding any proposed changes to the composition of our Board; (ii) identifying, selecting or making recommendations to our Board on the selection of individuals nominated for directorship, and ensure the diversity of our Board members; (iii) assessing the independence of our independent non-executive Directors; and (iv) making recommendations to our Board on relevant matters relating to the appointment or re-appointment of our Directors and succession planning for our Directors.

BOARD DIVERSITY POLICY

Our Board has adopted a board diversity policy which sets out the approach to achieve and maintain diversity on our Board. Our Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at our Board level as an essential element in supporting the attainment of our Company's strategic objectives and sustainable development. Our Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to talent, skills, gender, age, cultural and educational background, ethnicity, professional experience, independence, knowledge. We will select potential Board candidates based on merit and his/her potential contribution to our Board while taking into account our board diversity policy and other factors. We will also take into account our own business model and specific needs from time-to-time. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard to the benefits of diversity on our Board.

Our Board has a balanced mix of knowledge, skills and experience, including but not limited to the business management, auditing, financial management, production, procurement, investment management, corporate finance, legal, optics manufacturing. Members of our Board have obtained degrees in various majors including marketing, business administration, mathematics, enterprise management, international finance, machine and electrical engineering, finance and economics, law and accounting. We have three independent non-executive Directors from different industry backgrounds, including engineering, business administration, legal and accounting. Furthermore, our Directors are of a wide range of age, from 37 years old to 64 years old.

With regards to gender diversity on our Board, we recognize the particular importance of gender diversity. Our Board currently comprises six female Directors and three male Directors. We have taken and will continue to take steps to promote and enhance gender diversity at all levels of our Company. Our board diversity policy provides that our Board should keep gender diversity after **[REDACTED]** where possible when selecting and making recommendations on suitable candidates for Board appointments. It is our objective to maintain an appropriate balance of gender diversity with reference to the expectations of stakeholders and international and local recommended best practices.

Our Nomination Committee is responsible for ensuring the diversity of our Board members. After **[REDACTED]**, our Nomination Committee will review our board diversity policy and its implementation from time to time to monitor its continued effectiveness and we will disclose the implementation of our board diversity policy, including any measurable objectives set for implementing the board diversity policy and the progress on achieving these objectives, in our corporate governance report on an annual basis.

CORPORATE GOVERNANCE

We aim to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the Corporate Governance Code set out in Appendix C1 to the Listing Rules and the associated Listing Rules after the **[REDACTED]**.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and senior management receive compensation from our Group in the form of salaries, allowances, benefits in kind, directors' fees, discretionary bonuses, equity settled share-based payment expenses and retirement scheme contributions.

The remuneration (including salaries, allowances, benefits in kind, directors' fees, discretionary bonuses and retirement scheme contributions) recorded for our Directors in respect of the three years ended December 31, 2025 and the five months ended May 31, 2026 was RMB1.24 million, RMB1.25 million, RMB1.46 million and RMB1.18 million, respectively. Save as disclosed above, no other amounts have been paid or are payable by any member of our Group to our Directors for each of the three years ended December 31, 2025 and the five months ended May 31, 2026.

The aggregate amount of salaries and other emoluments, discretionary bonuses, retirement scheme contribution and share-based payment recorded for our Company's five highest paid individuals in respect of the three years ended December 31, 2025 and the five months ended May 31, 2026 was RMB8.98 million, RMB76.70 million, RMB36.78 million and RMB10.20 million, respectively.

No remuneration was paid by our Company to, or receivable by our Directors or the five highest paid individuals as an inducement to join or upon joining our Company as a compensation for loss of office in respect of the three years ended December 31, 2025 and the five months ended May 31, 2026.

Further, none of our Directors had waived or agreed to waive any remuneration during the Track Record Period. Under the arrangement currently in force, the aggregate remuneration (including salaries, allowances, benefits in kind, directors' fees, discretionary bonuses and retirement scheme contributions) of our Directors for the year ending December 31, 2026 is estimated to be no more than approximately RMB5 million.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management and will, following the **[REDACTED]**, receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and senior management and performance of our Group.

COMPETITION

Each of our Directors (other than our independent non-executive Directors) confirms that as of the Latest Practicable Date, he/she did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, either directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

FURTHER INFORMATION

We operate a number of business lines in various countries and regions around the world. During the Track Record Period, our chairlady faced investigations and allegations of breach of local regulations from relevant Taiwan authorities in connection with certain business activities of our related parties in Taiwan, primarily concerned the acquisition of Speed Tech Technology Co., Ltd. (the "**Taiwan Company**") by Luxshare Precision (the "**Taiwan Acquisition**"). It was alleged that prior to the Taiwan Acquisition, Luxshare Precision had acquired shares of the Taiwan Company through other third parties for the purpose of bypassing regulatory approvals. The Taiwan Acquisition was an investment decision of Luxshare Precision after considering the competitive strengths and business prospects of the Taiwan Company at the time of the acquisition. None of Luxshare Precision, its directors or senior management has, directly or indirectly, acquired shares of the Taiwan Company through any third party. During the Track Record Period, up to the Latest Practicable Date and going forward, Luxshare Precision was still entitled and will still be entitled to all shareholder's and economic rights (including dividends) derived from their shareholding in the Taiwan Company.

Having considered the regulatory framework in Taiwan as disclosed in the "Regulatory Overview — Laws and regulations relating to business operations in Taiwan" and none of the Group members was charged by the Taiwan authority in relation to such allegations, our Directors are of the view that, during the Track Record Period, up to the Latest Practicable Date and going forward, such investigations and allegations had not had, nor are they expected to have, any material impact on our business, financial condition and results of operations. Based on the following factors, our Directors are of the view that such investigations and allegations do not impugn our Company's suitability for listing under Rule 8.04 of the Listing Rules or any Director's suitability under Rules 3.08 and 3.09 of the Listing Rules: (i) such allegations are groundless and unsubstantiated as none of Luxshare Precision, its directors or senior management or our chairlady has, directly or indirectly, acquired shares of the Taiwan Company through any third party; (ii) as advised by the Taiwan legal advisor of our Company, on the basis that the third party, who was alleged by the Taiwan authorities to have acquired shares of the Taiwan Company on behalf of Luxshare Precision, is not originated from Chinese Mainland, such third party's acquisition of shares of the Taiwan Company is not subject to the Taiwan investment-related regulations applicable to mergers and acquisitions by Chinese Mainland enterprises, and such third party has not been prosecuted by the Taiwan authorities in connection with such allegations; (iii) Luxshare Precision has obtained all necessary approvals and made all necessary filings in relation to the Taiwan Acquisition in accordance with the applicable Taiwan laws; (iv) the shareholding structure and publicly available information of the Taiwan Company do not reflect any nominee shareholding arrangement as alleged; (v) the Taiwan legal advisor of our Company, after making due and reasonable inquiries, is in general agreement with our Directors' view above; (vi) as advised by the Taiwan legal advisor of our Company, such allegations by the Taiwan authorities against our chairlady do not constitute a circumstance under the relevant Taiwan laws that will otherwise disqualify her from acting as a director or senior management member of a listed company in Taiwan; and (vii) none of our Company or its subsidiaries was charged by the Taiwan authority in relation to such allegations. Based on the due diligence conducted, including, without limitation, discussions to understand background of the Taiwan Acquisition and the relevant allegations concerning the Taiwan Acquisition, the relevant regulatory requirements relating to the Taiwan Acquisition and the legal implications of the allegations and a review of documents relating to the Taiwan Acquisition as well as the allegations and its legal implications, nothing material has come to the Joint Sponsors' attention that would reasonably cause the Joint Sponsors to disagree with the Directors' view.

COMPLIANCE ADVISOR

We have appointed UOB Kay Hian (Hong Kong) Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, our compliance advisor will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular and financial report;
- where a transaction, which might be notifiable or connected transaction under the Listing Rules, is contemplated including shares issues, sales or transfers of treasury shares and share repurchases;
- where our Company proposes to use the **[REDACTED]** from the **[REDACTED]** in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of our Shares under Rules 13.10 of the Listing Rules.

The term of the appointment shall commence on the **[REDACTED]** and end on the date on which our Company distribute our annual report in respect of our financial results for the first full financial year commencing after the **[REDACTED]**.

OVERVIEW

Our Group has entered into a number of agreements with parties who will, upon completion of **[REDACTED]**, become our connected persons, and the transactions disclosed in this section will constitute continuing connected transactions of our Company under Chapter 14A of the Listing Rules upon **[REDACTED]**.

OUR CONNECTED PERSONS

Our Group has entered into agreements with the following connected persons, the transactions contemplated under such agreements will constitute our continuing connected transactions upon **[REDACTED]**:

Connected persons	Connected relationship
Luxshare Precision (for itself and on behalf of the Luxshare Precision Group)	As of the Latest Practicable Date, Luxshare Precision was owned as to (i) approximately 37.21% by Luxshare Limited, a company owned as to 50% by Ms. Wang Laichun and 50% by Mr. Wang Laisheng; and (ii) approximately 0.27% by Mr. Wang Laisheng. Ms. Wang Laichun is our non-executive Director, chairlady of our Board and one of our Controlling Shareholders and Mr. Wang Laisheng is one of our Controlling Shareholders.
Time Interconnect (for itself and on behalf of its subsidiaries)	As of the Latest Practicable Date, Time Interconnect was owned as to approximately 61.84% by Luxshare Precision.
Luxshare Limited (for itself and on behalf of the Luxshare Limited Associates)	Luxshare Limited is owned as to 50% by Ms. Wang Laichun and 50% by Mr. Wang Laisheng. Ms. Wang Laichun is our non-executive Director, chairlady of our Board and one of our Controlling Shareholders and Mr. Wang Laisheng is one of our Controlling Shareholders.

SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

	Continuing connected transactions	Applicable Listing Rules	Waiver sought	Proposed annual caps for the years ending December 31, 2026	2027	2028
					(RMB in million)	
A.	**Fully-exempt continuing connected transactions**					
1.	Property Leasing Framework Agreement	14A.76(1)	N/A	2.1	2.1	2.1
2.	Receipt of Labor Services Framework Agreement	14A.76(1)	N/A	18.1	19.9	21.9
B.	**Non-exempt continuing connected transactions (subject to the reporting, annual review and announcement requirements)**					
1.	Products Supply Framework Agreements	14A.76(2)	Announcement	104.7	110.0	121.0
C.	**Non-exempt continuing connected transactions (subject to the reporting, annual review, announcement, circular and independent Shareholders' approval requirements)**					
1.	Products and Machinery Purchase Framework Agreements	—	Announcement, circular and independent Shareholders' approval	3,299.3	3,633.3	3,980.1

Note:

Cowell is a non-wholly owned subsidiary of our Company. As Cowell is listed on the Main Board of the Stock Exchange (stock code: 1415), it is required to comply independently with the Listing Rules. Accordingly, Cowell it has entered into separate connected transaction agreements with each of its connected persons in accordance with the applicable Listing Rules requirements. As a result, the connected transaction agreements between our Company (for ourselves and on behalf of the Luxvisions Innovation Group) and our connected persons have been entered into separately and excludes the Cowell Group.

A. CONTINUING CONNECTED TRANSACTIONS FULLY EXEMPT FROM THE REPORTING, ANNUAL REVIEW, ANNOUNCEMENT, CIRCULAR AND INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENTS

1. Property Leasing Framework Agreement

On [•], 2026, our Company (for ourselves and on behalf of the Luxvisions Innovation Group) entered into a property leasing framework agreement (the "**Property Leasing Framework Agreement**") with Luxshare Precision (for itself and on behalf of the Luxshare Precision Group), pursuant to which the Luxvisions Innovation Group agreed to lease certain premises to the Luxshare Precision Group for production and operation uses.

The Property Leasing Framework Agreement has a term commencing from the **[REDACTED]** to December 31, 2028, which may be renewed for a further term of not exceeding three years as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules. Relevant members of both parties shall enter into separate property leasing agreements setting out the specific terms and conditions based on the principles provided in the Property Leasing Framework Agreement.

Consideration and pricing policies

The fees to be paid by the Luxshare Precision Group to the Luxvisions Innovation Group for the lease of premises under the Property Leasing Framework Agreement shall be mainly determined based on arm's length negotiations between the parties and with reference to, among others, the historical transaction amounts paid by the Luxshare Precision Group to the Luxvisions Innovation Group for the lease of the premises and the prevailing market rent of comparable properties in the proximity of the premises.

Historical transaction amounts

For each of the three years ended December 31, 2025 and the five months ended May 31, 2026, the total transaction amounts for the lease of the premises paid by the Luxshare Precision Group to the Luxvisions Innovation Group were RMB0.6 million, RMB1.2 million, RMB2.0 million and RMB0.8 million, respectively.

Annual caps

Our Directors estimate that the maximum transaction amount payable by the Luxshare Precision Group to the Luxvisions Innovation Group under the Property Leasing Framework Agreement for each of the three years ending December 31, 2028 will not exceed RMB2.1 million, RMB2.1 million and RMB2.1 million, respectively.

In arriving at the above annual caps, our Directors have considered the following reasonable factors: (i) the historical transaction amounts for the lease of premises during the Track Record Period; (ii) the geographical locations of the premises rent to the Luxshare Precision Group and the prevailing market rent of comparable properties in the proximity of the premises; and (iii) the estimated demand of the premises rent to the Luxshare Precision Group for the three years ending December 31, 2028.

Reasons for the transaction

Having considered (i) the leasing of premises can expand the source of revenue of our Group and optimize our Group's resources utilization; and (ii) the continuing friendly business relationship between the Luxshare Precision Group and Luxvisions Innovation Group, we believe that the entering into of the Property Leasing Framework Agreement and the transactions contemplated thereunder are in the interest of our Company and our Shareholders as a whole.

Listing Rules implications

As each of the applicable percentage ratios (other than the profit ratio) under the Listing Rules in respect of the annual caps under the Property Leasing Framework Agreement is expected to be less than 5% on an annual basis and the total consideration is less than HK$3,000,000, the transactions contemplated under the Property Leasing Framework Agreement for the corresponding period will be within the *de minimis* threshold provided under Rule 14A.76(1) of the Listing Rules and will, upon the **[REDACTED]**, be fully exempt from the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

2. Receipt of Labor Services Framework Agreement

On December 29, 2025, Cowell (for itself and on behalf of the Cowell Group) entered into a receipt of labor services framework agreement (the "**Receipt of Labor Services Framework Agreement**") with Luxshare Precision (for itself and on behalf of the Luxshare Precision Group), pursuant to which the Cowell Group will receive from the Luxshare Precision Group certain labor supporting services, including but not limited to labor of certain non-key positions in connection with the equipment and system maintenance and technical consulting services, as required by the Cowell Group from time to time.

The Receipt of Labor Services Framework Agreement has a term commencing from January 1, 2026 to December 31, 2028, which may be renewed for a further term of not exceeding three years as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules. Relevant members of both parties shall enter into separate receipt of labor services agreements setting out the specific terms and conditions based on the principles provided in the Receipt of Labor Services Framework Agreement.

Consideration and pricing policies

The fees to be paid by the Cowell Group to the Luxshare Precision Group under the Receipt of Labor Services Framework Agreement shall be mainly determined on the basis of the costs and expenses for providing such labor services according to the techniques and experience required for the relevant work tasks, plus a service markup of 6% of such costs and expenses.

Historical transaction amounts

For each of the three years ended December 31, 2025 and the five months ended May 31, 2026, the total transaction amounts for the receipt of labor services from the Luxshare Precision Group were RMB0.1 million, RMB4.5 million, RMB12.3 million and RMB9.0 million, respectively.

Annual caps

Our Directors estimate that the maximum transaction amount payable by the Cowell Group to the Luxshare Precision Group under the Receipt of Labor Services Framework Agreement for each of the three years ending December 31, 2028 will not exceed RMB18.1 million, RMB19.9 million and RMB21.9 million, respectively.

In arriving at the above annual caps, our Directors have considered the following reasonable factors: (i) the historical transaction amounts in relation to the labor services provided by the Luxshare Precision Group during the Track Record Period; (ii) the expected increase of approximately 50% in the transaction amount from 2025 to 2026, having considered (a) the Cowell Group's plan to upgrade process automation and enhance its overseas production capacity, which will drive more demand for technical consulting, automation system development and maintenance services from the Luxshare Precision Group in 2026; and (b) the higher costs and expenses associated with labor services overseas and the level of techniques and experience required to upgrade process automation; (iii) the expected annual increase of approximately 10% in the transaction amount for each year from 2026 to 2028, having considered (a) the ongoing technical consulting and automation system maintenance services following the upgrade of process automation and procurement of automated machines; (b) the estimated costs and expenses of labor services; and (c) the potential fluctuation in foreign exchange rate.

Reasons for the transaction

It is the commitment of the Cowell Group to continuously enrich the product categories and accelerate process automation. Based on the potential orders under negotiation with the customers, the Cowell Group will regularly monitor our operational efficiency and evaluate the need for additional skilled and experienced labor with relevant technical and operational skills in order to meet the demand of such potential orders from time to time.

Having considered that (i) the exceptional technological capabilities of Luxshare Precision Group and labor with relevant technical and operational skills in the maintenance of automated equipment and system which would be required during our automation process; and (ii) the Receipt of Labor Services Framework Agreement can allow the Cowell Group to operate efficiently with additional labor services from skilled and experienced labor with relevant technical and operational skills as and when needed while saving the costs and time to search for, hire and handle direct employment of relevant talents in the long run when the actual demand of such labor services is yet to ascertain and/or no suitable candidates are readily available, we believe that the entering into of the Receipt of Labor Services Framework Agreement and the transactions contemplated thereunder are in the interest of our Company and our Shareholders as a whole.

Listing Rules implications

As each of the applicable percentage ratios (other than the profit ratio) under the Listing Rules in respect of the aggregated annual caps under the Receipt of Labor Services Framework Agreement is expected to be less than 0.1% on an annual basis, the transactions contemplated under the Receipt of Labor Services Framework Agreement will be within the *de minimis* threshold provided under Rule

14A.76 of the Listing Rules and will, upon the **[REDACTED]**, be fully exempt from the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

B. CONTINUING CONNECTED TRANSACTIONS SUBJECT TO THE REPORTING, ANNUAL REVIEW AND ANNOUNCEMENT REQUIREMENTS BUT EXEMPT FROM THE CIRCULAR AND INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENTS

1. Products Supply Framework Agreements

(1) Luxvisions Innovation and Luxshare Precision Products Supply Framework Agreement

On June 26, 2026, our Company (for ourselves and on behalf of the Luxvisions Innovation Group) entered into a products supply framework agreement (the "**Luxvisions Innovation and Luxshare Precision Products Supply Framework Agreement**") with Luxshare Precision (for itself and on behalf of the Luxshare Precision Group), pursuant to which the Luxvisions Innovation Group agreed to supply consumer electronics products, including smart camera modules and XR modules to the Luxshare Precision Group in accordance with its specifications and requirements from time to time.

The Luxvisions Innovation and Luxshare Precision Products Supply Framework Agreement has a term commencing from July 9, 2026 to December 31, 2028, which may be renewed for a further term of not exceeding three years as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules. Relevant members of both parties shall enter into separate products supply agreements setting out the specific terms and conditions based on the principles provided in the Luxvisions Innovation and Luxshare Precision Products Supply Framework Agreement.

Consideration and pricing policies

The fees to be paid by the Luxshare Precision Group to the Luxvisions Innovation Group for the purchases under the Luxvisions Innovation and Luxshare Precision Products Supply Framework Agreement shall be mainly determined based on arm's length negotiations between the parties and with reference to, among others, the number and specifications of products purchased by the Luxshare Precision Group and the prevailing market price of similar products to be sold by independent third party vendors or by the Luxvisions Innovation Group to independent third party customers.

Historical transaction amounts

For each of the three years ended December 31, 2025 and the five months ended May 31, 2026, the total transaction amounts for the supply of products by the Luxvisions Innovation Group to the Luxshare Precision Group were RMB0.5 million, RMB9.1 million, RMB48.3 million and RMB39.2 million, respectively.

Annual caps

Our Directors estimate that the maximum transaction amount payable by the Luxshare Precision Group to the Luxvisions Innovation Group under the Luxvisions Innovation and Luxshare Precision Products Supply Framework Agreement for each of the three years ending December 31, 2028 will not exceed RMB100.0 million, RMB110.0 million and RMB121.0 million, respectively.

In arriving at the above annual caps, our Directors have considered the following reasonable factors: (i) the historical transaction amounts for the purchase of products for the Track Record Period, representing a 430.8% increase from 2024 to 2025; (ii) the expected demand of the relevant products required by the Luxshare Precision Group which is based on the current discussion between the Luxshare Precision Group and their customers and the business and production plan of the Luxshare Precision Group and is expected to increase due to the mass production of new products. In particular, the Luxvisions Innovation Group has been supplying substantial volume of XR modules to the Luxshare Precision Group since June 2025 for their production of XR smart devices. Specifically, the Luxvisions Innovation Group supplied less than 5,000 XR modules to the Luxshare Precision Group in the first half of 2025 and more than 50,000 XR modules in the second half of 2025, reflecting the substantial increase in the demand of XR modules since the second half of 2025. It is expected that the demand for the relevant products for 2026 will continue the growth trend observed since the second half of 2025 as compared to the historical demand; (iii) an expected annual increase of 10% in the transaction amounts from 2026 to 2028, having considered the (a) the Luxshare Precision Group's growing revenue at an approximate annual rate of 23.6% from 2024 to 2025; (b) potential fluctuations in foreign exchange rates; and (c) potential fluctuations in raw material costs for the production of the relevant products, which may impact supply prices; (iv) the estimated costs of production of the required products; and (v) the estimated market price of the required products.

(2) Luxvisions Innovation and Luxshare Limited Products Supply Framework Agreement

On [•], 2026, our Company (for ourselves and on behalf of the Luxvisions Innovation Group) entered into a products supply framework agreement (the "**Luxvisions Innovation and Luxshare Limited Products Supply Framework Agreement**") with Luxshare Limited (for itself and on behalf of the Luxshare Limited Associates), pursuant to which the Luxvisions Innovation Group agreed to supply to the Luxshare Limited Associates products including but not limited to automotive camera modules, in accordance with the specifications and requirements by the Luxshare Limited Associates from time to time.

The Luxvisions Innovation and Luxshare Limited Products Supply Framework Agreement has a term commencing from the **[REDACTED]** to December 31, 2026, which may be renewed for a further term of not exceeding three years as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules. Relevant members of both parties shall enter into separate products supply agreements setting out the specific terms and conditions based on the principles provided in the Luxvisions Innovation and Luxshare Limited Products Supply Framework Agreement.

Consideration and pricing policies

The fees to be paid by the Luxshare Limited Associates to the Luxvisions Innovation Group for the purchases under the Luxvisions Innovation and Luxshare Limited Products Supply Framework Agreement shall be mainly determined based on arm's length negotiations between the parties and with reference to, among others, the number and specifications of products purchased by the Luxshare Limited Associates and the prevailing market price of similar products to be sold by independent third party vendors or by the Luxvisions Innovation Group to independent third party customers.

Historical transaction amounts

For each of the three years ended December 31, 2025 and the five months ended May 31, 2026, the total transaction amounts for the supply of products by the Luxvisions Innovation Group to the Luxshare Limited Associates were RMB93.5 million, RMB36.5 million, RMB13.5 million and RMB0.7

million, respectively. The decrease in the transaction amount since 2024 was primarily attributable to the change in the requirements of a major customer who required the Luxvisions Innovation Group to supply automotive camera modules to the customer's assembly plant directly instead of supplying to the Luxshare Limited Associates for assembly.

Annual caps

Our Directors estimate that the maximum transaction amount payable by the Luxshare Limited Associates to the Luxvisions Innovation Group under the Luxvisions Innovation and Luxshare Limited Products Supply Framework Agreement for the year ending December 31, 2026 will not exceed RMB4.7 million.

In arriving at the above annual caps, our Directors have considered the following reasonable factors: (i) the historical transaction amounts for the purchase of products during the Track Record Period; (ii) the expected decrease in the supply of automotive camera modules to the Luxshare Limited Associates due to the change in the requirements of a major customer; (iii) the estimated costs of production of the required products; and (iv) the estimated market price of the required products.

Aggregation

Since the Luxvisions Innovation and Luxshare Precision Products Supply Framework Agreement and the Luxvisions Innovation and Luxshare Limited Products Supply Framework Agreement (the "**Products Supply Framework Agreements**") are similar in nature, the transactions under the Products Supply Framework Agreements should be aggregated pursuant to Rule 14A.81 of the Listing Rules.

The aggregated annual cap amounts for the three years ending December 31, 2028 in respect of the Products Supply Framework Agreements are as follows:

	For the year ending December 31,		
	2026	**2027**	**2028**
	RMB million	*RMB million*	*RMB million*
Annual caps			
Luxvisions Innovation and Luxshare Precision Products Supply Framework Agreement	100.0	110.0	121.0
Luxvisions Innovation and Luxshare Limited Products Supply Framework Agreement	4.7	N/A	N/A
Aggregate	**104.7**	**110.0**	**121.0**

As each of the applicable percentage ratios (other than the profit ratio) under the Listing Rules in respect of the aggregated annual caps under the Products Supply Framework Agreements is expected to be more than 0.1% but less than 5% on an annual basis, the transactions contemplated under the Products Supply Framework Agreements constitute continuing connected transactions for our Company which will, upon the **[REDACTED]**, be subject to the reporting, annual review and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Reasons for the transactions

Having considered (i) the supply of products can expand the source of revenue of our Group and broaden our customer base as well as the sale network for our products; and (ii) the continuing friendly business relationship between the Luxshare Precision Group, the Luxshare Limited Associates and our Group, we believe that the entering into of the Products Supply Framework Agreements and the transactions contemplated thereunder are in the interest of our Company and our Shareholders as a whole.

C. CONTINUING CONNECTED TRANSACTIONS SUBJECT TO THE REPORTING, ANNUAL REVIEW, ANNOUNCEMENT, CIRCULAR AND INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENTS

1. Products and Machines Purchase Framework Agreements

(1) Cowell and Luxshare Precision Products and Machines Purchase Framework Agreement

On September 29, 2025, Cowell (for itself and on behalf of the Cowell Group) entered into a products and machines purchase framework agreement (the "**Cowell and Luxshare Precision Products and Machines Purchase Framework Agreement**") with Luxshare Precision (for itself and on behalf of the Luxshare Precision Group), pursuant to which the Cowell Group agreed to purchase from the Luxshare Precision Group consumer electronics products and manufacturing equipment, including voice coil motors and automated machines, in accordance with its specifications and requirements from time to time.

The Cowell and Luxshare Precision Products and Machines Purchase Framework Agreement has a term commencing from the January 1, 2026 to December 31, 2028, which may be renewed for a further term of not exceeding three years as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules. Relevant members of both parties shall enter into separate products and machines purchase agreements setting out the specific terms and conditions based on the principles provided in the Cowell and Luxshare Precision Products and Machines Purchase Framework Agreement.

Consideration and pricing policies

The fees to be paid by the Cowell Group to the Luxshare Precision Group for the purchases under the Cowell and Luxshare Precision Products and Machines Purchase Framework Agreement shall be mainly determined based on arm's length negotiations between the parties and with reference to, among others, the number and specifications of products and machines to be purchased by the Cowell Group and the prevailing market price of similar products to be sold by independent third party vendors or by the Luxshare Precision Group to independent third party customers.

Historical transaction amounts

For each of the three years ended December 31, 2025 and the five months ended May 31, 2026, the total transaction amounts for the purchase of products and machines by the Cowell Group from the Luxshare Precision Group were RMB57.3 million, RMB1,672.1 million, RMB2,042.9 million and RMB824.5 million, respectively. The increase in the transaction amount since 2024 was primarily attributable to the launch of new products which led to an increase in the demand for voice coil motors.

Annual caps

Our Directors estimate that the maximum transaction amount payable by the Cowell Group to the Luxshare Precision Group under the Cowell and Luxshare Precision Products and Machines Purchase Framework Agreement for each of the three years ending December 31, 2028 will not exceed RMB3,027.2 million, RMB3,330.0 million and RMB3,663.0 million, respectively.

In arriving at the above annual caps, our Directors have considered the following reasonable factors: (i) the historical transaction amounts for the purchase of products and machines during the Track Record Period. In particular, the increase in the transaction amount since 2024 was primarily attributable to the launch of new products which led to an increase in the purchase units of voice coil motor products for the production of front-end and rear-end camera modules; (ii) the expected increase in the demand of the relevant products including voice coil motors and automated machines required by the Cowell Group based on the average monthly transaction amount of approximately RMB250 million in the second half of 2025 and the latest product design, development and production plan of the Cowell Group; (iii) an expected annual increase of 10% in the transaction amounts from 2026 to 2028, having considered (a) the Cowell Group's growing revenue at an annual rate of 40.3% from 2024 to 2025; (b) potential fluctuations in foreign exchange rates; and (c) potential fluctuations in raw material costs for the production of the relevant products, which may impact purchase prices; (iv) the estimated costs of production of the required products; (v) the estimated market price of the required products; and (vi) a buffer of 10% was applied to the estimated transaction amounts for the three years ending December 31, 2028 to accommodate any unexpected increase in the demands on the products and machines, unexpected increase in the costs of the products and machines and any unexpected change such as advancement of the product launch cycle of the customers of the Cowell Group.

(2) Luxvisions Innovation and Luxshare Precision Products and Machines Purchase Framework Agreement

On June 26, 2026, our Company (for ourselves and on behalf of the Luxvisions Innovation Group) entered into a products and machines purchase framework agreement (the "**Luxvisions Innovation and Luxshare Precision Products and Machines Purchase Framework Agreement**") with Luxshare Precision (for itself and on behalf of the Luxshare Precision Group), pursuant to which the Luxvisions Innovation Group agreed to purchase from the Luxshare Precision Group consumer electronics products, industrial equipment and electronic components, including automated machines, cables and connectors in accordance with its specifications and requirements from time to time.

The Luxvisions Innovation and Luxshare Precision Products and Machines Purchase Framework Agreement has a term commencing from July 9, 2026 to December 31, 2028, which may be renewed for a further term of not exceeding three years as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules. Relevant members of both parties shall enter into separate products and machines purchase agreements setting out the specific terms and conditions based on the principles provided in the Luxvisions Innovation and Luxshare Precision Products and Machines Purchase Framework Agreement.

Consideration and pricing policies

The fees to be paid by the Luxvisions Innovation Group to the Luxshare Precision Group for the purchases under the Luxvisions Innovation and Luxshare Precision Products and Machines Purchase Framework Agreement shall be mainly determined based on arm's length negotiations between the parties and with reference to, among others, the number and specifications of products and machines to

be purchased by the Luxvisions Innovation Group and the prevailing market price of similar products to be sold by independent third party vendors or by the Luxshare Precision Group to independent third party customers.

Historical transaction amounts

For each of the three years ended December 31, 2025 and the five months ended May 31, 2026, the total transaction amounts for the purchase of products and machines by the Luxvisions Innovation Group from the Luxshare Precision Group were RMB132.9 million, RMB189.3 million, RMB196.2 million and RMB119.2 million, respectively.

Annual caps

Our Directors estimate that the maximum transaction amount payable by the Luxvisions Innovation Group to the Luxshare Precision Group under the Luxvisions Innovation and Luxshare Precision Products and Machines Purchase Framework Agreement for each of the three years ending December 31, 2028 will not exceed RMB262.1 million, RMB288.3 million and RMB317.1 million, respectively.

In arriving at the above annual caps, our Directors have considered the following reasonable factors: (i) the historical transaction amounts for the purchase of products and machines during the Track Record Period; (ii) the expected demand of the relevant products and machines required by the Luxvisions Innovation Group. In particular, the demand of automated machines is estimated to increase due to the plan of the Luxvisions Innovation Group to accelerate process automation to upgrade its production capacity. It is expected that the Luxshare Precision Group will supply automated machines to 20 projects of the Luxvisions Innovation Group with an average automation upgrade related fee of RMB13 million for 2026; (iii) an expected annual increase of 10% in the transaction amounts from 2026 to 2028, having considered (a) the Luxvisions Innovation Group's growing revenue; (b) potential fluctuations in foreign exchange rates; and (c) potential fluctuations in raw material costs for the production of the relevant products, which may impact supply prices; (iv) the estimated costs of production of the required products; and (v) the estimated market price of the required products.

(3) Luxvisions Innovation and Time Interconnect Products Purchase Framework Agreement

On May 6, 2025, our Company (for ourselves and on behalf of the Luxvisions Innovation Group) entered into a products purchase framework agreement (the "**Luxvisions Innovation and Time Interconnect Products Purchase Framework Agreement**") with Time Interconnect (for itself and on behalf of the Time Interconnect Group), pursuant to which the Luxvisions Innovation Group agreed to purchase from the Time Interconnect Group consumer electronics products, including fiber optic jumper, in accordance with its specifications and requirements from time to time.

The Luxvisions Innovation and Time Interconnect Products Purchase Framework Agreement has a term commencing from May 6, 2025 to December 31, 2027, which may be renewed for a further term of not exceeding three years as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules. Relevant members of both parties shall enter into separate products purchase agreements setting out the specific terms and conditions based on the principles provided in the Luxvisions Innovation and Time Interconnect Products Purchase Framework Agreement.

Consideration and pricing policies

The terms of the sales shall be determined with reference to prevailing market terms for similar products. In particular, the prices will be determined based on the standard price range of the relevant products set by the Time Interconnect Group and the Luxvisions Innovation Group in accordance with their pricing policies. If a standard price range does not exist, pricing should be determined on a cost-plus basis, which is determined by the direct costs of producing the products (including materials, labor, utilities, equipment depreciation and subcontracting fees, if any) plus a profit margin to be agreed upon.

Historical transaction amounts

For each of the three years ended December 31, 2025 and the five months ended May 31, 2026, the total transaction amounts for the purchase of products by the Luxvisions Innovation Group from the Time Interconnect Group were nil, RMB0.09 million, RMB0.8 million and RMB0.8 million, respectively.

Annual caps

Our Directors estimate that the maximum transaction amount payable by the Luxvisions Innovation Group to the Time Interconnect Group under the Luxvisions Innovation and Time Interconnect Products Purchase Framework Agreement for each of the two years ending December 31, 2027 will not exceed HK$10.0 million and HK$15.0 million, respectively.

In arriving at the above annual caps, our Directors have considered: (i) the expected demand of the relevant products including fiber optic jumper required by the Luxvisions Innovation Group for a new project currently in its pilot production phase. The Luxvisions Innovation Group began procuring fiber optic jumper from the Time Interconnect Group in November 2025 for this project, with a total transaction amount of RMB0.8 million for the two months ended December 31, 2025; (ii) the expected substantial increase in the demand of the relevant products from 2026 based on the latest product design, development and production plan of the Luxvisions Innovation Group and its customers, as the new project is expected to commence mass production in the second half of 2026; and (iii) the expected prices of the relevant products, exchange rate as well as the inflation.

Aggregation

Since the Cowell and Luxshare Precision Products and Machines Purchase Framework Agreement, the Luxvisions Innovation and Luxshare Precision Products and Machines Purchase Framework Agreement and the Luxvisions Innovation and Time Interconnect Products Purchase Framework Agreement (the "**Products and Machines Purchase Framework Agreements**") are similar in nature, the transactions under the Products and Machines Purchase Framework Agreements should be aggregated pursuant to Rule 14A.81 of the Listing Rules.

The aggregated annual cap amounts for the three years ending December 31, 2028 in respect of the Products and Machines Purchase Framework Agreements are as follows:

	For the year ending December 31,		
	2026	2027	2028
	RMB million	*RMB million*	*RMB million*
Annual caps			
Cowell and Luxshare Precision Products and Machines Purchase Framework Agreement	3,027.2	3,330.0	3,663.0
Luxvisions Innovation and Luxshare Precision Products and Machines Purchase Framework Agreement	262.1	288.3	317.1
Luxvisions Innovation and Time Interconnect Products Purchase Framework Agreement	10.0(1)	15.0(1)	N/A
Aggregate	**3,299.3**	**3,633.3**	**3,980.1**

Note:

(1) The amounts of annual caps under the Luxvisions Innovation and Time Interconnect Products Purchase Framework Agreement are in Hong Kong dollars, which are included in the aggregated annual cap amounts without taking into account of exchange rate between HKD and RMB due to the fluctuations in exchange rate.

As one or more of the applicable percentage ratios (other than the profit ratio) under the Listing Rules in respect of the aggregated annual caps under the Products and Machines Purchase Framework Agreements is expected to be more than 5% on an annual basis, the transactions contemplated under the Products and Machines Purchase Framework Agreements constitute continuing connected transactions for our Company which will, upon the **[REDACTED]**, be subject to the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Reasons for the transactions

Having considered (i) our Group has been purchasing the relevant products and/or machines from the Luxshare Precision Group and the Time Interconnect Group for our production; (ii) the products and/or machines purchased from the Luxshare Precision Group and the Time Interconnect Group are of high and stable quality; and (iii) the continuing friendly business relationship between the Luxshare Precision Group, the Time Interconnect Group and our Group, we believe that the entering into of the Products and Machines Purchase Framework Agreements and the transactions contemplated thereunder enable our Group to procure the relevant products and machines in high and stable quality standards that meet our specific requirements through a reliable source, thereby saving time and costs for us in sourcing such products and machines as required, and are in the interest of our Company and our Shareholders as a whole.

APPLICATION FOR WAIVER

The transactions described in "— (B) Continuing Connected Transactions subject to the Reporting, Annual Review and Announcement Requirements but exempt from the Circular and Independent Shareholders' Approval Requirements" in this section constitutes our continuing connected transactions under the Listing Rules, which are subject to the reporting, annual review and announcement requirements but exempt from the circular and independent Shareholders' approval requirements of the Listing Rules.

The transactions described in "— (C) Continuing Connected Transactions subject to the Reporting, Annual Review, Announcement, Circular and Independent Shareholders' Approval Requirements" in this section constitutes our continuing connected transactions under the Listing Rules, which are subject to the reporting, annual review, announcement, circular and independent Shareholders' approval requirements of the Listing Rules.

In respect of these continuing connected transactions, pursuant to Rule 14A.105 of the Listing Rules, we have applied for, and the Stock Exchange [has granted], waivers exempting us from strict compliance with (i) the announcement requirement under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in "— (B) Continuing Connected Transactions subject to the Reporting, Annual Review and Announcement Requirements but exempt from the Circular and Independent Shareholders' Approval Requirements" in this section; and (ii) the announcement, circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in "— (C) Continuing Connected Transactions subject to the Reporting, Annual Review, Announcement, Circular and Independent Shareholders' Approval Requirements" in this section, subject to the condition that the aggregate amounts of the continuing connected transactions for each financial year shall not exceed the relevant amounts set forth in the respective annual caps (as stated above).

Apart from the above waivers sought on the strict compliance of the announcement requirement, we will comply with the relevant requirements under Chapter 14A of the Listing Rules. In the event of any future amendments to the Listing Rules imposing more stringent requirements than those applicable as of the Latest Practicable Date on the continuing connected transaction referred to in this document, we will take immediate steps to ensure compliance with such new requirements within a reasonable time.

DIRECTORS' VIEWS

Our Directors (including our independent non-executive Directors) consider that all the non-exempt continuing connected transactions as set out above have been and will be carried out: (i) in the ordinary and usual course of our business; (ii) on normal commercial terms; and (iii) in accordance with the respective terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

Our Directors (including our independent non-executive Directors) are also of the view that the annual caps of the non-exempt continuing connected transactions are fair and reasonable and are in the interests of our Shareholders as a whole.

JOINT SPONSORS' VIEW

Based on (i) the relevant documents and information provided by our Company in relation to the aforesaid non-exempt continuing connected transactions; (ii) the confirmation from our Directors disclosed above; and (iii) their participation in the due diligence and discussions with the management of our Company, the Joint Sponsors are of the view (i) that the non-exempt continuing connected transactions described in "B. Non-exempt continuing connected transactions (subject to the reporting, annual review and announcement requirements)" and "C. Non-exempt continuing connected transactions (subject to the reporting, annual review, announcement, circular and independent Shareholders' approval requirements)" have been entered into in the ordinary and usual course of our business, on normal commercial terms, and are fair and reasonable and in the interests of our Company and our Shareholders as a whole; and (ii) that the proposed annual caps (where applicable) of the non-exempt continuing connected transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

RELATIONSHIP WITH OUR CONTROLLING SHAREHOLDERS

OVERVIEW

As of the Latest Practicable Date, our Company was held as to approximately 48.06% by Luxvisions Limited, a company owned as to approximately 56.34% by Mr. Wang Laixi and approximately 43.66% by Luxsan Limited, which in turn is owned as to 34% by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), 33% by Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and 33% by Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi). Pursuant to the confirmation entered into among Mr. Wang Laixi, Ms. Wang Laichun, Mr. Wang Laisheng and Ms. Wang Laijiao, each of them confirmed, among others, that since the date when Ms. Wang Laichun, Mr. Wang Laisheng and Ms. Wang Laijiao invested in Luxvisions Limited through Luxsan Limited, they have been and would continue to be parties acting in concert and would consult with each other and reach a unanimous consensus among themselves before exercising their voting rights at the Board and Shareholders' meetings. Immediately upon completion of the **[REDACTED]** and without taking into account any Shares which may be issued pursuant to the exercise of the **[REDACTED]**, Luxvisions Limited will directly hold approximately **[REDACTED]**% of the total issued share capital of our Company. Accordingly, Mr. Wang Laixi, Ms. Wang Laichun, Mr. Wang Laisheng, Ms. Wang Laijiao, Luxsan Limited and Luxvisions Limited constitute a group of our Controlling Shareholders under the Listing Rules.

DELINEATION OF BUSINESS

Our Group is principally engaged in the provision of precision optical solutions, focusing on the mid- to-high-end optical module and system integration markets for global consumer electronics, automotive electronics, smart office applications, and emerging sectors and others.

Apart from the business of our Group, Ms. Wang Laichun, Mr. Wang Laisheng and Ms. Wang Laijiao also control companies, including Luxshare Precision, Luxshare Limited and Hsin Hong and their subsidiaries, which primarily engage in (i) provision of cross-sector, vertically integrated development and intelligent manufacturing solutions — from components and modules to systems — for global clients; (ii) designing, developing and manufacturing advanced interface solutions for vehicle interiors; (iii) providing original equipment manufacturer services for mobile phone assembly; and (iv) developing and manufacturing soft goods and providing solutions in the field of soft material applications (the "**Other Businesses**"). Given that the Other Businesses are not involved in the provision of optical solutions to realize optical functions, they are distinctive and separate from the business of our Group based on their business nature, product types and functions as well as technologies applied. Our Directors are of the view that there is a clear business delineation between our Group and the Other Businesses, which will not and is unlikely to compete with the business of our Group.

As of the Latest Practicable Date, none of our Controlling Shareholders and their close associates had any interest in a business, apart from our business, which competes or is likely to compete, either directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS AND THEIR CLOSE ASSOCIATES

We believe that we are capable of carrying on our business independently of our Controlling Shareholders and their respective close associates (other than our Group) after the **[REDACTED]** for the following reasons:

Management Independence

Our business is managed and conducted by our Board and senior management. Each of our Directors and members of our senior management possesses relevant management, financial or industry-related experience to contribute to the management of our business. For further information on the qualifications and experience of our Directors and senior management, see "Directors and Senior Management" in this document.

Our Board comprises two executive Directors, four non-executive Directors and three independent non-executive Directors. Save for two of our non-executive Directors, namely Ms. Wang Laichun, one of our Controlling Shareholders who is currently serving as (i) the chairlady of the board of directors, an executive director and general manager of Luxshare Precision; and (ii) the chairlady of the board of directors and a non-executive director of Time Interconnect, and Ms. Chen Cuilian, who is currently serving as the general manager of the marketing center of Luxshare Precision, none of our Directors or senior management holds any position in our Controlling Shareholders or their close associates.

Despite the overlapping roles, Ms. Wang Laichun and Ms. Chen Cuilian as our non-executive Director are not involved in the day-to-day management and operations of our businesses. Our executive Directors and senior management team carry out the business operations of our Group independently from our Controlling Shareholders and their respective close associates.

Each of our Directors is aware of his/her fiduciary duties as a Director, which require, among other things, that he/she acts for the benefit and in the best interests of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests. In the event that there is an actual or potential conflict of interest arising out of any transaction to be entered into between our Group and any of the Directors or their respective close associates, the interested Director(s) shall abstain from voting at the relevant Board meetings of our Company in respect of such transactions and shall not be counted in the quorum.

Our Board comprises nine Directors, including three independent non-executive Directors, which represent one-third of the members of our Board. Our independent non-executive Directors have extensive experience in corporate management and governance, and they are appointed to ensure that our Board will only make decisions after due consideration of independent and impartial opinions. Certain matters of our Company must always be referred to the independent non-executive Directors for review.

We have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Controlling Shareholders that would support our independent management. See "Corporate Governance Measures" in this section.

Based on the reasons above, our Directors are of the view that our Group is capable of managing our business independently from our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

Operational Independence

We have full rights to make all decisions on, and carry out, our own business operations independently from our Controlling Shareholders and their respective close associates and will continue to do so after the **[REDACTED]**.

We hold and enjoy the benefit of all relevant licenses and permits material to the operation of our business. We also have independent access to our customers and suppliers as well as our business partners. Our administration and operation are carried out by a full-time independent management team and staff which carried out all key administrative functions without reliance on our Controlling Shareholders and their respective close associates.

We have our own manufacturing bases in China and overseas, including Guangzhou, Dongguan, Shenzhen, Shangrao, Shanghai and Vietnam. We have our own production team dedicated to our production and operating process and the production bases have been and will be operated by our own production team. All the properties, facilities and equipment necessary to our business operations are independent from our Controlling Shareholders and their respective associates.

The section headed "Connected Transactions" in this document sets out the continuing connected transactions between our Group and our Controlling Shareholders or their respective associates which will continue after **[REDACTED]**. The terms of all such transactions are determined after arm's length negotiations and on normal commercial terms. Accordingly, such continuing connected transactions are not expected to affect our operational independence as a whole.

Based on the reasons above, our Directors are of the view that we have full rights to make all decisions on, and to carry out, our own business operations independently from our Controlling Shareholders and their respective close associates and will continue to do so after the **[REDACTED]**.

Financial Independence

We have an independent financial system and make financial decisions according to our own business needs. We also have our own internal control and accounting systems, accounting and finance department for discharging the treasury function, which all are independent from our Controlling Shareholders and their respective close associates. Moreover, our Board has established the Audit Committee comprising solely of independent non-executive Directors to provide independent oversight to, among others, our accounting and financial reporting processes.

As of the Latest Practicable Date, our Group did not have any loans, advances or balances due to or from our Controlling Shareholders or their respective close associates which were not arising from the ordinary course of business. All guarantee provided by our Controlling Shareholders or their respective close associates on the borrowings of our Group had been released as of the Latest Practicable Date. We are capable of obtaining financing from Independent Third Parties without reliance on our Controlling Shareholders or their respective close associates in view of our Group's strong financial position, steady cash flow generation and level of liquid assets as well as our ability to raise funds on a standalone basis.

Based on the above, our Directors believe that we are able to conduct our business independently from our Controlling Shareholders and their close associates from a financial perspective and are able to maintain financial independence and would not place undue reliance on our Controlling Shareholders or their close associates.

DEED OF NON-COMPETITION

Each of our Controlling Shareholders [has entered] into a Deed of Non-competition in favor of our Company, pursuant to which each of them [has unconditionally and irrevocably undertaken] to our Company that it will not, and will procure its close associates (save for members of our Group) not to directly or indirectly be involved in, interested in or undertake any business that directly or indirectly

competes, or may compete, with our business which principally includes the provision of precision optical solutions, focusing on the mid- to-high-end optical module and system integration markets for global consumer electronics, automotive electronics, smart office applications, and emerging sectors and others (collectively referred to as the "**Restricted Businesses**"), or directly or indirectly hold shares or interest in any company or business that competes or may compete directly or indirectly with the business engaged by us from time to time, or conduct any Restricted Businesses, except where our Controlling Shareholders and their close associates hold less than 30% of interest of any company, which is engaged in any business that is or may be in competition with any business engaged by any member of our Group and they do not possess the right to control the board of directors of such company. The above restrictions also do not apply when our Group engages in a new business that is not a Restricted Business and at the time of commencement of such new business, any of our Controlling Shareholders had already been conducting or has been involved in, or otherwise been interested in, the relevant business.

Further, each of our Controlling Shareholders [has undertaken] that if any new business investment/other business opportunity relating to the Restricted Businesses (the "**Competing Business Opportunity**") is identified by or made available to he/she/it or any of its close associates, it shall, and shall procure that his/her/its close associates shall, refer such Competing Business Opportunity to our Company on a timely basis by giving written notice (the "**Offer Notice**") within 30 business days of identifying the target company (if relevant), the nature of the Competing Business Opportunity, the investment or acquisition costs and all other details reasonably necessary for our Company to consider whether to pursue such Competing Business Opportunity.

Upon receiving the Offer Notice, we shall seek approval from a board committee who does not have an interest in the Competing Business Opportunity (the "**Independent Board**") as to whether to pursue or decline the Competing Business Opportunity. Any Director who has actual or potential interest in the Competing Business Opportunity shall abstain from attending (unless their attendance is specifically requested by the Independent Board) and voting at, and shall not be counted in the quorum for, any meeting convened to consider such Competing Business Opportunity. The Independent Board shall consider the financial impact of pursuing the Competing Business Opportunity offered, whether the nature of the Competing Business Opportunity is consistent with our strategies and development plans and the general market conditions of our business. If appropriate, the Independent Board may appoint independent financial advisors and legal advisors to assist in the decision making process in relation to such Competing Business Opportunity. The Independent Board shall, within 30 business days of receipt of the Offer Notice, inform our Controlling Shareholders in writing, on behalf of us, its decision whether to pursue or decline the Competing Business Opportunity.

The relevant Controlling Shareholders shall be entitled but not obliged to pursue such Competing Business Opportunity if he/she/it has received a notice from the Independent Board declining such Competing Business Opportunity or if the Independent Board failed to respond within such 30 business days' period mentioned above. If there is any material change in the nature, terms or conditions of such Competing Business Opportunity pursued by the relevant Controlling Shareholders, he/she/it shall refer such revised Competing Business Opportunity to us as if it were a new Competing Business Opportunity.

The Deed of Non-Competition will lapse automatically if our Controlling Shareholders together ceases to control, whether directly or indirectly, 30% or above of our Shares with voting rights or our H Shares cease to be **[REDACTED]** on the Stock Exchange.

Each of our Controlling Shareholders has further undertaken to us that it will provide and procure its close associates to provide on best endeavor basis, all information necessary for the annual review by our independent non-executive Directors for the enforcement of the Deed of Non-Competition. It will make an annual declaration in our annual report on the compliance with the Deed of Non-Competition in accordance with the principle of voluntary disclosure in the corporate governance report.

In order to promote good corporate governance practices and to improve transparency, the Deed of Non-Competition includes the following provisions:

- our independent non-executive Directors shall review, at least on an annual basis, the compliance with the Deed of Non-competition by our Controlling Shareholders;

- we will disclose the decisions on matters reviewed by our independent non-executive Directors (including the reasons for not taking up the Competing Business Opportunity referred to our Company) and the review by our independent non-executive Directors on the compliance with, and the enforcement of, the Deed of Non-competition in our annual report or by way of announcement to the public in compliance with the requirements of the Listing Rules; and

- in the event that any of our Directors and/or their respective close associates has material interests in any matter to be deliberated by our Board in relation to the compliance and enforcement of the Deed of Non-competition, he/she may not vote on the resolutions of our Board approving the matter and shall not be counted towards the quorum for the voting pursuant to the applicable provisions in the Articles of Association.

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance in protecting our Shareholders' interests. We would adopt the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and our Controlling Shareholders:

(a) as part of our preparation for the **[REDACTED]**, we have amended our Articles of Association to comply with the Listing Rules. In particular, our Articles of Association provided that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his/her associates have a material interest nor shall such Director be counted in the quorum present at the meeting in respect of the resolution considering the approval of such contract or arrangement or proposal. In addition, where a general meeting of our Shareholders is to be held for considering proposed transactions in which any of our Controlling Shareholders or their respective close associates has a material interest, the relevant Controlling Shareholders shall abstain from voting on the relevant resolutions;

(b) we are committed that our Board should include a balanced composition with not less than one-third of independent non-executive Directors to ensure that our Board is able to effectively exercise independent judgment in its decision-making process and provide independent advice to our Shareholders. We have appointed three independent non-executive Directors and we believe our independent non-executive Directors possess sufficient experience and they are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment and will be able to

provide an impartial, external opinion to protect the interests of our public Shareholders. For details of our independent non-executive Directors, please refer to "Directors and Senior Management — Board of Directors — Independent non-executive Directors" in this document;

(c) we have appointed UOB Kay Hian (Hong Kong) Limited as our compliance advisor pursuant to Rule 3A.19 of the Listing Rules, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to Directors' duties and corporate governance;

(d) our Company has established internal control mechanisms to identify connected transactions. Upon and after the **[REDACTED]**, if our Company enters into connected transactions with our Controlling Shareholders or any of their associates, our Company will comply with the applicable Listing Rules;

(e) as required by the Listing Rules, our independent non-executive Directors shall review any continuing connected transaction annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interests of our Shareholders as a whole; and

(f) on an annual basis, our independent non-executive Directors will review the non-compete undertakings provided by our Controlling Shareholders and their compliance with such undertakings.

Based on the above, our Directors believe that there are sufficient and adequate corporate governance measures in place to manage existing and potential conflicts of interest that may arise between our Group and our Controlling Shareholders, and to protect minority Shareholders' interests after the **[REDACTED]**.

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, the following persons will, immediately prior to and following the completion of the **[REDACTED]** and conversion of Unlisted Shares into H Shares (without taking into account any H Shares which may be issued pursuant to the exercise of the **[REDACTED]**), have interests or short positions (if applicable) in the Shares or underlying Shares, which would be required to be disclosed to our Company and the Stock Exchange pursuant to the provisions in Divisions 2 and 3 of Part XV of the SFO, or be interested, directly or indirectly, in 10% or more of the nominal value of any type of share capital carrying rights to vote in all circumstances at shareholders' general meetings of our Company:

Name of Shareholder	Nature of interest	Shares held as of the date of this document and immediately prior to the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares[(1)]			Shares held immediately following the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares[(1)]			
		Type of Shares[(2)]	Number	Percentage of shareholding in the relevant type of Shares	Type of Shares[(2)]	Number	Percentage of shareholding in the relevant type of Shares	Percentage of shareholding in the total issued share capital
				(approx.)			*(approx.)*	*(approx.)*
Luxvisions Limited[(3)]	Beneficial owner	Unlisted Shares	662,830,974 (L)	48.06%	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
					H Shares	**[REDACTED]**	**[REDACTED]**%	
Mr. Wang Laixi[(3)]	Interest in a controlled corporation	Unlisted Shares	662,830,974 (L)	48.06%	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
					H Shares	**[REDACTED]**	**[REDACTED]**%	
Luxsan Limited[(3)]	Interest in a controlled corporation	Unlisted Shares	662,830,974 (L)	48.06%	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
					H Shares	**[REDACTED]**	**[REDACTED]**%	
Ms. Wang Laichun[(3)]	Interest in a controlled corporation	Unlisted Shares	662,830,974 (L)	48.06%	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
					H Shares	**[REDACTED]**	**[REDACTED]**%	
Mr. Wang Laisheng[(3)]	Interest in a controlled corporation	Unlisted Shares	662,830,974 (L)	48.06%	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
					H Shares	**[REDACTED]**	**[REDACTED]**%	
Ms. Wang Laijiao[(3)]	Interest in a controlled corporation	Unlisted Shares	662,830,974 (L)	48.06%	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
					H Shares	**[REDACTED]**	**[REDACTED]**%	
CITIC Securities Co., Ltd. (中信證券股份有限公司) ("**CITICS**")[(4)]	Interest in controlled corporations	Unlisted Shares	86,467,478 (L)	6.27%	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
					H Shares	**[REDACTED]**	**[REDACTED]**%	

SUBSTANTIAL SHAREHOLDERS

Name of Shareholder	Nature of interest	Shares held as of the date of this document and immediately prior to the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares[1]			Shares held immediately following the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares[1]			
		Type of Shares[2]	Number	Percentage of shareholding in the relevant type of Shares	Type of Shares[2]	Number	Percentage of shareholding in the relevant type of Shares	Percentage of shareholding in the total issued share capital
				(approx.)			*(approx.)*	*(approx.)*
Zhuhai Jinyu Management Consulting Partnership (Limited Partnership) (珠海金羽管理諮詢合夥企業(有限合夥)) ("**Jinyu Management**")	Beneficial owner	Unlisted Shares	39,180,384 (L)	2.84%	H Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
	Interest held jointly with other persons[5]	Unlisted Shares	39,180,384 (L)	2.84%	H Shares	[REDACTED]	[REDACTED]%	
Tianjin Hexie Haihe Equity Investment Partnership (Limited Partnership) (天津和諧海河股權投資合夥企業(有限合夥)) ("**Hexie Haihe**")	Beneficial owner	Unlisted Shares	39,180,384 (L)	2.84%	H Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
	Interest held jointly with other persons[5]	Unlisted Shares	39,180,384 (L)	2.84%	H Shares	[REDACTED]	[REDACTED]%	
Wuxi Guoshou Chengda Equity Investment Center (Limited Partnership) ("**Wuxi Guoshou**")[6]	Beneficial owner	Unlisted Shares	61,292,390 (L)	4.44%	H Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
China Life Chengda (Shanghai) Healthcare Equity Investment Management Co., Ltd.[6]	Interest in controlled corporation	Unlisted Shares	61,292,390 (L)	4.44%	H Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
China Life Private Equity Investment Company Limited[6]	Interest in controlled corporation	Unlisted Shares	61,292,390 (L)	4.44%	H Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
China Life Health Industry Investment Co., Ltd.[6]	Interest in controlled corporation	Unlisted Shares	61,292,390 (L)	4.44%	H Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
China Life Investment Management Company Limited[6]	Interest in controlled corporation	Unlisted Shares	61,292,390 (L)	4.44%	H Shares	[REDACTED]	[REDACTED]%	[REDACTED]%

Name of Shareholder	Nature of interest	Shares held as of the date of this document and immediately prior to the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares[(1)]			Shares held immediately following the completion of the [REDACTED] and conversion of Unlisted Shares into H Shares[(1)]			
		Type of Shares[(2)]	Number	Percentage of shareholding in the relevant type of Shares	Type of Shares[(2)]	Number	Percentage of shareholding in the relevant type of Shares	Percentage of shareholding in the total issued share capital
				(approx.)			*(approx.)*	*(approx.)*
China Life Insurance (Group) Company[(6)].	Interest in controlled corporation	Unlisted Shares	61,292,390 (L)	4.44%	H Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%

Notes:

(1) The letter "L" denotes the person's long position in our Shares.

(2) For the avoidance of doubt, both Unlisted Shares and H Shares are ordinary Shares in the share capital of our Company, and are considered as one class of Shares.

(3) Luxvisions Limited is owned as to approximately 56.34% by Mr. Wang Laixi and approximately 43.66% by Luxsan Limited, a company owned as to 34% by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), 33% by Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and 33% by Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi). By virtue of the SFO, each of Mr. Wang Laixi, Luxsan Limited, Ms. Wang Laichun, Mr. Wang Laisheng and Ms. Wang Laijiao is deemed to be interested in the Shares held by Luxvisions Limited.

(4) CITIC Securities Investment holds 25,175,088 Shares, representing approximately 1.83% and **[REDACTED]**% of our Shares in issue immediately prior to and following the completion of the **[REDACTED]**. Jinshi Manufacturing holds 36,775,434 Shares, representing approximately 2.67% and **[REDACTED]**% of our Shares in issue immediately prior to and following the completion of the **[REDACTED]**. Jinshi Hanjing holds 24,516,956 Shares, representing approximately 1.78% and **[REDACTED]**% of our Shares in issue immediately prior to and following the completion of the **[REDACTED]**. The general partner of Jinshi Manufacturing and Jinshi Hanjing is CITIC Goldstone. Each of CITIC Goldstone and CITIC Securities Investment is a wholly-owned subsidiary of CITICS. By virtue of the SFO, CITICS is deemed to be interested in the Shares held by CITICS Investment, Jinshi Manufacturing and Jinshi Hanjing.

(5) Each of Jinyu Management and Hexie Haihe holds 39,180,384 Shares, representing approximately 2.84% and **[REDACTED]**% of our Shares in issue immediately prior to and following the completion of the **[REDACTED]**. Jinyu Management has acting-in-concert arrangement with Hexie Haihe. By virtue of the SFO, each of Jinyu Management and Hexie Haihe is deemed to be interested in the Shares held by each other.

(6) The general partner of Wuxi Guoshou is China Life Chengda (Shanghai) Healthcare Equity Investment Management Co., Ltd., a company wholly owned by China Life Private Equity Investment Company Limited, which is wholly owned by China Life Health Industry Investment Co., Ltd.. China Life Health Industry Investment Co., Ltd. is wholly owned by China Life Investment Management Company Limited, a subsidiary of China Life Insurance (Group) Company. By virtue of the SFO, each of China Life Chengda (Shanghai) Healthcare Equity Investment Management Co., Ltd., China Life Private Equity Investment Company Limited, China Life Health Industry Investment Co., Ltd., China Life Investment Management Company Limited and China Life Insurance (Group) Company is deemed to be interested in the Shares held by Wuxi Guoshou.

Save as disclosed above and in "Appendix IV — Statutory and General Information — C. Further Information about Directors, Chief Executive and Substantial Shareholders of our Company," our Directors are not aware of any other person who will, immediately prior to and following the completion of the **[REDACTED]** and conversion of Unlisted Shares into H Shares (without taking into account any H Shares which may be issued pursuant to the exercise of the **[REDACTED]**), have any interest and/or short positions in the Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, interested in 10% or more of the nominal value of any type of our share capital carrying rights to vote in all circumstances at general meetings of our Company.

BEFORE THE [REDACTED]

As of the Latest Practicable Date, the total issued share capital of our Company was RMB1,379,078,779 divided into 1,379,078,779 Unlisted Shares, with a nominal value of RMB1.00 each.

UPON COMPLETION OF THE [REDACTED]

Assuming the **[REDACTED]** is not exercised, the share capital of our Company immediately following the completion of the **[REDACTED]** and conversion of Unlisted Shares to H Shares will be as follows:

Description of Shares	Number of Shares	Approximate percentage to total issued share capital
Unlisted Shares	**[REDACTED]**	**[REDACTED]**%
H Shares converted from Unlisted Shares[1]	**[REDACTED]**	**[REDACTED]**%
H Shares to be issued pursuant to the **[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Total	**[REDACTED]**	100.00%

Assuming the **[REDACTED]** is fully exercised, the share capital of our Company immediately following the completion of the **[REDACTED]** and conversion of Unlisted Shares to H Shares will be as follows:

Description of Shares	Number of Shares	Approximate percentage to total issued share capital
Unlisted Shares	**[REDACTED]**	**[REDACTED]**%
H Shares converted from Unlisted Shares[1]	**[REDACTED]**	**[REDACTED]**%
H Shares to be issued pursuant to the **[REDACTED]**	**[REDACTED]**	**[REDACTED]**%
Total	**[REDACTED]**	100.00%

Note:

1. See "Public Float" in the "History, Development and Corporate Structure" for details of the identities of the Shareholders whose Shares will be converted into H Shares upon **[REDACTED]**.

ASSUMPTIONS

The above table assumes that the **[REDACTED]** has become unconditional and the H Shares are issued pursuant to the **[REDACTED]**.

RANKING

Upon the completion of the **[REDACTED]** and conversion of Unlisted Shares into H Shares, our Shares will consist of Unlisted Shares and H Shares. Both Unlisted Shares and H Shares are ordinary Shares in the share capital of our Company and are regarded as the same class of Shares under the Articles of Association.

Apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities (such as our certain existing shareholders the Unlisted Shares held by whom will be converted into H Shares according to the filing with the CSRC), H Shares generally cannot be subscribed by or traded between legal or natural PRC persons.

Unlisted Shares and H Shares shall carry the same rights in all other respects and, in particular, will rank equally for dividends or distributions declared, paid or made. All dividend for H Shares will be denominated and declared in Renminbi, and paid in Hong Kong dollars or Renminbi, whereas all dividends for Unlisted Shares will be paid in Renminbi. Other than cash, dividends could also be paid in the form of shares or a combination of cash and shares.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED

Our Company will have only one class of Shares upon completion of the **[REDACTED]**, namely ordinary shares, and each carries the same rights as with the other Shares.

For details of circumstances under which our Shareholders' general meetings are required, see "Appendix III — Summary of Articles of Association" to this document.

CONVERSION OF OUR UNLISTED SHARES INTO H SHARES

Pursuant to the regulations prescribed by the securities regulatory authorities of the State Council and the Articles of Association, the holders of Unlisted Shares may, at their own discretion, authorize the Company to file with the CSRC for conversion of their Unlisted Shares into overseas-listed Shares. Such converted Shares could be listed or traded as H Shares on the Stock Exchange, provided that prior to the conversion and trading of such H Shares, any requisite internal approval process has been duly completed and all the filing procedures with the relevant regulatory authorities, including CSRC which requires administrative filing procedures for the conversion and trading of such converted Shares, have been consummated. In addition, such conversion and trading shall comply with the regulations, requirements and procedures prescribed by the Stock Exchange.

Filing with the CSRC and Full Circulation Application

In accordance with the Overseas Listing Trial Measures and related guidelines announced by the CSRC, H-share listed companies which apply for the conversion of unlisted shares into H shares for listing and circulation on the Stock Exchange shall file the application with the CSRC according to the administrative filing procedures necessary for the Overseas Listing Trial Measures. An H-share listed company may apply for a "Full Circulation" separately or when applying for refinancing overseas. An unlisted domestic joint stock company may apply for "Full Circulation" when applying for an overseas initial public offering.

We [have filed] with the CSRC for the conversion of part of Unlisted Shares into H Shares in respect of the registration of the overseas listing and "Full Circulation", pursuant to which (i) our Company is supposed to issue no more than 10% of the total issued share capital immediately following the completion of the **[REDACTED]** and conversion of Unlisted Shares to H Shares (assuming the **[REDACTED]** is not exercised), which are all ordinary Shares, and upon such issuance our Company may be **[REDACTED]** on the Main Board of the Stock Exchange; (ii) a total of **[REDACTED]** Unlisted Shares held by certain Shareholders (the "**Participating Shareholders**") are supposed to be converted into H Shares on a one-for-one basis after the **[REDACTED]**, and the relevant Shares may be **[REDACTED]** on the Stock Exchange upon completion of the conversion.

[REDACTED] Approval by the Stock Exchange

We [have applied] to the Stock Exchange for the approval for the granting of **[REDACTED]** of, and permission to **[REDACTED]**, our H Shares to be issued pursuant to the **[REDACTED]** and the H Shares to be converted from **[REDACTED]** Unlisted Shares on the Stock Exchange, which is subject to the approval by the Stock Exchange.

We will perform the following procedures for the conversion of Unlisted Shares into H Shares after receiving the **[REDACTED]** of the Stock Exchange: (a) giving instructions to our **[REDACTED]** regarding relevant share certificates of the converted H Shares; and (b) enabling the converted H Shares to be accepted as **[REDACTED]** by **[REDACTED]** for deposit, clearance and settlement in the **[REDACTED]**. The Participating Shareholders may only **[REDACTED]** the Shares upon completion of following domestic procedures:

Domestic Procedures

The Participating Shareholders may only **[REDACTED]** the Shares upon completion of the following procedures for the registration, deposit and transaction settlement in relation to the conversion and **[REDACTED]**:

(a) we will appoint **[REDACTED]** as the nominal holder to deposit the relevant securities at **[REDACTED]**, which will then deposit the securities at **[REDACTED]** in its own name. **[REDACTED]**, as the nominal holder of the Participating Shareholders, shall handle all custody, maintenance of detailed records, cross-border settlement and corporate actions, etc. relating to the converted H Shares for the Participating Shareholders;

(b) according to the Notice of the SAFE on Issues Concerning the Foreign Exchange Administration of Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》), the Participating Shareholders shall complete the overseas shareholding registration with the local foreign exchange administration bureau before the Shares are sold, and after the overseas shareholding registration, open a specified bank account for the holding of overseas shares by domestic investors at a domestic bank with relevant qualifications and open a fund account for the H Share "Full Circulation" at a domestic securities company (the "**Domestic Securities Company**"). The Domestic Securities Company shall open a securities trading account for the H Share "Full Circulation" at a Hong Kong securities company (the "**Hong Kong Securities Company**"); and

(c) the Participating Shareholders shall submit trading orders of the converted H Shares through the Domestic Securities Company. Trading orders of the Participating Shareholders for the relevant Shares will be submitted to the Stock Exchange through the securities trading account opened by the Domestic Securities Company at the Hong Kong Securities Company. Upon completion of the transaction, settlements between each of the Hong Kong Securities Company and **[REDACTED]**, **[REDACTED]** and **[REDACTED]**, **[REDACTED]** and the Domestic Securities Company, and the Domestic Securities Company and the Participating Shareholders, will all be conducted separately.

As a result of the conversion, the shareholding of the relevant Participating Shareholders in our Unlisted Share capital registered shall be reduced by the number of Unlisted Shares converted and the number of H Shares shall be increased by the number of converted H Shares.

A Shareholder holding Unlisted Shares can work with our Company according to the Articles of Association and follow the procedures set out in this document to convert the Unlisted Shares into H Shares after the **[REDACTED]** if they wish, provided that such conversion of Unlisted Shares into and **[REDACTED]** and **[REDACTED]** of H Shares will be subject to the completion of the filing procedures with the relevant PRC regulatory authorities, including the CSRC, the approval of the Stock Exchange and the satisfaction of the public float requirement under the Listing Rules.

TRANSFER OF SHARES ISSUED PRIOR TO [REDACTED]

The PRC Company Law provides that in relation to the public offering of a company, the shares issued prior to the public offering shall not be transferred within a period of one year from the date on which the publicly offered shares are listed on any stock exchange. Accordingly, Shares issued by our Company prior to the **[REDACTED]** shall be subject to such statutory restriction and not be transferred within a period of one year from the **[REDACTED]**.

Shares transferred by our Directors and members of the senior management each year during their term of office shall not exceed 25% of their total respective shareholdings in our Company. The Shares that the aforementioned persons hold in our Company cannot be transferred within one year from the **[REDACTED]**, nor within half a year after they leave their positions as Directors or members of the senior management in our Company.

For details of the lock-up undertaking given by our Controlling Shareholders to the Stock Exchange, see "**[REDACTED]**" in this document.

INCREASE IN SHARE CAPITAL

Pursuant to the Articles of Association and subject to the requirements of relevant PRC laws and regulations, our Company, upon the **[REDACTED]** of our H Shares, is eligible to enlarge its share capital by issuing either new H Shares or new Unlisted Shares on the condition that such proposed issuance shall be approved by a special resolution of Shareholders in general meeting conducted in accordance with the provisions of the Articles of Association and that such issuance complies with the Listing Rules and other relevant laws and regulations of Hong Kong. To adopt a special resolution of Shareholders in general meeting, more than the two thirds votes represented by the Shareholders (including proxies) present at the general meeting must be exercised in favor of the resolution. See "— Ranking" in this section.

REGISTRATION OF SHARES NOT LISTED ON THE OVERSEAS STOCK EXCHANGE

According to the Guidelines for the "Full Circulation" Program for Domestic Unlisted Shares of H-Share Listed Companies (《H股公司境內未上市股份申請"全流通"業務指引》) announced by the CSRC, the domestic shareholders of Unlisted Shares shall handle share transfer registration business in accordance with the relevant business rules of the China Securities Depository and Clearing Corporation Limited. Further, H-share companies should submit the relevant status reports to the CSRC within 15 days after the transfer registration with the China Securities Depository and Clearing Corporation Limited of the Unlisted Shares involved in the application is completed.

SHAREHOLDERS' APPROVAL FOR THE [REDACTED]

Approval from holders of the Shares is required for our Company to issue H Shares and seek the **[REDACTED]** of H Shares on the Stock Exchange. Our Company has obtained such approval at the Shareholders' general meeting held on October 27, 2025.

You should read the following discussion and analysis in conjunction with our historical financial information included in the Accountants' Report set out in Appendix I to this document, together with the accompanying notes. Our consolidated financial information has been prepared in accordance with IFRS Accounting Standards. You should read the entire Accountants' Report and not merely rely on the information contained in this section.

The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance that involve risks and uncertainties. These statements are based on assumptions and analysis made by us in light of our experience and perception of historical events, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. In evaluating our business, you should carefully consider all the information provided in this document.

OVERVIEW

We are a globally leading provider of precision optical solutions, focusing on the mid- to high-end optical module and system integration markets for global consumer electronics, automotive electronics, smart office applications, and emerging sectors and others such as intelligent robots, XR smart device and smart glasses.

During the Track Record Period, we generated revenue from provision of customized precision optical solutions for global customers in sectors spanning consumer electronics, automotive electronics, smart office applications and other emerging industry sectors. We achieved robust growth in our revenue. Our revenue grew from RMB15,247.6 million in 2023 to RMB27,914.5 million in 2024, to RMB34,755.0 million in 2025, with a CAGR of 51.0%. Our revenue grew by 14.7% from RMB11,880.6 million for the five months ended May 31, 2025 to RMB13,623.8 million for the five months ended May 31, 2026. In 2023, 2024 and 2025, we achieved a profit of the year/period of RMB587.7 million, RMB1,051.6 million and RMB1,689.9 million respectively, achieving a CAGR of 69.6%. Our profit for the period grew by 48.5% from RMB522.8 million for the five months ended May 31, 2025 to RMB776.3 million for the five months ended May 31, 2026.

BASIS OF PRESENTATION

Our historical financial information has been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board (the "**IASB**"). For the purpose of preparing the historical financial information, we adopted all applicable new and revised IFRS Accounting Standards to the Track Record Period, except for any new standards or interpretations that are not yet effective for the accounting period beginning January 1, 2026.

The historical financial information has been prepared under the historical cost basis, except for investments in equity securities and net defined benefit retirement assets and obligations, which have been measured at their fair values.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

We believe our results of operations and financial condition are mainly affected by a number of general factors that impact our ability to capitalize on the growth of target markets, including but not limited to (i) the overall economic growth and conditions; (ii) technological advancement in the sectors in which we operate; and (iii) regulatory environment.

In addition, our results of operations are also primarily affected by the following company-specific factors:

Demand of our Products from the Downstream Market and End-users

Our business performance is affected by the downstream market size and customer demand for precision optical solutions applied on consumer electronics, automotive electronics, smart office applications and other emerging sectors. According to Frost & Sullivan, the global market of precision optical solutions for consumer electronics is expected to reach US$124.9 billion by 2030, with a CAGR of 9.9% from 2026 to 2030, and the global market of precision optical solutions for automotive electronics will reach US$82.0 billion by 2030, with a CAGR of 12.1% from 2026 to 2030, both demonstrating stable and robust growth. AI has become the core growth driver of the global consumer electronics and automotive electronics precision optical solutions. Downstream market demand could also be affected by number of factors including macroeconomic conditions and the evolving needs of end customers across various sectors.

Our Product Portfolio and Pricing Policy

We offer a wide portfolio of precision optical products for global customers across sectors from consumer electronics, automotive electronics, smart office applications and other emerging industry sectors. Our ability to offer a comprehensive range of precision optical products is one of our key factors affecting our financial conditions and results of operations. Throughout the years, we had developed a cross-sector, comprehensive product matrix leveraging our strong technological capabilities. See "Business — Our Product and Solution Offerings" for details. Our continuous success will depend on our ability to anticipate market trends and develop products that meet the demand of downstream customers.

We primarily follow demand-driven pricing strategy for products in consumer electronics, automotive electronics and smart office applications, taking into consideration downstream demand, prices of competitive products, operational efficiency, and yield rate, among others. Our ability to price our product at a level that allows us to retain a reasonable profit level while keeping our product competitive to maintain or attract market share is key to our success. We may face pressure to increase prices in case of increases in raw material prices or production costs or changes in competitive landscape.

We aim to further enrich our product portfolio, maintain a strong focus on high-margin product categories and improve our profit margin through promoting the digitalization, automation and flexibility improvement of our production lines and production management systems. By continuously refining our product mix and leveraging technological innovation, we are committed to sustaining robust financial performance and driving long-term growth. However, the evolving competitive landscape, technological development and fluctuations in product demand may impact our financial performance.

Our R&D Capabilities

Our ability to continue R&D activities, develop new technologies and new products is critical to our success. We devoted significant resources towards R&D in developing solid technologies and processes, which enable us to possess an integrated precision manufacturing platform and a range of products well-recognized by the market. In 2023, 2024 and 2025 and for the five months ended May

31, 2025 and 2026, we recorded R&D expenses of RMB808.3 million, RMB1,092.4 million, RMB1,351.3 million, RMB547.1 million and RMB457.7 million, respectively. As of May 31, 2026, we had 2,450 dedicated R&D personnel, and possessed over 270 invention patents globally.

We will continue to invest in our R&D capabilities and strive for innovation as we believe our market success and financial performance will significantly depend on our ability to maintain our technological advancement to develop products that satisfy market needs.

Our Supply Chain and Production Capacity

As a result of the concentration on the upstream supply chain, we rely on a number of major suppliers for raw materials, component, modules, among others. Therefore, our ability to maintain stable business relationships with our major suppliers to obtain quality and price-competitive materials on a timely basis is crucial for our business and results of operations. We believe our efficient supply chain management enables us to launch and upgrade products in response to market demand in a timely manner. We also seek to enhance our bargaining power in supply purchases by leveraging our growing procurement scale.

Our Ability to Maintain and Improve Operating Efficiency

Our profitability is dependent on our ability to manage our costs and optimize our operating efficiency. In 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, we incurred selling and distribution expenses and administrative expenses in aggregate of RMB336.5 million, RMB466.5 million, RMB461.7 million, RMB133.0 million and RMB197.6 million, representing 2.2%, 1.7%, 1.3%, 1.1% and 1.5% of our total revenue during the same years/periods, respectively. We managed to improve our operating efficiency through budget management and process automation.

As our business continues to grow, we continually evaluate and optimize our administrative processes to maintain cost control. We strive to continually improve our operating efficiency and enhance our results of operations as we achieve economies of scale by managing our costs and expenses.

MATERIAL ACCOUNTING POLICIES AND ESTIMATES

We have identified certain accounting policies that are material to the preparation of our consolidated financial statements. Some of our accounting policies involve subjective estimates and assumptions, as well as complex judgments related to accounting items. In each case, the determination of these items requires management judgements based on information and financial data that may change in future periods. There has not been any material deviation from our management's estimates or assumptions and actual results, and we have not made any material changes to these estimates or assumptions during the Track Record Period. We do not expect any material changes to these estimates and assumptions in the foreseeable future. When reviewing our financial information, you should consider: (i) our selection of accounting policies; and (ii) the sensitivity of results to changes in conditions and assumptions.

We believe that the (i) material accounting information in relation to the recognition of revenue from contracts with customers, inventories, goodwill, cash and cash equivalents, property, plant and equipment and depreciation, as detailed in Note 2 of the Accountants' Report in Appendix I to this document and (ii) accounting judgments and estimates including write down of inventories, assessment

of impairment of non-current assets and impairment of trade and other receivables, among others, as set forth in details in Notes 3 to the Accountants' Report in Appendix I to this document are critical and/or involve the most important estimates and judgments we used in preparing our financial statements.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

The following table sets forth our consolidated statements of profit or loss for the years/periods indicated:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			(RMB'000)		
				(unaudited)	(unaudited)
Revenue	15,247,562	27,914,466	34,754,998	11,880,618	13,623,763
Cost of sales	(13,424,607)	(24,889,356)	(31,004,941)	(10,569,012)	(12,044,785)
Gross profit	1,822,955	3,025,110	3,750,057	1,311,606	1,578,978
Other income/(loss)	182,999	(42,269)	163,473	97,908	57,323
Selling and distribution expenses	(74,613)	(89,558)	(141,782)	(44,979)	(47,747)
Administrative expenses	(261,870)	(376,989)	(319,958)	(87,981)	(149,830)
Research and development expenses	(808,265)	(1,092,371)	(1,351,265)	(547,149)	(457,671)
Profit from operations	861,206	1,423,923	2,100,525	729,405	981,053
Finance costs	(231,123)	(251,848)	(183,243)	(94,285)	(66,533)
Share of loss of joint ventures and associates	(400)	—	(2,402)	(378)	(1.189)
Profit before taxation	629,683	1,172,075	1,914,880	634,742	913,331
Income tax expense	(42,022)	(120,494)	(224,954)	(111,991)	(137,044)
Profit for the year/period	**587,661**	**1,051,581**	**1,689,926**	**522,751**	**776,287**
Attributable to:					
Equity shareholders of the Company	499,001	794,984	1,285,895	384,938	581,430
Non-controlling interests	88,660	256,597	404,031	137,813	194,857
Profit for the year /period	**587,661**	**1,051,581**	**1,689,926**	**522,751**	**776,287**

PRINCIPAL COMPONENTS OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

Revenue

During the Track Record Period, we generated revenue from sales of products under different business lines, namely (i) consumer electronics; (ii) automotive electronics; (iii) smart office applications; and (iv) emerging sectors and others. Under these business lines, we principally sold products including camera modules applied on smartphones, tablets, laptops and automotives and LiDAR components. See "Business — Our Product and Solution Offerings" for details. We generally recognize revenue when our customer takes possession of and accepts the products.

Revenue by Business Line

The following table sets forth our revenue by business line for the years/periods indicated:

	Year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*% of revenue*	*RMB'000*	*% of revenue*	*RMB'000*	*% of revenue*	*RMB'000*	*% of revenue*	*RMB'000*	*% of revenue*
							(unaudited)		(unaudited)	
Consumer electronics	11,919,092	78.2	23,854,932	85.5	31,276,185	90.0	10,593,471	89.2	12,422,704	91.2
Automotive electronics	949,745	6.2	1,226,154	4.4	824,325	2.4	324,520	2.7	171,020	1.3
Smart office applications	1,800,302	11.8	1,970,628	7.1	1,593,354	4.6	599,194	5.0	648,010	4.8
Emerging sectors and others	578,423	3.8	862,752	3.0	1,061,134	3.0	363,433	3.1	382,029	2.7
Total	**15,247,562**	**100.0**	**27,914,466**	**100.0**	**34,754,998**	**100.0**	**11,880,618**	**100.0**	**13,623,763**	**100.0**

The following table sets forth the sales volume of our major products in terms of number of units during the Track Record Period:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			('000 unit)		
Consumer electronics	221,212	335,680	405,199	143,082	155,940
Automotive electronics	5,082	7,756	10,116	1,851	3,432
Smart office applications	999	939	866	301	362

The following table sets forth the ASP of our major products in terms of number of units during the Track Record Period:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			(RMB per unit)		
Consumer electronics	53.9	71.1	77.2	74.0	79.7
Automotive electronics	186.9	158.1	81.5	175.3	49.8
Smart office applications	1,802.1	2,098.6	1,839.9	1,990.7	1,790.1

During the Track Record Period, our sales volume was generally on a steady growing trajectory, mainly due to our broadened business lines and increasing adoption of our products by global customers. During the Track Record Period, our products were predominately provided to the consumer electronics sector, which was our primary revenue driving force. During the Track Record Period, our sales volume of smart office applications had a general decreasing trend after we commenced our smart office business line in 2023, primarily due to a decrease in customer demand. The ASP of our consumer electronic products generally increased throughout the Track Record Period, primarily attributable to our enhanced product specifications; while the ASP of our automotive electronic products and smart office application products fluctuates from period to period, primarily attributable to variations in product mix, reflecting the evolving specification requirements from our customers.

Comparison between the five months ended May 31, 2025 and 2026. Our revenue increased by 14.7% from RMB11,880.6 million for the five months ended May 31, 2025 to RMB13,623.8 million for the five months ended May 31, 2026, primarily driven by the increase in revenue from the sales of consumer electronics.

- ***Consumer electronics.*** Our revenue from sales of consumer electronics increased by 17.3% from RMB10,593.5 million for the five months ended May 31, 2025 to RMB12,422.7 million for the five months ended May 31, 2026, primarily due to the increase in our sales volume of consumer electronics by 9.0% from 143.1 million units for the five months ended May 31, 2025 to 155.9 million units for the five months ended May 31, 2026 and the increase in ASP from RMB74.0 for the five months ended May 31, 2025 to RMB79.7 for the five months ended May 31, 2026. Such increases were mainly due to the increasing contribution of rear camera products, following the commencement of mass production of our rear camera products between late 2024 and early 2025.

- ***Automotive electronics.*** Our revenue from sales of automotive electronics decreased by 47.3% from RMB324.5 million for the five months ended May 31, 2025 to RMB171.0 million for the five months ended May 31, 2026. The sales volume of our automotive electronics increased from 1.9 million units for the five months ended May 31, 2025 to 3.4 million units for the five months ended May 31, 2026. However, the ASP of our automotive electronics decreased significantly from RMB175.3 for the five months ended May 31, 2025 to RMB49.8 for the five months ended May 31, 2026, primarily driven by the change in our cooperation model with automotive electronics customers as part of our business strategy adjustments commencing in early 2026. Under the current arrangement, we primarily provide sales of products after performing processing and manufacturing services and thereby only charging product markups, whereas under the previous arrangement, we procured laser-related materials and sold products to customers. As the current arrangement places greater emphasis on the processing and manufacturing component of the relevant products rather than material procurement, the value of laser-related materials previously included in the selling price was reduced, resulting in a decrease in the ASP of the relevant products.

- ***Smart office applications.*** Our revenue from sales of smart office applications increased by 8.1% from RMB599.2 million for the five months ended May 31, 2025 to RMB648.0 million for the five months ended May 31, 2026. The sales volume of our smart office increased from 301 thousand for the five months ended May 31, 2025 to 362 thousand for the five months ended May 31, 2026, accompanied by a decline in ASP from RMB1,990.7 for the five months ended May 31, 2025 to RMB1,790.1 for the five months ended May 31, 2026. This was primarily attributable to a variation in the mix of products we sold to our customers.

- ***Emerging sectors and others.*** Our revenue from sales of our products for emerging sectors and others increased by 5.1% from RMB363.4 million for the five months ended May 31, 2025 to RMB382.0 million for the five months ended May 31, 2026, which was in line with the growing customer demand of our products.

Comparison between 2024 and 2025. Our revenue increased by 24.5% from RMB27,914.5 million in 2024 to RMB34,755.0 million in 2025, primarily driven by the increase in revenue from the sales of consumer electronics.

- ***Consumer electronics.*** Our revenue from sales of consumer electronics increased by 31.1% from RMB23,854.9 million in 2024 to RMB31,276.2 million in 2025, primarily due to the increase in our sales volume of consumer electronics by 20.7% from 335.7 million units in 2024 to 405.2 million units in 2025 as we deepened our cooperation with our customers,

which enabled us to secure more orders from these customers. The increase in revenue was also driven by higher ASP, as we sold more rear camera modules for smartphones, which are more technologically advanced and typically command higher prices than front camera modules.

- ***Automotive electronics.*** Our revenue from sales of automotive electronics decreased by 32.8% from RMB1,226.2 million in 2024 to RMB824.3 million in 2025. The sales volume of our automotive electronics increased from 7.8 million units in 2024 to 10.1 million units in 2025, reflecting the increased market demand. The ASP of our automotive electronics decreased significantly from RMB158.1 in 2024 to RMB82.0 in 2025 as a result of the variations in the mix of LiDAR module products we sold to our customers. In 2025, we principally sold LiDAR module products with fewer transceivers which commanded lower selling prices.

- ***Smart office applications.*** Our revenue from sales of smart office applications decreased by 19.1% from RMB1,970.6 million in 2024 to RMB1,593.4 million in 2025, primarily due to the decrease in sales volumes and the decrease in the ASP of our smart office application products due to the variations in the mix of products we sold to our customers. In 2025, we sold fewer system integration products which command higher selling prices.

- ***Emerging sectors and others.*** Our revenue from sales of our products for emerging sectors and others increased by 23.0% from RMB862.8 million in 2024 to RMB1,061.1 million in 2025, which was in line with the growing customer demand of our products.

Comparison between 2023 and 2024. Our revenue increased by 83.1% from RMB15,247.6 million in 2023 to RMB27,914.5 million in 2024, primarily driven by the increase in revenue from the sales of consumer electronics.

- ***Consumer electronics.*** Our revenue from sales of consumer electronics increased significantly from RMB11,919.1 million in 2023 to RMB23,854.9 million in 2024. Our sales volume of consumer electronics increased by 51.7% from 221.2 million units in 2023 to 335.7 million units in 2024. The ASP of our consumer electronic products increased from RMB53.9 in 2023 to RMB71.1 in 2024. Such increases were mainly attributable to the increased sales of (i) rear camera modules for smartphones, which are more technologically advanced and typically command higher prices than front camera modules; and (ii) camera modules for higher-end smartphones.

- ***Automotive electronics.*** Our revenue from sales of automotive electronics increased by 29.1% from RMB949.7 million in 2023 to RMB1,226.2 million in 2024, primarily due to the increase in our sales volume of automotive electronics from 5.1 million units in 2023 to 7.8 million units in 2024 as a result of increased sales of LiDAR modules and automotive camera modules due to the increased market demand.

- ***Smart office applications.*** Our revenue from sales of smart office applications increased by 9.5% from RMB1,800.3 million in 2023 to RMB1,970.6 million in 2024, primarily due to the increase in ASP of our smart office application products due to the variations in the mix of products we sold to our customers.

- ***Emerging sectors and others.*** Our revenue from sales of our products for emerging sectors and others increased by 49.2% from RMB578.4 million in 2023 to RMB862.8 million in 2024, primarily due to improved market acceptance of our products.

Revenue by Geographic Location

The following table sets forth a breakdown of our revenue by geographic location, based on the location of goods physically delivered for the years/periods indicated:

	Year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*
							(unaudited)		(unaudited)	
Chinese Mainland	12,089,696	79.3	22,822,484	81.8	29,892,097	86.0	10,094,298	85.0	11,631,032	85.4
India	369,798	2.4	1,685,344	6.0	656,862	1.9	385,838	3.2	151,161	1.1
Swiss Confederation	1,203,281	7.9	1,459,622	5.2	1,340,126	3.9	458,146	3.9	632,764	4.6
The United States of America	972,642	6.4	986,376	3.5	809,707	2.3	344,352	2.9	303,987	2.2
Vietnam	103,475	0.7	446,444	1.6	1,251,523	3.6	376,502	3.2	583,741	4.3
Others[(1)]	508,670	3.3	514,196	1.9	804,683	2.3	221,482	1.8	321,078	2.4
Total	**15,247,562**	**100.0**	**27,914,466**	**100.0**	**34,754,998**	**100.0**	**11,880,618**	**100.0**	**13,623,763**	**100.0**

Note:

(1) Others primarily include revenue from sales to Japan, Germany, Singapore, Malaysia, Hong Kong of China and Taiwan of China, among others.

Cost of Sales

Our cost of sales primarily consists of (i) cost of inventories, which are mainly lens, motors, sensors, PCBs, chips and other electronic components; (ii) labor costs, which include salaries, wages and other benefits of our production personnel; and (iii) other manufacturing overheads, which mainly include depreciation and amortization of our production facilities and utility expenses.

The following table sets forth a breakdown of our cost of sales by nature for the years/periods indicated:

	Year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*
							(unaudited)		(unaudited)	
Cost of inventories	11,809,744	88.0	22,427,560	90.1	28,177,196	90.9	9,506,698	89.9	10,847,396	90.1
Labor cost	662,451	4.9	1,052,532	4.2	1,075,561	3.5	406,857	3.9	458,722	3.8
Manufacturing overheads	952,412	7.1	1,409,264	5.7	1,752,184	5.6	655,457	6.2	738,667	6.1
Total	**13,424,607**	**100.0**	**24,889,356**	**100.0**	**31,004,941**	**100.0**	**10,569,012**	**100.0**	**12,044,785**	**100.0**

Comparison between the five months ended May 31, 2025 and 2026. Our cost of sales increased by 14.0% from RMB10,569.0 million for the five months ended May 31, 2025 to RMB12,044.8 million for the five months ended May 31, 2026, which was generally in line with our sales growth.

Comparison between 2024 and 2025. Our cost of sales increased by 24.6% from RMB24,889.4 million in 2024 to RMB31,004.9 million in 2025, which was generally in line with our sales growth.

Comparison between 2023 and 2024. Our cost of sales increased by 85.4% from RMB13,424.6 million in 2023 to RMB24,889.4 million in 2024, which was generally in line with our sales growth.

Gross Profit and Gross Profit Margin

As a result of the foregoing, our gross profit increased by 65.9% from RMB1,823.0 million in 2023 to RMB3,025.1 million in 2024, and increased by 24.0% to RMB3,750.1 million in 2025. Our gross profit increased by 20.4% from RMB1,311.6 million for the five months May 31, 2025 to RMB1,579.0 million for the five months ended May 31, 2026.

Our gross profit margin is influenced by a number of interrelated factors. These include the competitive landscape, which may affect our pricing flexibility; variations in the mix of products sold, as our product is tailored to customer-specific requirements; and the scale of our manufacturing operations. Additionally, products in early stages of development may incur higher initial costs, which can impact our profit margins. Fluctuations in raw material prices, labor costs and overall operational efficiency may further contribute to changes in our gross profit margin. In 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, we achieved an overall gross profit margin of 12.0%, 10.8%, 10.8%, 11.0% and 11.6%, respectively.

Comparison between the five months May 31, 2025 and 2026. Our gross profit margin increased from 11.0% for the five months ended May 31, 2025 to 11.6% for five months ended May 31, 2026, primarily due to (i) an improvement in the gross profit margin of our consumer electronics products, which was primarily attributable to an advanced model of products with a relatively high margin that we sold to a major customer; and (ii) an improvement in the automotive electronics products, which was driven by the change in our cooperation model with automotive electronics customers as part of our business strategy adjustments commencing in early 2026. Under the current arrangement, we primarily provide sales of products after performing processing and manufacturing services and thereby only charging product markups, whereas under the previous arrangement, we procured laser-related materials and sold products to customers. As the current arrangement places greater emphasis on the processing and manufacturing component of the relevant products rather than material procurement, material costs accounted for a lower proportion of revenue, resulting in an increase in the gross profit margin of the relevant products.

Comparison between 2024 and 2025. Our gross profit margin remained stable at 10.8% and 10.8% in 2024 and 2025, respectively.

Comparison between 2023 and 2024. Our gross profit margin decreased from 12.0% in 2023 to 10.8% in 2024, mainly contributed by a change in the mix of products sold. Specifically, we sold more smartphone camera modules in 2024 that typically have a lower gross profit margin as compared to laptop and tablet camera modules, affected by the competitive landscape of the industry.

Other Income/Loss

The following table sets forth the breakdown of our other income/loss by nature for the years/periods indicated:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			(RMB'000)		
				(unaudited)	(unaudited)
Interest income	135,976	149,853	97,555	39,534	101,159
Government grants[(1)]	21,949	34,985	74,376	11,837	24,982
Changes in fair value of other financial assets at FVPL	—	8,682	31,609	22,521	35,436
Net (loss)/gain on disposal of property, plant and equipment	(6,472)	(4,045)	(3,601)	(2,635)	(12,519)
Impairment loss on property, plant and equipment	(8,617)	(351,036)	(20,724)	—	—
Net loss on disposal of intangible assets	(78)	(4,462)	—	—	(343)
Net foreign exchange gain/(loss)	24,796	93,259	(49,569)	10,711	(96,692)
Others[(2)]	15,445	30,495	33,827	15,940	5,300
Total	**182,999**	**(42,269)**	**163,473**	**97,908**	**57,323**

Notes:

(1) Government grants mainly represented government incentive and support received by us in relation to our operations and investments during the Track Record Period. There are no unfulfilled conditions or contingencies relating to the grants.

(2) Others mainly included suppliers penalty and sales of scrap materials, among others.

Comparison between the five months ended May 31, 2025 and 2026. Our other income decreased from RMB97.9 million for the five months ended May 31, 2025 to RMB57.3 million for the five months ended May 31, 2026, primarily due to (i) the change of net foreign exchange gains of RMB10.7 million recorded for the five months ended May 31, 2025 to net foreign exchange losses of RMB96.7 million for the five months ended May 31, 2026, primarily due to the depreciation of Renminbi against the U.S. dollar during the corresponding period in 2025, which resulted in foreign exchange gains, as compared to the appreciation of Renminbi against the U.S. dollar during the corresponding period in 2026, which resulted in foreign exchange losses, given our net U.S. dollar asset position; and (ii) an increase in net loss on disposal of property, plant and equipment from RMB2.6 million for the five months ended May 31, 2025 to RMB12.5 million for the five months ended May 31, 2026. These decreases were partially offset by (i) an increase in interest income from RMB39.5 million for the five months ended May 31, 2025 to RMB101.2 million for the five months ended May 31, 2026, primarily due to higher bank deposit balances; (ii) an increase in fair value of other financial assets at FVPL from RMB22.5 million for the five months ended May 31, 2025 to RMB35.4 million for the five months ended May 31, 2026 and (iii) an increase in government grants from RMB11.8 million for the five months ended May 31, 2025 to RMB25.0 million for the five months ended May 31, 2026, mainly attributable to the recognition of grants relating to our technology upgrade projects.

Comparison between 2024 and 2025. We recorded other loss of RMB42.3 million in 2024 and other income of RMB163.5 million in 2025. Such change was primarily due to (i) the significant decrease in impairment loss on property, plant and equipment from RMB351.0 million in 2024 to RMB20.7 million in 2025. Our impairment loss on property, plant and equipment in 2024 was mainly related to the impairment of a production line for certain smartphone camera modules which we anticipated limited future demand, while that in 2025 was mainly related to certain production equipment; (ii) the increase in government grants from RMB35.0 million in 2024 to RMB74.4 million in 2025, which was primarily attributable to the increased amortization of deferred government grants which was mainly relating to our technology upgrade projects; and (iii) the increase in fair value gains on other financial assets at fair value through profit or loss from RMB8.7 million in 2024 to RMB31.6 million in 2025, resulting from the increase in valuation of our investment. These positive impacts were partially offset by (i) the change from net foreign exchange gains of RMB93.3 million in 2024 to net foreign exchange losses of RMB49.6 million in 2025, which mainly arose from fluctuations in exchange rate between USD and RMB; and (ii) the decrease in interest income from RMB149.9 million in 2024 to RMB97.6 million in 2025, resulting from mainly attributable to lower average deposit balances and a decline in interest rates.

Comparison between 2023 and 2024. We recorded other income of RMB183.0 million in 2023 and other loss of RMB42.3 million in 2024. Such change was primarily due to the increase in impairment loss on property, plant and equipment from RMB8.6 million in 2023 to RMB351.0 million in 2024. Our impairment loss on property, plant and equipment in 2023 was mainly related to certain production equipment, while that in 2024 was mainly related to the impairment of a production line for certain smartphone camera modules which we anticipated limited future demand, partially offset by (i) the increase in foreign exchange gains from RMB24.8 million in 2023 to RMB93.3 million in 2024, which mainly arose from fluctuations in exchange rate between USD and RMB; and (ii) the increase in others from RMB15.4 million in 2023 to RMB30.5 million in 2024 as a result of increased penalty from suppliers which failed to deliver on schedule.

Selling and Distribution Expenses

Our selling and distribution expenses primarily consisted of (i) commission expenses related to our sales made previously, which was settled from time to time with our customers; (ii) salaries, allowances and employee welfare for our selling and distribution personnel; (iii) freight and transportation; (iv) office supplies and consumables; (v) professional fees, primarily including fees incurred for testing and certification services; (vi) equity settled share-based payment expenses; and (vii) sample fees, representing cost of our sample products for business development purposes. Our selling and distribution expenses as a percentage of revenue was 0.5%, 0.3%, 0.4%, 0.4% and 0.4% in 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, respectively.

The following table sets forth the breakdown of our selling and distribution expenses by nature for the years/periods indicated:

	Year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000* (unaudited)	*% of total*	*RMB'000* (unaudited)	*% of total*
Commission expenses	29,167	39.1	30,440	34.0	78,975	55.7	23,110	51.4	24,912	52.2
Salaries, allowances and employee welfare	16,512	22.1	19,787	22.1	18,261	12.9	7,082	15.7	7,949	16.6
Freight and transportation	5,671	7.6	10,447	11.7	10,742	7.6	3,979	8.8	3,903	8.2
Office supplies and consumables	1,108	1.5	2,412	2.7	7,427	5.2	3,447	7.7	1,374	2.9
Professional fees	6,194	8.3	5,728	6.4	7,537	5.3	115	0.3	1,070	2.2
Equity settled share-based payment expenses	2,119	2.8	6,613	7.4	3,027	2.1	2,695	6.0	664	1.4
Sample fees	3,584	4.8	3,231	3.6	3,903	2.8	763	1.7	2,028	4.2
Others[(1)]	10,258	13.8	10,900	12.1	11,910	8.4	3,788	8.4	5,847	12.3
Total	**74,613**	**100.0**	**89,558**	**100.0**	**141,782**	**100.0**	**44,979**	**100.0**	**47,747**	**100.0**

Note:

(1) Others mainly represented traveling and business development expenses, utility expenses, repair and maintenance expenses and depreciation and amortization, among others.

Comparison between the five months ended May 31, 2025 and 2026. Our selling and distribution expenses increased by 6.2% from RMB45.0 million for the five months ended May 31, 2025 to RMB47.7 million for the five months ended May 31, 2026, primarily due to (i) an increase in other selling and distribution expenses relating to our new manufacturing base; and (ii) increases in commission expenses and sample fees which were in line with the growth in our products sold, partially offset by lower equity settled share-based payment expenses.

Comparison between 2024 and 2025. Our selling and distribution expenses increased by 58.3% from RMB89.6 million in 2024 to RMB141.8 million in 2025, primarily due to an increase in commission expenses in relation to sales in 2024 and 2025.

Comparison between 2023 and 2024. Our selling and distribution expenses increased by 20.0% from RMB74.6 million in 2023 to RMB89.6 million in 2024, primarily due to (i) an increase in freight and transportation as a result of our business expansion; (ii) an increase in equity settled share-based payment expenses; and (iii) an increase in salaries, allowances and employee welfare as a result of salary increment and bonuses.

Administrative Expenses

Our administrative expenses primarily consisted of (i) salaries, allowances and employee welfare of our administrative personnel; (ii) depreciation and amortization of our office premises and dormitories; (iii) tax and duties, representing mainly VAT levies and stamp duties; (iv) legal and professional fees, mainly including legal fees, audit and consulting fees and corporate service fees; (v) office supplies and consumables; (vi) equity settled share-based payment expenses; and (vii) credit impairment loss arising from our trade and other receivables. Our administrative expenses as a

percentage of revenue was 1.7%, 1.4%, 0.9%, 0.7% and 1.1% in 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, respectively. The following table sets forth the breakdown of our administrative expenses by nature for the years/periods indicated:

	Year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*
							(unaudited)		(unaudited)	
Salaries, allowances and employee welfare	94,497	36.1	106,990	28.4	103,301	32.3	40,418	45.9	52,283	34.9
Depreciation and amortization	41,052	15.7	44,685	11.9	47,612	14.9	22,267	25.3	20,132	13.4
Tax and duties	34,475	13.2	29,858	7.9	80,102	25.0	13,510	15.4	27,181	18.1
Legal and professional fees	34,367	13.1	34,307	9.1	39,982	12.5	8,811	10.0	20,360	13.6
Office supplies and consumables	20,326	7.8	53,390	14.2	29,068	9.1	4,696	5.3	4,193	2.8
Equity settled share-based payment expenses	7,141	2.7	76,022	20.2	10,045	3.1	5,089	5.8	2,039	1.4
Credit impairment loss	17,559	6.7	14,784	3.9	(3,316)	(1.0)	(10,874)	(12.4)	8,420	5.6
Others[(1)]	12,453	4.7	16,953	4.4	13,164	4.1	4,064	4.7	15,222	10.2
Total	**261,870**	**100.0**	**376,989**	**100.0**	**319,958**	**100.0**	**87,981**	**100.0**	**149,830**	**100.0**

Note:

(1) Others mainly represented repair and maintenance expenses, travelling expenses, training expenses, telecommunication expenses, among others.

Comparison between the five months ended May 31, 2025 and 2026. Our administrative expenses increased by 70.3% from RMB88.0 million for the five months ended May 31, 2025 to RMB149.8 million for the five months ended May 31, 2026, primarily due to (i) an increase in tax and duties, which was charged based on increasing urban construction tax and education surcharges due to business expansion; (ii) an increase in legal and professional fees, mainly attributable to professional service fees incurred in connection with the Listing; and (iii) an increase in other administrative expenses, mainly represented the relocation-related expenses. Such increases were partially offset by (i) a decrease in salaries, allowances and employee benefits mainly due to a decrease in headcount in 2026; (ii) depreciation and amortization expenses; and (iii) equity settled share-based payment expenses.

Comparison between 2024 and 2025. Our administrative expenses decreased by 15.1% from RMB377.0 million in 2024 to RMB320.0 million in 2025, primarily due to (i) a decrease in equity settled share-based payments; and (ii) a decrease in office supplies and consumables as it normalized during the year, following the elevated level in 2024 caused by the commissioning of new facilities. Such decreases were partially offset by the increase in tax and duties primarily due to higher urban construction tax and education surcharges, which are levied on value-added tax.

Comparison between 2023 and 2024. Our administrative expenses increased by 44.0% from RMB261.9 million in 2023 to RMB377.0 million in 2024, primarily due to (i) an increase in equity settled share-based payment expenses; (ii) an increase in office supplies and consumables as a result of purchases of equipment and facilities for administrative purpose as new facilities put into operation; and (iii) an increase in salaries, allowances and employee welfare as a result of the increased headcounts.

Research and Development Expenses

Our research and development expenses primarily consisted of (i) salaries, allowances and employee welfare for our R&D personnel; (ii) direct materials, molds, consumables and supplies consumed in our R&D activities; (iii) professional fees, representing costs for testing and certifications; (iv) depreciation and amortization; and (v) equity settled share-based payment expenses. Our research and development expenses as a percentage of revenue was 5.3%, 3.9%, 3.9%, 4.5% and 3.4% in 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, respectively. The following table sets forth the breakdown of our research and development expenses by nature for the years/periods indicated:

	Year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000* (unaudited)	*% of total*	*RMB'000* (unaudited)	*% of total*
Salaries, allowances and employee welfare	400,888	49.6	542,833	49.7	533,770	39.5	232,805	42.6	222,051	48.5
Direct materials, molds, consumables and supplies	144,961	17.9	188,655	17.3	276,132	20.4	112,676	14.2	78,007	17.0
Professional fees	130,910	16.2	196,771	18.0	255,861	18.9	77,908	20.6	43,755	9.6
Depreciation and amortization	78,818	9.8	100,164	9.2	115,041	8.5	57,842	10.6	73,657	16.1
Equity settled share-based payment expenses	8,068	1.0	6,771	0.6	73,026	5.4	38,665	7.1	16,171	3.5
Others[(1)]	44,620	5.5	57,177	5.2	97,435	7.3	27,253	4.9	24,030	5.3
Total	**808,265**	**100.0**	**1,092,371**	**100.0**	**1,351,265**	**100.0**	**547,149**	**100.0**	**457,671**	**100.0**

Note:

(1) Others mainly represented repair and maintenance expenses, utility expenses, travelling expenses, communication expenses, logistic expenses, among others.

Comparison between the five months ended May 31, 2025 and 2026. Our research and development expenses decreased by 16.4% from RMB547.1 million for the five months ended May 31, 2025 to RMB457.7 million for the five months ended May 31, 2026, primarily due to decreases in direct materials, molds, consumables and supplies, as well as professional fees, mainly attributable to reduced research and development activities relating to rear camera products as such products had gradually progressed from the development stage to mass production. Such decreases were partially offset by increased depreciation and amortization expenses associated with newly acquired research and development equipment.

Comparison between 2024 and 2025. Our research and development expenses increased by 23.7% from RMB1,092.4 million in 2024 to RMB1,351.3 million in 2025, primarily due to (i) an increase in direct materials, molds, consumables and supplies due to the increased consumption; (ii) an increase in professional fees, mainly relating to service-related operating expenses incurred for engineering, manufacturing support, testing, equipment, and IT services; and (iii) an increase in other expenses. These increases were mainly related to the overall increase in R&D activities. The increase in our research and development expenses was also attributable to an increase in equity settled share-based payment expenses.

Comparison between 2023 and 2024. Our research and development expenses increased by 35.2% from RMB808.3 million in 2023 to RMB1,092.4 million in 2024, primarily due to (i) an increase in salaries, allowances and employee welfare as a result of increased employee welfare; (ii) an increase in professional fees as a result of increased testing and certification expenses incurred for our products; (iii) an increase in direct materials, molds, consumables and supplies expenses related to our R&D activities; and (iv) an increase in depreciation and amortization.

Finance Costs

Our finance costs consisted of (i) interest on bank loans; (ii) interest on amount due to a related party; and (iii) interest on lease liabilities. The following table sets forth a breakdown of finance costs for the years/periods indicated:

	Year ended December 31,						Five months ended May 31,			
	2023		2024		2025		2025		2026	
	RMB'000	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*	*RMB'000*	*% of total*
							(unaudited)		(unaudited)	
Interest on bank loans	216,136	93.5	235,377	93.5	170,077	92.8	88,665	94.0	60,275	90.6
Interest on amount due to a related party	4,511	2.0	323	0.1	—	—	—	—	—	—
Interest on lease liabilities	10,476	4.5	16,148	6.4	13,166	7.2	5,620	6.0	6,258	6.4
Total	**231,123**	**100.0**	**251,848**	**100.0**	**183,243**	**100.0**	**94,285**	**100.0**	**66,533**	**100.0**

Comparison between the five months ended May 31, 2025 and 2026. Our finance costs decreased by 29.4% from RMB94.3 million for the five months ended May 31, 2025 to RMB66.5 million for the five months ended May 31, 2026, primarily due to a decrease in interest on bank loans as we secured borrowings at more favorable interest rates during the period.

Comparison between 2024 and 2025. Our finance costs decreased by 27.2% from RMB251.8 million in 2024 to RMB183.2 million in 2025, primarily due to (i) the decrease in interest on bank loans from RMB235.4 million in 2024 to RMB170.1 million in 2025 as our loan balance reduced and the decrease in interest rates; and (ii) the decrease in interest on lease liabilities from RMB16.1 million in 2024 to RMB13.2 million in 2025.

Comparison between 2023 and 2024. Our finance costs increased by 9.0% from RMB231.1 million in 2023 to RMB251.8 million in 2024, primarily due to (i) the increase in interest on bank loans as our loan increased; and (ii) the increase in interest on lease liabilities as we entered into new leases for business expansion.

Income Tax

Our income tax primarily consists of income tax payable by us at the applicable tax rates in accordance with the relevant laws and regulations in each tax jurisdiction in which we operate or are domiciled.

We are subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which our subsidiaries are domiciled and operate. We are subject to various rates of income tax under different jurisdictions. During the Track Record Period and up to the Latest Practicable Date, we paid all relevant taxes that were due and applicable to us and had no material disputes or unresolved tax issues with the relevant tax authorities. The following sets forth our principal applicable tax rates in different jurisdictions:

The provision for Hong Kong Profits Tax during the Track Record Period is calculated at 16.5% of the estimated assessable profits for each year/period, except for one subsidiary of our Group, which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Our subsidiaries incorporated outside Chinese Mainland, other than Hong Kong and the Cayman Islands, are subject to overseas profits tax at 10% to 20% on estimated assessable profit during the Track Record Period.

Pursuant to the Administrative Measures for Recognition of High-New Technology Enterprise ("**HNTE**") jointly issued by the Ministry of Science and Technology, the Ministry of Finance and the State Administration of Taxation, our Company, Luxvisions Shangrao and Cowell Dongguan were certified as HNTEs. According to the provisions of Article 28 "Corporate Income Tax Law of the People's Republic of China", the effective Corporate Income Tax ("**CIT**") rate during the Track Record Period was subject to a reduced tax rate of 15%. Other PRC subsidiaries were subject to statutory tax rate of 25%.

Pursuant to the rules and regulations of the Cayman Islands, our Group is not subject to any income tax in the Cayman Islands.

The following table sets forth a breakdown of our income tax expense for the years/periods indicated:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			(RMB'000)		
				(unaudited)	(unaudited)
Income tax					
Current tax	33,533	201,983	269,345	62,471	150,732
Deferred tax	8,489	(81,489)	(44,391)	49,520	(13,688)
Total	**42,022**	**120,494**	**224,954**	**111,991**	**137,044**

In 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, our effective tax rate, representing income tax expense divided by our profit before taxation, expressed as a percentage, was 6.7%, 10.3%, 11.7%, 17.6% and 15.0%, respectively. Our effective tax rate during the Track Record Period was lower than our statutory enterprise income tax rate, primarily as certain of our subsidiaries in the PRC enjoyed preferential tax treatment and utilization of certain tax losses. Our effective tax rate decreased from the five months ended May 31, 2025 to the five months ended May 31, 2026, primarily due to accrued withholding tax on dividend payments to our overseas subsidiaries recognized for the five months ended May 31, 2026 as compared to the previous corresponding period.

Profit for the Year/Period

As a result of the foregoing, our profit for the year increased by 78.9% from RMB587.7 million in 2023 to RMB1,051.6 million in 2024 and further by 60.7% to RMB1,689.9 million in 2025. Our profit for the period increased from RMB522.8 million for the five months ended May 31, 2025 to RMB776.3 million for the five months ended May 31, 2026. Our net profit margin was 3.9%, 3.8%, 4.9%, 4.4% and 5.7% in 2023, 2024 and 2025 and for the five months ended May 31, 2025 and 2026, respectively.

DISCUSSION OF CERTAIN KEY ITEMS IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth our consolidated statements of financial position as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			(unaudited)
Non-current assets				
Property, plant and equipment	3,396,134	5,385,338	5,459,597	5,781,511
Intangible assets	45,083	26,045	10,562	7,773
Goodwill	1,950,221	1,978,390	1,957,584	1,901,298
Interest in joint ventures	4,000	4,000	58,673	57,484
Other financial assets at fair value through profit or loss ("**FVPL**")	20,000	37,682	69,291	104,727
Prepayment and other receivables	103,404	164,535	130,906	255,532
Deferred tax assets	121,585	204,115	253,231	271,073
Total non-current assets	**5,640,427**	**7,800,105**	**7,939,844**	**8,379,398**
Current assets				
Inventories	2,261,275	3,827,341	3,318,757	4,015,460
Trade and other receivables	4,454,826	6,623,357	7,764,016	6,354,434
Current tax recoverable	17,073	—	50,327	—
Restricted cash	500,000	—	—	—
Pledged bank deposits	554,707	84,068	13,775	13,777
Bank deposits	1,880,006	1,961,009	2,084,000	1,848,400
Cash and cash equivalents	2,301,501	2,324,222	2,310,432	3,619,076
Total current assets	**11,969,388**	**14,819,997**	**15,541,307**	**15,851,147**
Current liabilities				
Trade and other payables	5,281,390	7,297,551	8,189,869	6,667,943
Bank loans	4,042,355	3,528,074	2,197,334	4,255,284
Lease liabilities	82,816	55,818	36,960	69,866
Current tax payable	26,545	122,670	43,788	53,513
Pillar Two tax liabilities	—	—	5,919	5,919
Contract liabilities	15,310	13,851	7,832	32,050
Dividends payable to NCI	—	—	—	79,490
Total current liabilities	**9,448,416**	**11,017,964**	**10,481,702**	**11,164,065**
Net current assets	**2,520,972**	**3,802,033**	**5,059,605**	**4,687,082**
Total assets less current liabilities	**8,161,399**	**11,602,138**	**12,999,449**	**13,066,480**

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(unaudited)
Non-current liabilities				
Bank loans	928,580	1,616,072	1,266,870	514,959
Lease liabilities	94,123	241,332	216,850	305,752
Net defined benefit retirement obligation	11	40	100	172
Deferred income	28,133	41,191	76,580	103,946
Other non-current liabilities	—	—	17,341	—
Provision	3,875	5,341	4,751	5,022
Pillar Two tax liabilities	—	—	4,613	19,253
Deferred tax liabilities	—	—	14,505	19,339
Total non-current liabilities	**1,054,722**	**1,903,976**	**1,601,610**	**968,443**
NET ASSETS	**7,106,677**	**9,698,162**	**11,397,839**	**12,098,037**
CAPITAL AND RESERVES				
Paid-in capital/share capital	1,287,140	1,379,079	1,379,079	1,379,079
Reserves	4,946,633	7,170,903	8,419,204	8,992,013
Total equity attributable to equity shareholders of the Company	**6,233,773**	**8,549,982**	**9,798,283**	**10,371,092**
Non-controlling interests	872,904	1,148,180	1,599,556	1,726,945
TOTAL EQUITY	**7,106,677**	**9,698,162**	**11,397,839**	**12,098,037**

Property, Plant and Equipment

Our property, plant and equipment primarily consisted of machinery, buildings, properties leased for own use, construction in progress and land use right. The following table sets forth a breakdown of the net carrying amount of our property, plant and equipment as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(unaudited)
Leasehold improvements	73,065	78,164	99,095	97,385
Properties leased for own use	153,826	272,808	223,588	344,811
Machinery	1,362,709	3,216,843	3,291,312	3,278,069
Equipment, furniture and fixtures	74,880	91,759	91,449	85,210
Motor vehicles	1,454	3,999	7,149	6,084
Construction in progress	1,155,318	148,584	164,838	428,184
Land use right	159,292	156,048	175,205	172,558
Buildings	415,590	1,417,133	1,406,961	1,369,210
Total	**3,396,134**	**5,385,338**	**5,459,597**	**5,781,511**

Our property, plant and equipment increased by 58.6% from RMB3,396.1 million as of December 31, 2023 to RMB5,385.3 million as of December 31, 2024, primarily due to the addition of new production line for smartphone camera modules, resulting in the increase in machinery in 2024. Our property, plant and equipment remained relatively stable at RMB5,385.3 million and RMB5,459.6 million as of December 31, 2024 and 2025, respectively. Our property, plant and equipment increased by 5.9% from RMB5,459.6 million as of December 31, 2025 to RMB5,781.5 million as of May 31, 2026, primarily due to increases in properties leased for own use and construction in progress, arising from the establishment of our new manufacturing facilities and procurement of new equipment.

Prepayment and Other Receivables

The non-current portion of our other receivables and prepayments primarily represented prepayments for purchase of property, plant and equipment, amounting to RMB103.4 million, RMB164.5 million, RMB130.9 million and RMB255.5 million as of December 31, 2023, 2024 and 2025 and May 31, 2026, respectively.

Goodwill

As of December 31, 2023, 2024 and 2025 and May 31, 2026, we recorded goodwill amounting to RMB1,950.2 million, RMB1,978.4 million, RMB1,957.6 million and RMB1,901.3 million, respectively. Our goodwill arose from business combinations prior to or during the Track Record Period.

The following table sets forth a breakdown of goodwill allocated to identified cash-generating units as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(unaudited)
Cowell Group	1,580,436	1,604,021	1,568,409	1,521,281
IMG business division of LITE-ON Group	369,785	374,369	367,448	358,290
Shanghai manufacturing factory previously under Konica Minolta, Inc.	—	—	21,727	21,727
Total	**1,950,221**	**1,978,390**	**1,957,584**	**1,901,298**

Inventories

Our inventories comprised (i) raw materials, primarily consisting of lens, motors, sensors, PCBs, chips and other electronic components; (ii) work in progress; and (iii) finished goods. The following table sets forth our inventories as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(unaudited)
Inventories				
Raw materials	683,085	1,004,573	1,223,440	1,063,223
Work in progress	237,088	359,819	362,748	487,717
Finished goods	1,341,102	2,462,949	1,732,569	2,464,520
Total	**2,261,275**	**3,827,341**	**3,318,757**	**4,015,460**

Our inventories increased by 69.3% from RMB2,261.3 million as of December 31, 2023 to RMB3,827.3 million as of December 31, 2024, primarily due to the increased orders for camera modules. Our inventories decreased by 13.3% from RMB3,827.3 million as of December 31, 2024 to RMB3,318.8 million as of December 31, 2025, primarily due to consumptions of inventories for sales during the year. Our inventories increased by 21.0% from RMB3,318.8 million as of December 31, 2025 to RMB4,015.5 million as of May 31, 2026, primarily due to increased orders from customers.

The following table sets forth an aging analysis of our inventories as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(unaudited)
Raw materials				
Within 6 months	642,863	941,999	1,176,027	975,611
6 to 12 months	39,310	43,680	22,631	81,929
Over 12 months	912	18,894	24,782	5,683
	683,085	**1,004,573**	**1,223,440**	**1,063,223**
Work-in-progress				
Within 6 months	236,787	359,332	361,656	487,717
6 to 12 months	270	460	1,092	—
Over 12 months	31	27	—	—
	237,088	**359,819**	**362,748**	**487,717**
Finished goods				
Within 6 months	1,243,616	2,401,524	1,707,895	2,419,486
6 to 12 months	93,356	59,526	22,338	43,809
Over 12 months	4,130	1,899	2,336	1,225
	1,341,102	**2,462,949**	**1,732,569**	**2,464,520**
Total	**2,261,275**	**3,827,341**	**3,318,757**	**4,015,460**

We calculate the inventory turnover days using the average of the opening and ending inventory balances for the period, divided by cost of sales of the relevant period, multiplied by the number of days in the relevant period (i.e. 365 days for each of the years ended December 31, 2023, 2024 and 2025, and 150 days for the five months ended May 31, 2026). The following table sets forth the number of our inventory turnover days for the years/period indicated:

	Year ended December 31,			Five months ended May 31,
	2023	2024	2025	2026
				(unaudited)
Inventory turnover days	60	45	42	46

Our inventory turnover days decreased from 60 days in 2023 to 45 days in 2024, primarily due to the increase in sales in 2024, leading to the faster consumption of inventories. Our inventory turnover days remained stable at 45 days, 42 days and 46 days in 2024 and 2025 and for the five months ended May 31, 2026, respectively.

As of June 30, 2026, RMB2,670.6 million, or approximately 63.3% of our inventories as of May 31, 2026 had been utilized or sold.

Trade and Other Receivables

The following table sets forth our trade and other receivables as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
		(RMB'000)		
				(unaudited)
Trade receivables, net of loss allowance	4,058,399	6,116,039	7,459,056	5,988,289
Bills receivables	88,157	111,203	47,000	34,831
Total trade and bills receivables	**4,146,556**	**6,227,242**	**7,506,056**	**6,023,120**
VAT recoverable	192,560	293,551	136,932	163,530
Other receivables and prepayments				
— *Third parties*	111,940	97,313	120,714	167,474
— *Related parties*	3,770	5,251	314	310
Subtotal	115,710	102,564	121,028	167,784
Total trade and other receivables	**4,454,826**	**6,623,357**	**7,764,016**	**6,354,434**

Trade and Bills Receivables

The balance of our trade receivables mainly represented receivables from customers for sales of our products. We grant credit terms to certain customers on a case-by-case basis. We generally grant a limited number of customers credit term of 45 to 150 days.

The table below sets forth an aging analysis of our trade and bills receivables as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(unaudited)
Trade and bills receivables				
Within 1 month	1,961,475	4,093,288	5,272,956	3,375,346
1 to 2 months	1,217,704	1,118,366	915,233	1,113,763
2 to 3 months	653,532	734,027	819,091	923,979
Over 3 months but within 12 months	313,845	281,561	498,776	610,032
Total	**4,146,556**	**6,227,242**	**7,506,056**	**6,023,120**

Our trade and bills receivables increased from RMB4,146.6 million as of December 31, 2023 to RMB6,227.2 million as of December 31, 2024, primarily due to the increase in our sales. Our trade and bills receivables increased from RMB6,227.2 million as of December 31, 2024 to RMB7,506.1 million as of December 31, 2025, primarily due to the increase in our sales. Our trade and bills receivables decreased from RMB7,506.1 million as of December 31, 2025 to RMB6,023.1 million as of May 31, 2026, primarily due to the seasonal nature of our sales, as a larger proportion of our sales is typically generated in the second half of the year, resulting in relatively higher year-end trade and bills receivables balances.

We calculate the trade and bills receivable turnover days using the average of the opening and ending trade and bills receivables balances for the period, divided by revenue for the relevant period, multiplied by the number of days in the relevant period (i.e. 365 days for each of the years ended December 31, 2023, 2024 and 2025, and 150 days for the five months ended May 31, 2026). The following table sets forth the number of our trade and bills receivables turnover days for the years/period indicated:

	Year ended December 31,			Five months ended May 31,
	2023	2024	2025	2026
				(unaudited)
Trade and bills receivable turnover days	87	68	72	74

Our trade and bills receivables turnover days decreased from 87 days in 2023 to 68 days in 2024, primarily due to the increase in revenue generated from Customer A, which had shorter credit period. Our trade and bills receivables turnover days remained relatively stable at 68 days and 72 days in 2024 and 2025, respectively. Our trade and bills receivables turnover days remained relatively stable at 72 days and 74 days in 2025 and for the five months ended May 31, 2026, respectively.

As of June 30, 2026, RMB2,323.3 million, or approximately 38.4% of our trade and bills receivables as of May 31, 2026 were subsequently settled.

VAT Recoverable

VAT recoverable represented the input VAT we paid on purchases of property, plant and equipment, raw materials, and other operating services, which can be deducted against output VAT arising from our sales and services.

Our VAT recoverable increased from RMB192.6 million as of December 31, 2023 to RMB293.6 million as of December 31, 2024, primarily arose from purchases of property, plant and equipment for our business expansion throughout the year. Our VAT recoverable decreased to RMB136.9 million as of December 31, 2025, primarily arising from lower capital expenditures in 2025. Our VAT recoverable increased to RMB163.5 million as of May 31, 2026, primarily due to an increase in capital expenditures for the acquisition and construction of fixed assets.

Other Receivables and Prepayments

Other receivables and prepayments mainly included interest receivables from bank deposits, prepayments for operating expenses and prepaid VAT levies.

Our other receivables and prepayments decreased from RMB115.7 million as of December 31, 2023 to RMB102.6 million as of December 31, 2024, primarily due to a decrease in interest receivables as we received the interest when the time deposits became matured. Our other receivables and prepayments increased from RMB102.6 million as of December 31, 2024 to RMB121.0 million as of December 31, 2025 and further to RMB167.8 million as of May 31, 2026, primarily due to an increase in prepayments and other receivables relating to an increase in accrued interest receivables resulting from the increase in bank deposits.

Trade and Other Payables

The following table sets forth our trade and other payables as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			(unaudited)
Trade payables	4,015,428	6,315,749	7,359,038	5,870,787
Accrued charges and other payables				
— Payroll payables	197,846	267,810	263,428	188,480
— Amount due to a related party	181,111	—	—	—
— Payable for machinery	219,785	505,166	328,148	363,570
— Prepayment from investors	500,000	—	—	—
— Others	167,220	208,826	239,255	245,106
	1,265,962	981,802	830,831	797,156
Total trade and other payables	**5,281,390**	**7,297,551**	**8,189,869**	**6,667,943**

Trade Payables

Our trade payables primarily represented outstanding amounts due to our suppliers of electronic parts such as sensors, PCBs, VCMs and integrated circuits. Our trade payables are normally settled in approximately 30 to 120 days.

The following table sets forth an aging analysis of our trade payables as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			(unaudited)
Trade payables				
Within 1 month	1,570,325	2,632,556	4,421,628	3,996,303
1 to 3 months	1,913,054	2,183,440	1,955,469	1,388,346
3 to 6 months	397,106	1,493,123	933,957	461,257
Over 6 months	134,943	6,630	47,984	24,881
Total	**4,015,428**	**6,315,749**	**7,359,038**	**5,870,787**

Our trade payables increased by 57.3% from RMB4,015.4 million as of December 31, 2023 to RMB6,315.7 million as of December 31, 2024, primarily due to increased purchases in anticipation of order fulfilment. Our trade payables increased by 16.5% from RMB6,315.7 million as of December 31, 2024 to RMB7,359.0 million as of December 31, 2025, primarily due to increased purchases as our business continued to grow. Our trade payables decreased by 20.2% from RMB7,359.0 million as of December 31, 2025 to RMB5,870.8 million as of May 31, 2026, primarily due to decreased purchases during the period as we had built up inventories at the end of 2025 in anticipation of production needs.

We calculate the trade payable turnover days using the average of the opening and ending trade payables balances for the period, divided by cost of sales for the relevant period, multiplied by the number of days in the relevant period (i.e. 365 days for each of the years ended December 31, 2023, 2024 and 2025, and 150 days for the five months ended May 31, 2026). The following table sets forth the number of our trade payable turnover days for the years/period indicated:

	Year ended December 31,			Five months ended May 31,
	2023	2024	2025	2026
				(unaudited)
Trade payable turnover days	96	76	80	82

Our trade payable turnover days decreased from 96 days in 2023 to 76 days in 2024, primarily due to increased costs of sales as our sales increased significantly in 2024 and the higher proportion of sales contributed by consumer electronics business in the same year, whose suppliers generally operated on shorter settlement cycles. Our trade payable turnover days remained relatively stable at 76 days, 80 days and 82 days in 2024 and 2025 and for the five months ended May 31, 2026, respectively.

As of June 30, 2026, RMB3,488.7 million, or approximately 59.4% of our trade payables as of May 31, 2026 were subsequently settled.

Accrued Charges and Other Payables

Our accrued charges and other payables comprised (i) payroll payables; (ii) amount due to a related party, which represented interest-bearing borrowings from our related parties; (iii) prepayment from investors; (iv) payable for machinery and (v) others, which primarily included payables for operating expenses.

Our accrued charges and other payables decreased by 22.4% from RMB1,266.0 million as of December 31, 2023 to RMB981.8 million as of December 31, 2024, primarily due to reclassification of the prepayment from investors to equity upon the completion of the financing transaction. Our accrued charges and other payables also decreased by 15.4% from RMB981.8 million as of December 31, 2024 to RMB830.8 million as of December 31, 2025, primarily due to the decrease in payables for machinery. Our accrued charges and other payables further decreased by 4.0% from RMB830.8 million as of December 31, 2025 to RMB797.2 million as of May 31, 2026, primarily due to decrease in payroll payables as our headcount decreased.

NET CURRENT ASSETS

The table below sets forth our current assets, current liabilities and net current assets as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			*(Unaudited)*
Current assets:				
Inventories	2,261,275	3,827,341	3,318,757	4,015,460
Trade and other receivables	4,454,826	6,623,357	7,764,016	6,354,434
Current tax recoverable	17,073	—	50,327	—
Pledged bank deposits	554,707	84,068	13,775	13,777
Restricted cash	500,000	—	—	—
Bank deposits	1,880,006	1,961,009	2,084,000	1,848,400
Cash and cash equivalents	2,301,501	2,324,222	2,310,432	3,619,076
Total current assets	**11,969,388**	**14,819,997**	**15,541,307**	**15,851,147**
Current liabilities:				
Trade and other payables	5,281,390	7,297,551	8,189,869	6,667,943
Bank loans	4,042,355	3,528,074	2,197,334	4,255,284
Lease liabilities	82,816	55,818	36,960	69,866
Current tax payable	26,545	122,670	43,788	53,513
Pillar Two tax liabilities	—	—	5,919	5,919
Contract liabilities	15,310	13,851	7,832	32,050
Dividends payable to NCI	—-	—	—	79,490
Total current liabilities	**9,448,416**	**11,017,964**	**10,481,702**	**11,164,065**
Net current assets	**2,520,972**	**3,802,033**	**5,059,605**	**4,687,082**

We had net current assets of RMB4,687.1 million as of May 31, 2026, consisting of current assets of RMB15,851.1 million and current liabilities of RMB11,164.1 million, which represented a decrease of RMB372.5 million from our net current assets of RMB5,059.6 million as of December 31, 2025. This was primarily attributable to (i) an increase in our bank loans; and (ii) a decrease in trade and other receivables as a result of decreased trade receivables balance due to seasonal fluctuations in our sales; partially offset by (i) a decrease in trade and other payables which was mainly due to decreased purchases; and (ii) an increase in inventories as a result of increased orders from customers.

We had net current assets of RMB5,059.6 million as of December 31, 2025, consisting of current assets of RMB15,541.3 million and current liabilities of RMB10,481.7 million, which represented an increase of RMB1,257.6 million from our net current assets of RMB3,802.0 million as of December 31, 2024. This was primarily attributable to (i) the increase in our trade and other receivables as a result of

increased trade receivables balance due to seasonal fluctuations in our sales; and (ii) a decrease in bank loans. Such increases were partially offset by the increase in our trade and other payables, mainly as a result of the increase in our purchases.

We had net current assets of RMB3,802.0 million as of December 31, 2024, consisting of current assets of RMB14,820.0 million and current liabilities of RMB11,018.0 million, which represented an increase of RMB1,281.1 million from our net current assets of RMB2,521.0 million as of December 31, 2023. This was primarily attributable to the increase in our trade receivables from the increased sales of our products.

LIQUIDITY AND CAPITAL RESOURCES

Overview

Our use of cash was primarily related to operating activities and capital expenditure. Historically, we financed our operations mainly through cash generated from our operating activities and financing activities. As of December 31, 2023, 2024 and 2025 and for the five months ended May 31, 2026, we had cash and cash equivalents of RMB2,301.5 million, RMB2,324.2 million, RMB2,310.4 million and RMB3,619.1 million, respectively. Our available cash and cash equivalents comprise cash and bank balances. See Note 20 to "Appendix I — Accountants' Report" for more details.

Going forward, we believe that our liquidity requirements will be satisfied with a combination of our internal resources, cash flows generated from our operating activities, financing activities, and **[REDACTED]** from the **[REDACTED]**.

Cash Flows Analysis

The following table sets forth a summary of our cash flows during the Track Record Period:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			(RMB'000)		
				(unaudited)	(unaudited)
Net cash flows generated from operating activities	974,784	780,189	3,111,399	1,511,706	443,883
Net cash flows used in investing activities	(2,399,321)	(2,363,119)	(1,111,701)	(141,244)	(340,671)
Net cash flows generated from/(used in) financing activities	2,452,546	1,589,519	(1,996,598)	264,179	1,230,994
Net increase in cash and cash equivalents	1,028,009	6,589	3,100	1,634,641	1,334,206
Cash and cash equivalents at the beginning of the year/period	1,262,522	2,301,501	2,324,222	2,324,222	2,310,432
Effect of foreign exchange rate changes	10,970	16,132	(16,890)	(1,712)	(25,562)
Cash and cash equivalents at the end of the year/period	2,301,501	2,324,222	2,310,432	3,957,151	3,619,076

Operating Activities

Net cash flows generated from operating activities consist of our profit before taxation adjusted for (i) certain non-cash or non-operating activities related items, primarily including depreciation and finance costs; (ii) the effects of movement in working capital such as inventories, prepayments, deposits

and other receivables and other payables and accruals, among others, and (iii) income tax paid. Cash flows from operating activities can be significantly affected by factors such as fluctuations of profits before taxation across periods, and the amount of trade receivables from customers and the amount of payment of trade payables to suppliers or other counterparties during the ordinary course of our business, which also primarily accounted for the difference in the net cash flows generated from operating activities across periods during the Track Record Period.

Our net cash from operating activities was RMB443.8 million for the five months ended May 31, 2026. This net cash inflow was mainly attributable to (i) profit before tax of RMB913.3 million, as adjusted to reflect non-cash or non-operating items, which primarily consisted of depreciation and finance costs; (ii) an increase in trade and other payables of RMB1,583.1 million; (iii) an increase in inventories of RMB696.7 million; partially offset by (iv) a decrease in trade and other receivables of RMB1,418.5 million.

Our net cash from operating activities was RMB3,111.4 million in 2025. This net cash inflow was mainly attributable to (i) profit before tax of RMB1,914.9 million, as adjusted to reflect non-cash or non-operating items, which primarily consisted of depreciation and finance costs; (ii) an increase in trade and other payables of RMB1,049.2 million; (iii) a decrease in inventories of RMB554.7 million; partially offset by (iv) an increase in trade and other receivables of RMB1,144.9 million.

Our net cash from operating activities was RMB780.2 million in 2024. This net cash inflow was attributable to (i) profit before tax of RMB1,172.1 million, as adjusted to reflect non-cash or non-operating items, which primarily consisted of depreciation, finance costs and impairment loss on property, plant and equipment; (ii) an increase in trade and other payables of RMB2,414.1 million. These were partially offset by (i) an increase in trade and other receivables of RMB2,264.8 million; and (ii) an increase in inventories of RMB1,566.1 million.

Our net cash from operating activities was RMB974.8 million in 2023. This net cash inflow was attributable to (i) profit before tax of RMB629.7 million, as adjusted to reflect non-cash or non-operating items, which primarily consisted of depreciation and finance costs; and (ii) an increase in trade and other payables of RMB1,081.2 million. These were partially offset by an increase in trade and other receivables of RMB1,177.4 million.

Investing Activities

Our net cash used in investing activities was RMB340.7 million for the five months ended May 31, 2026. This net cash outflow was mainly attributable to (i) the placement of new bank deposits of RMB964.4 million; and (ii) purchases of property, plant and equipment of RMB655.3 million. This net cash outflow was partially offset by proceeds from matured bank deposits of RMB1,200.0 million.

Our net cash used in investing activities was RMB1,111.7 million in 2025. This net cash outflow was primarily due to (i) purchases of property, plant and equipment of RMB1,121.4 million; and (ii) the placement of new bank deposits of RMB999.0 million. This net cash outflow was partially offset by proceeds from matured bank deposits of RMB875.0 million.

Our net cash used in investing activities was RMB2,363.1 million in 2024. This net cash outflow was primarily due to (i) the placement of new bank deposits of RMB5,159.4 million; and (ii) purchases of property, plant and equipment of RMB2,454.5 million. This net cash outflow was partially offset by proceeds from matured bank deposits of RMB5,078.6 million.

Our net cash used in investing activities was RMB2,399.3 million in 2023. This net cash outflow was primarily due to (i) the placement of new bank deposits of RMB7,520.5 million; and (ii) purchases of property, plant and equipment of RMB1,155.7 million. This net cash outflow was partially offset by proceeds from matured bank deposits of RMB6,350.5 million.

Financing Activities

Our net cash from financing activities was RMB1,231.0 million for the five months ended May 31, 2026. This net cash inflow was mainly attributable to the proceeds from new bank loans of RMB2,891.3 million, partially offset by the repayment of bank loans of RMB1,571.6 million.

Our net cash used in financing activities was RMB1,996.6 million in 2025. This net cash outflow was primarily due to the repayment of bank loans of RMB9,700.8 million, partially offset by the proceeds of new bank loans of RMB8,041.8 million.

Our net cash from financing activities was RMB1,589.5 million in 2024. This net cash inflow was primarily due to (i) the proceeds of new bank loans of RMB10,914.7 million; and (ii) proceeds from capital contribution from investors of RMB1,500.0 million. This net cash inflow was partially offset by the repayment of bank loans of RMB10,755.1 million.

Our net cash from financing activities was RMB2,452.5 million in 2023. This net cash inflow was primarily due to (i) the proceeds from new bank loans of RMB11,411.1 million; and (ii) proceeds from capital contributions from investors of RMB740.0 million. This net cash inflow was partially offset by (i) the repayment of bank loans of RMB8,924.5 million; and (ii) increase in pledged bank deposits of RMB526.5 million.

Working Capital Sufficiency

Taking into account the financial resources available to us, including our cash and cash equivalent on hands, cash flows from operating activities and the estimated **[REDACTED]** from the **[REDACTED]**, our Directors are of the view that we have sufficient working capital to meet our present requirements and for the next 12 months from the date of this document.

INDEBTEDNESS AND CONTINGENT LIABILITIES

Indebtedness

During the Track Record Period, our indebtedness consisted of (i) bank loans; (ii) lease liabilities; and (iii) an amount due to a related party, as recognized as part of the trade and other payables. The following table sets forth a breakdown of our indebtedness as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(Unaudited)
Included in current liabilities				
Bank loans	4,042,355	3,528,074	2,197,334	4,255,284
Lease liabilities	82,816	55,818	36,960	69,866
Amount due to a related party	181,111	—	—	—
Sub-total	**4,306,282**	**3,583,892**	**2,234,294**	**4,325,150**
Included in non-current liabilities				
Bank loans	928,580	1,616,072	1,266,870	514,959
Lease liabilities	94,123	241,332	216,850	305,752
Sub-total	**1,022,703**	**1,857,404**	**1,483,720**	**820,711**
Total indebtedness	**5,328,985**	**5,441,296**	**3,718,014**	**5,145,861**

Our Directors confirm that there has been no material change in our indebtedness position since May 31, 2026, being the latest practicable date for the purpose of the indebtedness statement. As of the Latest Practicable Date, there was no material restrictive covenant in our indebtedness which could significantly limit our ability to undertake additional debt or equity financing, nor was there any breach of covenant during the Track Record Period and up to the Latest Practicable Date. As of the Latest Practicable Date, except for bank borrowings, we did not have plans for other material external debt financing.

Bank loans

The following set out a breakdown of our bank loans as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
	(RMB'000)			
				(Unaudited)
Non-current	928,580	1,616,072	1,266,870	514,959
Current	4,042,355	3,528,074	2,197,334	4,255,284
Total	**4,970,935**	**5,144,146**	**3,464,204**	**4,770,243**

During the Track Record Period, our bank loans came from commercial banks and financial institutions bearing effective interest rates in the range of 1.05% to 6.70% per annum.

As of December 31, 2023 and 2024, our bank loans were guaranteed by the Company, certain subsidiaries and/or a Director. As of December 31, 2025 and May 31, 2026, our bank loans were guaranteed by the Company. Additionally, as of December 31, 2023, 2024 and 2025 and May 31, 2026,

bank loans of RMB1,485.2 million, RMB968.9 million, RMB741.0 million and RMB659.6 million, respectively, were secured by certain assets of our Group with carrying values amounting to RMB658.5 million, RMB1,121.5 million, RMB1,011.8 million and RMB1,007.8 million as of the respective dates. As of December 31, 2024 and 2025 and May 31, 2026, secured bank loans included the loans which were pledged by 87,060,000 shares of Cowell. See Note 22 to "Appendix I — Accountants' Report" for more details.

Our Directors confirm that as of the Latest Practicable Date, there was no material covenant on any of our outstanding debt and there was no breach of any covenant during the Track Record Period and up to the Latest Practicable Date. Our Directors further confirm that we did not experience any difficulty in obtaining bank loans or default in payment of bank loans during the Track Record Period and up to the Latest Practicable Date.

As of May 31, 2026, we had committed unutilized credit facilities of RMB9,633.2 million. We do not anticipate any material changes to the availability of bank financing to finance our operations in the future, although we cannot assure you that we will be able to access bank financing on favorable terms or at all.

Lease Liabilities

Our lease liabilities mainly represent the amount to be paid by us as the lessee for the leases of premises for our production and operating uses. The following table sets forth the carrying amount of our lease liabilities as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
		(RMB'000)		
				(Unaudited)
Non-current	94,123	241,332	216,850	305,752
Current	82,816	55,818	36,960	69,866
Total	**176,939**	**297,150**	**253,810**	**375,618**

Our lease liabilities increased from RMB176.9 million as of December 31, 2023 to RMB297.2 million as of December 31, 2024, primarily because we renewed our leases and entered into additional lease agreements. Our lease liabilities decreased from RMB297.2 million as of December 31, 2024 to RMB253.8 million as of December 31, 2025, primarily due to expiry of certain leases. Our lease liabilities increased from RMB253.8 million as of December 31, 2025 to RMB375.6 million as of May 31, 2026, primarily as we renewed certain of our leases.

Contingent Liabilities

As of December 31, 2023, 2024, 2025 and May 31, 2026, we did not have any material contingent liabilities. As of the Latest Practicable Date, there had been no material changes or arrangements to our contingent liabilities.

Save as disclosed above, we did not have any bank loans and debentures, or any loan capital issued and outstanding or agreed to be issued, bank overdraft, borrowing or similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchases or finance lease commitments, guarantees or other material contingent liabilities

as of May 31, 2026, the latest date for determining our indebtedness. Our Directors confirm that there has not been any material change in our indebtedness since May 31, 2026, the latest date for determining our indebtedness, up to the date of this document.

CAPITAL EXPENDITURES AND CONTRACTUAL COMMITMENTS

Capital Expenditures

Our capital expenditures during the Track Record Period primarily consisted of expenditures on (i) property, plant and equipment; and (ii) intangible assets. The following table sets forth our capital expenditures for the years/periods indicated:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
			(RMB'000)		
				(unaudited)	(unaudited)
Payments for purchase of:					
Property, plant and equipment	1,155,670	2,454,460	1,121,394	515,626	655,323
Intangible assets	24,535	4,924	1,901	107	224
Total	**1,180,205**	**2,459,384**	**1,123,295**	**515,733**	**655,547**

We expect to fund our future capital expenditures with our operating cash flows. We may adjust our capital expenditures for any given period according to our ongoing business needs and in light of market conditions or other factors we believe appropriate.

Contractual Commitments

The following table sets forth our contractual commitments as of the dates indicated:

	As of December 31,			As of May 31,
	2023	2024	2025	2026
		(RMB'000)		
				(unaudited)
Contracted for the acquisition of property, plant and equipment	430,587	191,252	113,540	310,581

OFF-BALANCE SHEET ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any off-balance sheet transactions.

MATERIAL RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time during our ordinary course of business and on terms comparable to the terms of transactions with other entities that are not our related parties and the market price during the relevant period. Upon the completion of this **[REDACTED]**, we will comply with the relevant Listing Rules and adopt a more prudent approach when reviewing and engaging related party transactions.

During the Track Record Period, we entered into certain related party transactions from time to time, primarily related to compensation of our key management personnel, sales of raw materials and finished goods, purchase of raw materials and equipment, purchases from and provision of labor services to our related parties and leasing of properties. See Note 31 to the Accountants' Report in Appendix I to this document for details of transactions carried out with our related parties during the Track Record Period.

It is the view of our Directors that each of the related party transactions set out in Note 31 of the Accountants' Report in Appendix I to this document (i) were conducted on normal commercial terms and/or on terms not less favorable than terms available from Independent Third Parties, which are considered fair, reasonable and in the interest of our Shareholders as a whole; and (ii) do not distort our Track Record Period results or make our historical results not reflective of future performance.

KEY FINANCIAL RATIOS

The following table sets forth certain of our key financial ratios as of the dates or for the years/period indicated:

	Year ended December 31,			Five months ended May 31,
	2023	2024	2025	2026
Profitability ratios				
Gross profit margin *(%)*[(1)]	12.0	10.8	10.8	11.6
Net profit margin *(%)*[(2)]	3.9	3.8	4.9	5.7
Return on equity *(%)*[(3)]	9.3	12.5	16.0	15.9
Return on assets *(%)*[(4)]	4.0	5.2	7.3	7.8

	As of December 31,			As of May 31,
	2023	2024	2025	2026
Liquidity ratios				
Current ratio *(times)*[(5)]	1.3	1.3	1.5	1.4
Quick ratio *(times)*[(6)]	1.0	1.0	1.2	1.1
Capital adequacy ratio				
Gearing ratio *(%)*[(7)]	75.0	56.1	32.6	42.5

Notes:

(1) Gross profit margin is calculated based on gross profit divided by revenue and multiplied by 100%.

(2) Net profit margin is calculated based on profit or loss for the period divided by revenue and multiplied by 100%.

(3) Return on equity is calculated based on profit for the year (or annualized profit for a period less than a year) divided by the arithmetic mean of the opening and closing balances of total equity and multiplied by 100%.

(4) Return on assets is calculated based on profit for the year (or annualized profit for a period less than a year) divided by the arithmetic mean of the opening and closing balances of total assets and multiplied by 100%.

(5) Current ratio is calculated based on total current assets divided by total current liabilities.

(6) Quick ratio is calculated based on total current assets less inventories divided by total current liabilities.

(7) Gearing ratio is calculated based on total debts (including bank loans, lease liabilities and amount due to a related party) divided by total equity multiplied by 100%.

Gross Profit Margin and Net Profit Margin

See "— Principal Components of Consolidated Statements of Profit or Loss" for a discussion of the factors affecting our gross profit margin and net profit or loss margin during the respective periods.

Return on Equity

Our return on equity increased from 9.3% in 2023 to 12.5% in 2024 and to 16.0% in 2025, primarily due to an increase in our profit as a result of business expansion. Our return on equity remained stable at 16.0% in 2025 and 15.9% for the five months ended May 31, 2026.

Return on Assets

Our return on assets increased from 4.0% in 2023 to 5.2% in 2024, and to 7.3% in 2025, primarily due to an increase in our profit as a result of business expansion. Our return on assets remained relatively stable at 7.3% in 2025 and 7.8% for the five months ended May 31, 2026.

Current Ratio

Our current ratio remained relatively stable at 1.3 times, 1.3 times, 1.5 times and 1.4 times as of December 31, 2023, 2024 and 2025 and May 31, 2026, respectively.

Quick Ratio

Our quick ratio remained stable at 1.0 times, 1.0 times, 1.2 times and 1.1 times as of December 31, 2023, 2024 and 2025 and May 31, 2026, respectively.

Gearing Ratio

Our gearing ratio decreased from 75.0% as of December 31, 2023 to 56.1% as of December 31, 2024, primarily due to an increase in our total equity. Our gearing ratio decreased from 56.1% as of December 31, 2024 to 32.6% as of December 31, 2025, primarily due to a decrease in our bank loans and an increase in total equity resulting mainly from profits generated during the year. Our gearing ratio increased from 32.6% as of December 31, 2025 to 42.5% as of May 31, 2026, primarily due to increases in our bank loans and lease liabilities.

FINANCIAL RISKS

We are exposed to a variety of financial risks, including credit risk, liquidity risk, currency risk and interest rate risk in the ordinary course of our business, as set out below. We manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner. As of the Latest Practicable Date, we did not hedge or consider necessary to hedge any of these risks.

Credit Risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to our Group. Our credit risk is primarily attributable to trade receivables. Our exposure to credit risk arising from cash and cash equivalents, bills receivables, restricted cash, bank deposits and pledged bank deposits is limited because the counterparties are banks for which the Group considers to have low credit risk. See Note 29 in the Accountants' Report set out in Appendix I to this document for details.

Liquidity Risk

Individual operating entities within our Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to the approval by our Board in respect of borrowings. Our policy is to regularly monitor current and expected liquidity requirements and our compliance with lending covenants, if any, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet liquidity requirements in the short and longer term. See Note 29 in the Accountants' Report set out in Appendix I to this document for details.

Currency Risk

Our Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars, RMB and Hong Kong dollars. See Note 29 in the Accountants' Report set out in Appendix I to this document for details.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our interest rate risk arises primarily from bank loans. Borrowings issued at variable rates and fixed rates expose us to cash flow interest rate risk. See Note 29 in the Accountants' Report set out in Appendix I to this document for details.

DIVIDENDS

We are incorporated under the laws of the PRC. Any dividends we pay will be at the discretion of our Directors in accordance with relevant regulations subject to the approval by the Company's shareholders and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors which our Directors consider relevant.

Under the applicable PRC laws and regulations, a PRC incorporated company is required to set aside at least 10% of its after-tax profits each year, after making up previous years' accumulated losses, if any, to contribute to certain statutory reserve funds until the aggregate amount contributed to such funds reaches 50% of its registered capital. As advised by our PRC Legal Advisors, our PRC companies cannot pay dividends if such companies are in an accumulated loss position.

No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. Our Directors have the absolute discretion to recommend any dividend subject to our constitutional documents and the relevant laws. We cannot assure you that our Company will be able to declare dividends of any amount each year or in any year.

DISTRIBUTABLE RESERVES

As of May 31, 2026, our Company had retained profits of RMB30.7 million, which could be distributed subject to current articles of association of the Company and the PRC Company Law.

[REDACTED] EXPENSES

Our **[REDACTED]** expenses mainly include **[REDACTED]** commissions, professional fees paid to legal advisors, the Reporting Accountants and other professional parties for their services rendered in relation to the **[REDACTED]** and the **[REDACTED]**.

Based on the **[REDACTED]** of HK$**[REDACTED]** per Share, the total estimated **[REDACTED]** expenses in relation to the **[REDACTED]** are RMB**[REDACTED]** (HK$**[REDACTED]**), assuming the **[REDACTED]** is not exercised, which constitute approximately **[REDACTED]**% of the **[REDACTED]**. Our total **[REDACTED]** expenses consist of (i) **[REDACTED]** expenses and fees (including **[REDACTED]**, Stock Exchange trading fee, SFC and AFRC transaction levy) of RMB**[REDACTED]** (HK$**[REDACTED]**); and (ii) **[REDACTED]** expenses of RMB**[REDACTED]** million (HK$**[REDACTED]**), including (a) fees payable to legal advisors and Reporting Accountants of RMB**[REDACTED]** (HK$**[REDACTED]**) and (b) other fees and expenses of RMB**[REDACTED]** (HK$**[REDACTED]**). During the Track Record Period, **[REDACTED]** expenses of RMB**[REDACTED]** and RMB**[REDACTED]** were incurred in consolidated profit or loss for the year ended December 31, 2025 and the five months ended May 31, 2026, respectively. Among the total **[REDACTED]** expenses, HK$**[REDACTED]** is expected to be charged to profit or loss and HK$**[REDACTED]** directly attributable to the issue of the **[REDACTED]** is expected to be deducted from equity upon the completion of the **[REDACTED]**.

Our Directors do not expect that such expenses will have a material adverse effect on our results of operations for the year ending December 31, 2026.

UNAUDITED [REDACTED] ADJUSTED NET TANGIBLE ASSETS

See Appendix II to this document for the unaudited **[REDACTED]** statement of adjusted net tangible assets of our Group, and is set out therein to illustrate the effect of the **[REDACTED]** on the net tangible assets of our Group attributable to the equity holders of our Company as of May 31, 2026 as if the **[REDACTED]** had taken place on that date.

RECENT DEVELOPMENT

Recent Business and Financial Performance

Subsequent to the Track Record Period, we experienced a continuous increase in our sales revenue and volume, yielding positive operational and financial results. Our revenue for the six months ended June 30, 2026 increased as compared to the same period in 2025, due to an increasing demand of our products from customers, in particular, our consumer electronics products. Additionally, our sales volume for the six months ended June 30, 2026 increased as compared to the same period in 2025.

No Material Adverse Change

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, (i) there has been no material adverse change in our business, the industry where we operate, or market or

regulatory environment to which we are subject; (ii) there has been no material adverse change in our financial or trading position or prospects since May 31, 2026, being the latest end date of the periods reported on the Accountants' Report in Appendix I to this document; or (iii) there has been no event since May 31, 2026 that would materially affect the information shown in the Accountants' Report set forth in Appendix I to this document.

DISCLOSURE REQUIRED UNDER THE LISTING RULES

We confirm that, as of the Latest Practicable Date, there were no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 in Chapter 13 of the Listing Rules upon the **[REDACTED]** of the Shares on the Stock Exchange.

FUTURE PLANS AND PROSPECTS

See "Business — Our Strategies" for a detailed description of our future plans.

[REDACTED]

Assuming an **[REDACTED]** of HK$**[REDACTED]** per H share (being the **[REDACTED]** of the **[REDACTED]** of HK$**[REDACTED]** to HK$**[REDACTED]** per H share) and that the **[REDACTED]** is not exercised, we expect to receive **[REDACTED]** of approximately HK$**[REDACTED]** from the **[REDACTED]** after deducting **[REDACTED]** and other estimated expenses paid and payable in connection with the **[REDACTED]**. Pursuant to our strategy, we intend to use the **[REDACTED]** from the **[REDACTED]** for the purposes and in the amounts set forth below:

Approximately [REDACTED]% of the [REDACTED], or HK$[REDACTED], is expected to be used for R&D and innovation in precision optical products and related technologies, including:

Approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]** is expected to be used for the continuous upgrading of our core products and related technologies. We plan to maintain our focus on R&D of mid- to high-end precision optical modules and upstream components to continuously introduce cutting-edge products that align with industry trends and customer demands. Specifically, we plan to continue investing in areas including but not limited to: (i) the iterative development of optical modules such as continuous optical zoom and variable apertures to further enhance the imaging quality and performance of our optical module products; (ii) material optimization of glass prisms for periscope cameras to achieve further improvements in weight and cost efficiency; and (iii) driving the further miniaturization of master camera modules through the integration of advanced software algorithms and optical structural design.

Approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, is expected to be used for advancing the development of emerging products. We plan to focus on the broad emerging optical scenarios to make forward-looking deployments, achieving long-term growth in both our business scale and profitability. Emerging products that we plan to continue advancing include, but are not limited to: (i) core components for XR smart devices and smart glasses, such as micro-display optical engines and thin optical waveguides; (ii) sensing modules for intelligent robots; and (iii) naked-eye 3D products and components. Leveraging our optical technology reserves, we intend to seize the vast opportunities presented by the next wave of technological transformation.

Approximately [REDACTED]% of the [REDACTED], or HK$[REDACTED], is expected to be used for the optimization and upgrade of the intelligent manufacturing platform:

Approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, is expected to be used for R&D of our technologies in manufacturing processes and procedures. Specifically, we plan to invest in the following process technologies, including but not limited to: (i) iterative R&D of multi-axis AA high-precision adjustment technology and algorithms to further optimize the assembly quality of our multi-group modules; and (ii) various miniaturization packaging technologies to advance the mass production of more compact optical modules.

Approximately **[REDACTED]**% of the **[REDACTED]**, or HK$**[REDACTED]**, is expected to be used for the purchase and deployment of various types of automation production and testing equipment or systems. Our visionary investment in automated production lines has laid a crucial foundation for maintaining highly efficient production and delivery capabilities as well as superior product quality. We plan to continue to invest in and introduce or independently develop advanced automated equipment

and systems for production and testing, integrating them deeply with our existing highly intelligent production management system. This will enable us to continuously enhance our delivery capabilities to keep pace with ongoing technological advancements and diverse customer demands.

Approximately [REDACTED]% of the [REDACTED], or HK$[REDACTED], is expected to be used for investing in upstream high-quality targets in the industry value chain or other related industries:

We plan to continue investing in or acquiring high-quality enterprises across the upstream of the precision optical solutions industry to further deepen our vertical integration capabilities along the industry value chain. Meanwhile, we plan to focus on merger and acquisition opportunities to further expand our business breadth and customer coverage through horizontal integration. We also plan to focus on investment opportunities in emerging fields to fuel our long-term growth.

We believe such investments will enable us to continuously optimize cost efficiency, swiftly seize development opportunities in emerging industries, and achieve sustained business expansion, thereby solidifying our leading position in the precision optical solutions industry.

Approximately [REDACTED]% of the [REDACTED], or HK$[REDACTED], is expected to be used to repay certain existing interest-bearing bank borrowings.

Specifically, we intend to repay part of our interest-bearing bank borrowings, with a total principal amount of RMB454.0 million outstanding from three commercial banks, bearing an annual interest rate ranging from 1.3% to 2.1%, which were used as working capital. Such bank borrowings will mature in the first or second quarter of 2027. By settling these interest-bearing liabilities, we will be able to optimize our capital structure, reduce finance costs, and enhance our overall risk resilience and future financing flexibility.

Approximately [REDACTED]% of the [REDACTED], or HK$[REDACTED], is expected to be used for working capital and general corporate purposes.

If the **[REDACTED]** is exercised in full, the **[REDACTED]** that we will receive will be approximately HK$**[REDACTED]**, assuming an **[REDACTED]** of HK$**[REDACTED]** per Share. In the event that the **[REDACTED]** is exercised, we intend to apply the additional **[REDACTED]** to the above purposes on a pro rata basis.

To the extent that our **[REDACTED]** are not sufficient to fund the purposes set out above, we intend to fund the balance through a variety of means, including cash generated from operations, bank loans and other borrowings.

If any part of our plan does not proceed as planned for reasons such as changes in government policies that would render any of our plans not viable, or the occurrence of force majeure events, our Directors will carefully evaluate the situation and may reallocate the **[REDACTED]** from the **[REDACTED]**. We will issue an appropriate announcement if there is any material change to the above proposed **[REDACTED]**.

If the **[REDACTED]** of the **[REDACTED]** are not immediately applied to the above purposes, and to the extent permitted by the relevant laws and regulations, we will only deposit those **[REDACTED]** into short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the SFO or applicable laws and regulations in other jurisdictions).

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

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[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

The following is the text of a report set out on pages I-1 to I-99, received from the Company's reporting accountants, KPMG, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document.

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF LUXVISIONS INNOVATION TECHNOLOGY CORP. LIMITED AND CITIC SECURITIES (HONG KONG) LIMITED AND CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED

Introduction

We report on the historical financial information of Luxvisions Innovation Technology Corp. Limited (the "**Company**") and its subsidiaries (together, the "**Group**") set out on pages I-4 to I-99, which comprises the consolidated statements of financial position of the Group and the statements of financial position of the Company as at December 31, 2023, 2024 and 2025, and the consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements for each of the years ended December 31, 2023, 2024 and 2025 (the "**Track Record Period**"), and material accounting policy information and other explanatory information (together, the "**Historical Financial Information**"). The Historical Financial Information set out on pages I-4 to I-99 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [Date] (the "**Document**") in connection with the **[REDACTED]** of H shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited.

Directors' responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 "Accountants' Reports on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that

gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purpose of the accountants' report, a true and fair view of the Company's and the Group's financial position as at December 31, 2023, 2024 and 2025 and of the Group's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information.

Review of interim financial information

We have reviewed the interim financial information of the Group which comprises the consolidated statement of financial position of the Group and the statement of financial position of the Company as at May 31, 2026, and the consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements for the five months ended May 31, 2025 and 2026 and other explanatory information (the "**Interim Financial Information**"). The directors of the Company are responsible for the preparation and presentation of the Interim Financial Information in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information. Our responsibility is to express a conclusion on the Interim Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" as issued by the HKICPA. A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Financial Information, for the purpose of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

Dividends

We refer to Note 28(d) to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Track Record Period.

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
[Date]

HISTORICAL FINANCIAL INFORMATION

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, were audited by KPMG under separate terms of engagement with the Company in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "**Underlying Financial Statements**").

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

*(Expressed in Renminbi ("**RMB**"))*

	Notes	Year ended December 31,			Five months ended May 31,	
		2023	2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Revenue	*4*	15,247,562	27,914,466	34,754,998	11,880,618	13,623,763
Cost of sales		(13,424,607)	(24,889,356)	(31,004,941)	(10,569,012)	(12,044,785)
Gross profit		1,822,955	3,025,110	3,750,057	1,311,606	1,578,978
Other income/(loss)	*5*	182,999	(42,269)	163,473	97,908	57,323
Selling and distribution expenses		(74,613)	(89,558)	(141,782)	(44,979)	(47,747)
Administrative expenses		(261,870)	(376,989)	(319,958)	(87,981)	(149,830)
Research and development expenses		(808,265)	(1,092,371)	(1,351,265)	(547,149)	(457,671)
Profit from operations		861,206	1,423,923	2,100,525	729,405	981,053
Finance costs	*6(a)*	(231,123)	(251,848)	(183,243)	(94,285)	(66,533)
Share of losses of joint ventures and associates		(400)	—	(2,402)	(378)	(1,189)
Profit before taxation	*6*	629,683	1,172,075	1,914,880	634,742	913,331
Income tax expense	*7(a)*	(42,022)	(120,494)	(224,954)	(111,991)	(137,044)
Profit for the year/period		587,661	1,051,581	1,689,926	522,751	776,287
Attributable to:						
Equity shareholders of the Company		499,001	794,984	1,285,895	384,938	581,430
Non-controlling interests ("**NCIs**")		88,660	256,597	404,031	137,813	194,857
Profit for the year/period		587,661	1,051,581	1,689,926	522,751	776,287
Earnings per share	*10*					
Basic *(RMB)*		0.39	0.59	0.94	0.28	0.42
Diluted *(RMB)*		0.38	0.57	0.91	0.27	0.41

The accompanying notes are integral part of the Historical Financial Information.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(Expressed in RMB)

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Profit for the year/period	587,661	1,051,581	1,689,926	522,751	776,287
Other comprehensive income for the year/period (after nil tax adjustments):					
Item that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of financial statements	(18,972)	(16,692)	(4,059)	6,776	(24,379)
Item that will not be reclassified to profit or loss:					
Remeasurement of net defined benefit obligation	(63)	(199)	7	—	—
	(19,035)	(16,891)	(4,052)	6,776	(24,379)
Total comprehensive income for the year/period	568,626	1,034,690	1,685,874	529,527	751,908
Attributable to:					
Equity shareholders of the Company	482,928	789,297	1,283,036	389,530	555,440
NCIs	85,698	245,393	402,838	139,997	196,468
Total comprehensive income for the year/period	568,626	1,034,690	1,685,874	529,527	751,908

The accompanying notes are integral part of the Historical Financial Information.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in RMB)

	Notes	As at December 31,			As at May 31,
		2023	2024	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Non-current assets					
Property, plant and equipment	*11*	3,396,134	5,385,338	5,459,597	5,781,511
Intangible assets	*12*	45,083	26,045	10,562	7,773
Goodwill	*13*	1,950,221	1,978,390	1,957,584	1,901,298
Interests in joint ventures and associates	*14*	4,000	4,000	58,673	57,484
Other financial assets at fair value through profit or loss ("FVPL")	*17*	20,000	37,682	69,291	104,727
Prepayment and other receivables	*19(b)*	103,404	164,535	130,906	255,532
Deferred tax assets	*27(a)*	121,585	204,115	253,231	271,073
		5,640,427	7,800,105	7,939,844	8,379,398
Current assets					
Inventories	*18*	2,261,275	3,827,341	3,318,757	4,015,460
Trade and other receivables	*19*	4,454,826	6,623,357	7,764,016	6,354,434
Current tax recoverable		17,073	—	50,327	—
Pledged bank deposits	*20(e)*	554,707	84,068	13,775	13,777
Restricted cash	*20(f)*	500,000	—	—	—
Bank deposits	*20(a)*	1,880,006	1,961,009	2,084,000	1,848,400
Cash and cash equivalents	*20(a)*	2,301,501	2,324,222	2,310,432	3,619,076
		11,969,388	14,819,997	15,541,307	15,851,147
Current liabilities					
Trade and other payables	*21*	5,281,390	7,297,551	8,189,869	6,667,943
Bank loans	*22*	4,042,355	3,528,074	2,197,334	4,255,284
Lease liabilities	*23*	82,816	55,818	36,960	69,866
Current tax payable		26,545	122,670	43,788	53,513
Pillar Two tax liabilities		—	—	5,919	5,919
Contract liabilities		15,310	13,851	7,832	32,050
Dividends payable to NCI		—	—	—	79,490
		9,448,416	11,017,964	10,481,702	11,164,065

	Notes	As at December 31,			As at May 31,
		2023	2024	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Net current assets		2,520,972	3,802,033	5,059,605	4,687,082
Total assets less current liabilities		8,161,399	11,602,138	12,999,449	13,066,480
Non-current liabilities					
Bank loans	*22*	928,580	1,616,072	1,266,870	514,959
Lease liabilities	*23*	94,123	241,332	216,850	305,752
Net defined benefit retirement obligation		11	40	100	172
Deferred income	*26*	28,133	41,191	76,580	103,946
Other non-current liabilities		—	—	17,341	—
Provision		3,875	5,341	4,751	5,022
Pillar Two tax liabilities		—	—	4,613	19,253
Deferred tax liabilities	*27(a)*	—	—	14,505	19,339
		1,054,722	1,903,976	1,601,610	968,443
NET ASSETS		7,106,677	9,698,162	11,397,839	12,098,037
CAPITAL AND RESERVES					
Paid-in capital/share capital	*28(b)/(c)*	1,287,140	1,379,079	1,379,079	1,379,079
Reserves		4,946,633	7,170,903	8,419,204	8,992,013
Total equity attributable to equity shareholders of the Company		6,233,773	8,549,982	9,798,283	10,371,092
NCIs		872,904	1,148,180	1,599,556	1,726,945
TOTAL EQUITY		7,106,677	9,698,162	11,397,839	12,098,037

The accompanying notes are integral part of the Historical Financial Information.

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

(Expressed in RMB)

	Notes	As at December 31,			As at May 31,
		2023	2024	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Non-current assets					
Property, plant and equipment	*11*	1,465,923	1,933,338	2,000,857	2,093,003
Intangible assets	*12*	27,736	14,904	2,745	1,740
Goodwill	*13*	62,660	62,660	62,660	62,660
Interests in subsidiaries	*16*	6,783,790	6,822,107	7,041,711	7,058,091
Interest in a joint venture		—	—	4,000	4,000
Other financial assets at FVPL		—	4,000	4,000	4,000
Prepayment and other receivables	*19(b)*	—	16,522	18,941	158,516
Deferred tax assets	*27(a)*	50,361	85,447	132,083	136,026
		8,390,470	8,938,978	9,266,997	9,518,036
Current assets					
Inventories	*18*	608,752	899,922	920,949	900,928
Trade and other receivables	*19*	4,094,608	4,779,816	4,611,802	4,927,087
Pledged bank deposits	*20(e)*	20,207	—	—	—
Restricted cash	*20(f)*	500,000	—	—	—
Bank deposits	*20(a)*	—	—	—	496,500
Cash and cash equivalents	*20(a)*	91,213	27,995	99,531	26,530
		5,314,780	5,707,733	5,632,282	6,351,045
Current liabilities					
Trade and other payables	*21*	5,497,174	5,292,244	5,327,082	5,008,374
Bank loans	*22*	1,955,885	1,644,492	1,931,985	3,180,508
Lease liabilities	*23*	54,408	25,929	793	33,690
Contract liabilities		9,518	3,000	4,141	5,865
		7,516,985	6,965,665	7,264,001	8,228,437
Net current liabilities		(2,202,205)	(1,257,932)	(1,631,719)	(1,877,392)
Total assets less current liabilities		6,188,265	7,681,046	7,635,278	7,640,644
Non-current liabilities					
Bank loans	*22*	643,375	537,211	377,700	318,800
Lease liabilities	*23*	20,239	793	—	100,289
Deferred income	*26*	7,155	13,719	44,362	52,048
Other non-current liabilities		—	—	17,341	—
Provision		1,898	2,206	1,736	1,983
		672,667	553,929	441,139	473,120
NET ASSETS		5,515,598	7,127,117	7,194,139	7,167,524
CAPITAL AND RESERVES	*28(a)*				
Paid-in capital/share capital		1,287,140	1,379,079	1,379,079	1,379,079
Reserves		4,228,458	5,748,038	5,815,060	5,788,445
TOTAL EQUITY		5,515,598	7,127,117	7,194,139	7,167,524

The accompanying notes are integral part of the Historical Financial Information.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Expressed in RMB)

		Attributable to equity shareholders of the Company									
	Notes	Paid-in capital	Capital reserve	Other reserve	Shares held for share award scheme	PRC statutory reserve	Exchange reserve	Retained profits	Total	NCI	Total
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
		28(b)	*28(e)(i)*	*28(e)(ii)*	*28(e)(v)*	*28(e)(iii)*	*28(e)(iv)*				
Balance at January 1, 2023		1,241,932	2,930,693	(194,075)	(13,703)	144,616	(85,302)	833,539	4,857,700	668,548	5,526,248
Changes in equity for 2023:											
Profit for the year		—	—	—	—	—	—	499,001	499,001	88,660	587,661
Other comprehensive income		—	—	—	—	—	(16,073)	—	(16,073)	(2,962)	(19,035)
Total comprehensive income		—	—	—	—	—	(16,073)	499,001	482,928	85,698	568,626
Capital injection from investors	*28(b)*	45,208	694,792	—	—	—	—	—	740,000	—	740,000
Transfer from retained profits		—	—	—	—	72,511	—	(72,511)	—	—	—
Shares issued under share option scheme		—	—	4,331	—	—	—	—	4,331	46,100	50,431
Equity settled share-based transactions		—	16,664	5,142	244	—	—	—	22,050	3,170	25,220
Disposal of interests in non-wholly owned subsidiaries, net	*28(f)*	—	—	115,821	—	—	—	—	115,821	31,328	147,149
Capital contributions from NCI		—	—	10,943	—	—	—	—	10,943	38,060	49,003
Balance at December 31, 2023		1,287,140	3,642,149	(57,838)	(13,459)	217,127	(101,375)	1,260,029	6,233,773	872,904	7,106,677

		Attributable to equity shareholders of the Company									
	Notes	Paid-in capital	Capital reserve	Other reserve	Shares held for share award scheme	PRC statutory reserve	Exchange reserve	Retained profits	Total	NCI	Total
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
		28(b)	*28(e)(i)*	*28(e)(ii)*	*28(e)(v)*	*28(e)(iii)*	*28(e)(iv)*				
Balance at January 1, 2024		1,287,140	3,642,149	(57,838)	(13,459)	217,127	(101,375)	1,260,029	6,233,773	872,904	7,106,677
Changes in equity for 2024:											
Profit for the year		—	—	—	—	—	—	794,984	794,984	256,597	1,051,581
Other comprehensive income		—	—	—	—	—	(5,687)	—	(5,687)	(11,204)	(16,891)
Total comprehensive income		—	—	—	—	—	(5,687)	794,984	789,297	245,393	1,034,690
Capital injection from investors	*28(b)*	91,939	1,408,061	—	—	—	—	—	1,500,000	—	1,500,000
Transfer from retained profits		—	—	—	—	89,837	—	(89,837)	—	—	—
Shares issued under share option scheme		—	—	614	—	—	—	—	614	36,525	37,139
Equity settled share-based transactions		—	51,021	17,359	2,206	—	—	—	70,586	7,131	77,717
Acquisition of NCI	*28(f)*	—	—	(4,799)	—	—	—	—	(4,799)	2,811	(1,988)
Subsidiary's shares purchased for share award scheme	*28(e)(ii)*	—	—	(39,489)	—	—	—	—	(39,489)	(16,584)	(56,073)
Balance at December 31, 2024		1,379,079	5,101,231	(84,153)	(11,253)	306,964	(107,062)	1,965,176	8,549,982	1,148,180	9,698,162

		Attributable to equity shareholders of the Company										
	Notes	**Paid-in capital**	**Share capital**	**Capital reserve**	**Other reserve**	**Shares held for share award scheme**	**PRC statutory reserve**	**Exchange reserve**	**Retained profits**	**Total**	**NCI**	**Total**
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
		28(b)	*28(c)*	*28(e)(i)*	*28(e)(ii)*	*28(e)(v)*	*28(e)(iii)*	*28(e)(iv)*				
Balance at January 1, 2025		1,379,079	—	5,101,231	(84,153)	(11,253)	306,964	(107,062)	1,965,176	8,549,982	1,148,180	9,698,162
Changes in equity for 2025:												
Profit for the year		—	—	—	—	—	—	—	1,285,895	1,285,895	404,031	1,689,926
Other comprehensive income		—	—	—	—	—	—	(2,859)	—	(2,859)	(1,193)	(4,052)
Total comprehensive income		—	—	—	—	—	—	(2,859)	1,285,895	1,283,036	402,838	1,685,874
Transfer from retained profits		—	—	—	—	—	167,588	—	(167,588)	—	—	—
Shares issued under share option scheme		—	—	—	(6,867)	—	—	—	—	(6,867)	29,537	22,670
Equity settled share-based transactions		—	—	5,559	80,560	11,253	—	—	—	97,372	34,116	131,488
Acquisition of a subsidiary	*15(a)*	—	—	—	—	—	—	—	—	—	37,921	37,921
Subsidiary's shares purchased for share award scheme	*28(e)(ii)*	—	—	—	(125,240)	—	—	—	—	(125,240)	(53,036)	(178,276)
Conversion into a joint stock company	*28(c)*	(1,379,079)	1,379,079	691,493	—	—	(69,818)	—	(621,675)	—	—	—
Balance at December 31, 2025		—	1,379,079	5,798,283	(135,700)	—	404,734	(109,921)	2,461,808	9,798,283	1,599,556	11,397,839

		Attributable to equity shareholders of the Company										
	Notes	**Paid-in capital**	**Share capital**	**Capital reserve**	**Other reserve**	**Shares held for share award scheme**	**PRC statutory reserve**	**Exchange reserve**	**Retained profits**	**Total**	**NCI**	**Total**
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
		28(b)	*28(c)*	*28(e)(i)*	*28(e)(ii)*	*28(e)(v)*	*28(e)(iii)*	*28(e)(iv)*				
(Unaudited)												
Balance at January 1, 2025		1,379,079	—	5,101,231	(84,153)	(11,253)	306,964	(107,062)	1,965,176	8,549,982	1,148,180	9,698,162
Changes in equity for the five months ended May 31, 2025:												
Profit for the period		—	—	—	—	—	—	—	384,938	384,938	137,813	522,751
Other comprehensive income		—	—	—	—	—	—	4,592	—	4,592	2,184	6,776
Total comprehensive income		—	—	—	—	—	—	4,592	384,938	389,530	139,997	529,527
Transfer from retained profits		—	—	—	—	—	35,790	—	(35,790)	—	—	—
Shares issued under share option scheme		—	—	—	(209)	—	—	—	—	(209)	1,727	1,518
Equity settled share-based transactions		—	—	5,559	45,462	11,253	—	—	—	62,274	19,096	81,370
Acquisition of a subsidiary	*15(a)*	—	—	—	—	—	—	—	—	—	37,921	37,921
Subsidiary's shares purchased for share award scheme	*28(e)(ii)*	—	—	—	(24,887)	—	—	—	—	(24,887)	(10,454)	(35,341)
Conversion into a joint stock company	*28(c)*	(1,379,079)	1,379,079	691,493	—	—	(69,818)	—	(621,675)	—	—	—
Balance at May 31, 2025		—	1,379,079	5,798,283	(63,787)	—	272,936	(102,470)	1,692,649	8,976,690	1,336,467	10,313,157

		Attributable to equity shareholders of the Company										
	Notes	**Paid-in capital**	**Share capital**	**Capital reserve**	**Other reserve**	**Shares held for share award scheme**	**PRC statutory reserve**	**Exchange reserve**	**Retained profits**	**Total**	**NCI**	**Total**
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
		28(b)	*28(c)*	*28(e)(i)*	*28(e)(ii)*	*28(e)(v)*	*28(e)(iii)*	*28(e)(iv)*				
(Unaudited)												
Balance at January 1, 2026		—	1,379,079	5,798,283	(135,700)	—	404,734	(109,921)	2,461,808	9,798,283	1,599,556	11,397,839
Changes in equity for the five months ended May 31, 2026:												
Profit for the period		—	—	—	—	—	—	—	581,430	581,430	194,857	776,287
Other comprehensive income		—	—	—	—	—	—	(25,990)	—	(25,990)	1,611	(24,379)
Total comprehensive income		—	—	—	—	—	—	(25,990)	581,430	555,440	196,468	751,908
Transfer from retained profits		—	—	—	—	—	66,698	—	(66,698)	—	—	—
Shares issued under share option scheme		—	—	—	(911)	—	—	—	—	(911)	2,559	1,648
Equity settled share-based transactions		—	—	—	18,280	—	—	—	—	18,280	7,852	26,132
Dividends approved by a subsidiary attributable to NCI in respect of the previous year		—	—	—	—	—	—	—	—	—	(79,490)	(79,490)
Balance at May 31, 2026		—	1,379,079	5,798,283	(118,331)	—	471,432	(135,911)	2,976,540	10,371,092	1,726,945	12,098,037

The accompanying notes are integral part of the Historical Financial Information.

CONSOLIDATED CASH FLOW STATEMENTS

(Expressed in RMB)

	Notes	Year ended December 31,			Five months ended May 31,	
		2023	2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Operating activities						
Cash generated from operations	*20(b)*	1,056,373	878,996	3,435,319	1,629,097	519,923
Tax paid		(81,589)	(98,807)	(323,920)	(117,391)	(76,040)
Net cash generated from operating activities		974,784	780,189	3,111,399	1,511,706	443,883
Investing activities						
Proceeds from sale of property, plant and equipment		1,654	33,733	117,157	3,688	12,294
Payment for purchase of intangible assets		(24,535)	(4,924)	(1,901)	(107)	(224)
Advance to a related party		—	(284,028)	—	—	—
Repayment from advance to a related party		—	285,264	—	—	—
Payment for acquisition of subsidiaries, net of cash acquired	*15(b)*	(125,966)	—	(63,307)	(63,307)	—
Interest received		95,203	197,119	92,819	34,289	66,982
Payment for purchase of property, plant and equipment		(1,155,670)	(2,454,460)	(1,121,394)	(515,626)	(655,323)
Proceeds from matured bank deposits		6,350,490	5,078,557	875,000	1,471,619	1,200,000
Placement of new bank deposits		(7,520,497)	(5,159,380)	(999,000)	(1,071,800)	(964,400)
Payment for purchase of other financial assets measured at FVPL		(20,000)	(9,000)	—	—	—
Proceeds from disposal of investment in joint venture		—	—	4,075	—	—
Prepayment/payment for interests in associates		—	(46,000)	(15,150)	—	—
Net cash used in investing activities		(2,399,321)	(2,363,119)	(1,111,701)	(141,244)	(340,671)

	Notes	Year ended December 31,			Five months ended May 31,	
		2023	2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Financing activities						
Proceeds from new bank loans	*20(c)*	11,411,078	10,914,669	8,041,782	5,966,055	2,891,253
Repayment of bank loans	*20(c)*	(8,924,498)	(10,755,117)	(9,700,761)	(5,467,126)	(1,571,625)
Proceeds from amount due to a related party	*20(c)*	222,000	—	—	—	—
Repayment of amount due to a related party	*20(c)*	(345,700)	(176,300)	—	—	—
Capital element of lease rental paid	*20(c)*	(94,802)	(93,767)	(61,405)	(32,961)	(26,835)
Interest element of lease rental paid	*20(c)*	(10,476)	(16,148)	(13,166)	(5,620)	(6,258)
Interest paid	*20(c)*	(216,136)	(233,535)	(175,621)	(85,373)	(56,983)
Proceeds from shares issued under share option scheme		50,431	37,139	22,670	1,518	1,648
(Increase)/decrease in pledged bank deposits		(526,500)	470,639	70,293	(76,973)	—
Payment for purchase of shares held for share award scheme		—	(56,073)	(178,276)	(35,341)	—
Payment for acquisition of additional interests in subsidiaries		—	(1,988)	—	—	—
Proceeds from disposal of interest in a subsidiary		147,149	—	—	—	—
Proceeds from capital contribution from investors	*28(b)*	740,000	1,500,000	—	—	—
Payment for **[REDACTED]** expense		**[REDACTED]**	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**
Net cash generated from/(used in) financing activities		**[REDACTED]**	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**
Net increase in cash and cash equivalents		1,028,009	6,589	3,100	1,634,641	1,334,206
Cash and cash equivalents at January 1,		1,262,522	2,301,501	2,324,222	2,324,222	2,310,432
Effect of foreign exchange rate changes		10,970	16,132	(16,890)	(1,712)	(25,562)
Cash and cash equivalents at December 31,/May 31,	*20(a)*	2,301,501	2,324,222	2,310,432	3,957,151	3,619,076

The accompanying notes are integral part of the Historical Financial Information.

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

(Expressed in RMB unless otherwise indicated)

1 Basis of preparation and presentation of the Historical Financial Information

Luxvisions Innovation Technology Corp. Limited (立景創新科技股份有限公司), hereinafter referred to as the "**Company**", was established in Guangzhou, Guangdong Province, the People's Republic of China (the "**PRC**") on March 16, 2018 as a limited liability company under the Company Law of the PRC (the "**PRC Company Law**"). On May 19, 2025, the Company was converted from a limited liability company into a joint stock limited liability company.

The Company and its subsidiaries (hereinafter collectively referred to as "**the Group**") are principally engaged in providing of precision optical solutions, focusing on the mid- to high-end optical module and system integration markets for global consumer electronics, automotive electronics, smart office applications, and emerging sectors and others such as intelligent robots, XR smart device and smart glasses.

The Historical Financial Information has been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board ("**IASB**"). Further details of the material accounting policy information are set out in Note 2. The accounting policies set out in Note 2 have been applied consistently to all years presented in the Historical Financial Information.

The IASB has issued a number of new and revised IFRS Accounting Standards. For the purpose of preparing the Historical Financial Information, the Group has adopted all applicable new and revised IFRS Accounting Standards to the Track Record Period, except for any new standards or interpretations that are not yet effective for the accounting period beginning January 1, 2026. The revised and new accounting standards and interpretations issued but not yet effective for the accounting year beginning January 1, 2026 are set out in Note 33.

The Historical Financial Information also complies with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Interim Financial Information has been prepared in accordance with the same basis of preparation and presentation adopted in respect of the Historical Financial Information.

The Historical Financial Information and the Interim Financial Information are presented in RMB, rounded to the nearest thousand ("**RMB'000**") except when otherwise indicated.

The financial statements of the Company for the years ended December 31, 2023, 2024 and 2025 were prepared in accordance with Accounting Standards for Business Enterprises applicable to the enterprises in the PRC and were audited by Hopeful Certified Public Accountants (廣州浩楓會計師事務所有限公司).

As at December 31, 2023, 2024 and 2025 and May 31, 2026, and as at the date of this report, the Company has direct or indirect interests in the following principal subsidiaries:

Company name	Place and date of establishment/ incorporation and operation	Particulars of issued and paid-up capital	Effective interest held by the Group					Principal activities	Name of auditor	Notes
			As at December 31,			As at May 31,	At the date of this report			
			2023	2024	2025	2026				
						(Unaudited)				
Directly held by the Company										
Shangrao Luxvisions Innovation Technology Limited ("**Luxvisions Shangrao**") (上饒市立景創新科技有限公司). . . .	PRC April 16, 2019	RMB100,000,000	100%	100%	100%	100%	100%	Manufacture of optical modules	Hopeful Certified Public Accountants (廣州浩楓會計師事務所有限公司)	i, vi
Guangzhou Development Zone Luxvisions Technology Co., Ltd. (廣州開發區立景科技有限責任公司) .	PRC December 25, 2019	RMB500,142,857	100%	100%	100%	100%	100%	Project investment platform	Hopeful Certified Public Accountants (廣州浩楓會計師事務所有限公司)	i, vi
Luxvisions Innovation Technology Limited	Hong Kong March 6, 2018	RMB1,835,000,000 and USD124,010,799	100%	100%	100%	100%	100%	Trading of optical products	New Choice C.P.A. & Company	iv
Indirectly held by the Company										
Cowell e Holdings Inc. ("**Cowell**"). . . .	Cayman Islands November 28, 2006	USD3,449,151	71%	70%	70%	70%	70%	Investment holding	KPMG	ii
Cowell Optic Electronics Limited	Hong Kong March 6, 2002	HKD10,000	71%	70%	70%	70%	70%	Trading of optical modules	KPMG	iii
Dongguan Cowell Optic Electronics Co., Ltd. ("**Cowell Dongguan**") (東莞高偉光學電子有限公司).	PRC February 5, 2002	USD433,831,900	71%	70%	70%	70%	70%	Manufacture of optical modules	Guangdong Xinheng Certified Public Accountants (廣東信衡會計師事務所)	i, vi
Luxvisions Innovation Technology (Nghe An) Limited	Vietnam May 18, 2023	USD20,000,000	100%	100%	100%	100%	100%	Manufacture of optical modules	Years ended December 31, 2023: PwC (Vietnam) Limited Year ended December 31, 2024 and 2025: AFCO Vietnam Financial Consulting and Auditing Company Limited	v

Notes:

(i) The audited financial statements of these entities for the years ended December 31, 2023, 2024 and 2025 were prepared in accordance with Accounting Standards for Business Enterprises applicable to the enterprises in the PRC.

(ii) The audited financial statements of the entity for the years ended December 31, 2023, 2024 and 2025 were prepared in accordance with IFRS Accounting Standards.

(iii) The audited financial statements of the entity for the years ended December 31, 2023, 2024 and 2025 were prepared in accordance with HKFRS Accounting Standards.

(iv) The audited financial statements of these entities for the years ended December 31, 2023, 2024 and 2025 were prepared in accordance with HKFRS for Private Entities Accounting Standard.

(v) The audited financial statements of the entity for the years ended December 31, 2023, 2024 and 2025 were prepared in accordance with Vietnamese Accounting Standards, Vietnamese Corporate Accounting System and the statutory requirements relevant to preparation and presentation of Financial Statements.

(vi) The official names of these subsidiaries and auditors are in Chinese. The English translation is for identification purposes only. These companies were all limited liability companies under the law of the PRC.

All companies comprising the Group have adopted December 31, as their financial year end date.

2 Material accounting policies

(a) Basis of measurement

The measurement basis used in the preparation of the Historical Financial Information is the historical cost basis except those the assets and liabilities that are stated at their fair value as explained in the accounting policies set out below:

— Investments in equity securities (see Note 2(e))

— Net defined benefit retirement asset and obligation (see Note 2(p)(ii))

(b) Use of estimates and judgements

The preparation of Historical Financial Information in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRS Accounting Standards that have significant effect on the Historical Financial Information and major sources of estimation uncertainty are discussed in Note 3.

(c) Subsidiaries and NCI

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the Historical Financial Information from the date on which control commences until the date that control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any NCIs either at fair value or at the NCI's proportionate share of the subsidiary's net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income ("**OCI**") as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company. Loans from holders of NCI and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with Note 2(o) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(j)(ii)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

For the acquisition regarded as a business combination under common control, it was accounted for as if the acquisition had occurred at the beginning of the Track Record Period or, if later, at the date that common control was established. The assets acquired and liabilities assumed are recognised at the carrying amounts recognised previously in the Group's controlling shareholder's perspective. The components of equity of the acquired entities are added to the same components within the Group's equity and any difference between the net assets acquired and the consideration paid is recognized directly in equity.

(d) Goodwill

Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses and is tested annually for impairment (see Note 2(j)(ii)).

(e) Other investments in securities

The Group's policies for investments in securities, other than investments in subsidiaries, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 29(e). These investments are subsequently accounted for as follows, depending on their classification.

(i) Equity investments

An investment in equity securities is classified as FVPL, unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at fair value through other comprehensive income ("**FVOCI**") (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income.

(f) Associates and joint ventures

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group or the Company has joint control, whereby the Group or the Company has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

An interest in an associate or a joint venture is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and OCI of those investees, until the date on which significant influence or joint control ceases.

When the Group's share of losses exceeds its interest in the associate or the joint venture, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate or the joint venture, after applying the ECL model to such other long-term interests where applicable (see Note 2(j)(i)).

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

In the Company's statement of financial position, an investment in an associate or a joint venture is stated at cost less impairment losses (see Note 2(j)(ii)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(g) Property, plant and equipment

The following items of property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and any accumulated impairment losses (see Note 2(j)(ii)):

— right-of-use assets arising from leases over freehold or leasehold properties where the Group is not the registered owner of the property interest; and

— items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see Note 2(i)).

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components).

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives during the Track Record Period and five months ended May 31, 2025 and 2026 are as follows:

— Leasehold improvements	Shorter of the terms of leases or 13 years
— Machinery	5–10 years
— Equipment, furniture and fixtures	3–5 years
— Motor vehicles	3–5 years
— Buildings	10–25 years
— Properties leased for own use	Unexpired terms of leases
— Land use right	Unexpired terms of leases

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(h) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends and has sufficient resources to complete development and to use or sell the resulting asset. Otherwise, it is recognised in profit or loss as incurred. Capitalised development expenditure is subsequently measured at cost less accumulated amortisation and any impairment losses.

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses (see Note 2(j)(ii)).

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over the estimated useful lives, if any, and is generally recognised in profit of loss.

The estimated useful lives during the Track Record Period and five months ended May 31, 2025 and 2026 are as follows:

— Software	3 to 10 years
— Patent	3 years

Amortisation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

Club membership are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful lives of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful lives assessment for that asset. If they do not, the change in the useful lives assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

(i) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

As a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less, and leases of low-value items such as laptops and office furniture. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability, and are charged to profit or loss as incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(g) and 2(j)(ii)).

Refundable rental deposits are accounted for separately from the right-of-use assets in accordance with the accounting policy applicable to investments in non-equity securities carried at amortised cost. Any excess of the nominal value over the initial fair value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after each reporting period.

(j) Credit losses and impairment of assets

(i) Credit losses from financial instruments

The Group recognises a loss allowance for expected credit losses ("**ECLs**") on financial assets measured at amortised cost (including cash and cash equivalents, bank deposits, pledged bank deposits, trade receivables and other receivables, including those are held for the collection of contractual cash flows which represent solely payments of principal and interest).

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

— fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;

— variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

— 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and

— lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

— financial instruments that are determined to have low credit risk at the reporting date; and

— other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade and other receivables are always measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

— the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or

— the financial asset is 90 days past due.

The Group considers a financial instrument to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Write-off policy

The gross carrying amount of a financial asset, lease receivable or contract asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the asset becomes 90 days past due or when the Group otherwise determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories, prepayments and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("**CGUs**"). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(k) Inventories

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(l) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see Note 2(j)(i)).

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL (see Note 2(j)(i)).

(n) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(o) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with Note 2(v).

(p) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

(ii) Defined benefit plan obligation

The Group has the following two categories of defined benefit plans:

— defined benefit retirement plan for Korean employees working in Korea;

— long service payment ("**LSP**") under the Hong Kong Employment Ordinance.

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods and discounting that amount. For defined benefit retirement plan for Korean employees, the net obligation is after deducting the fair value of plan assets. For LSP obligations, the estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

The defined benefit obligation is calculated by using the projected unit credit method. For defined benefit retirement plan for Korean employees, when the calculation results in a benefit to the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurements arising from defined benefit plans, which comprise actuarial gains and losses, the return on plan assets in defined benefit retirement plan for Korean employees (excluding interest) and the effect of any asset ceiling (excluding interest), are recognised immediately in OCI. Net interest expense for the period is determined by applying the discount rate used to measure the defined benefit obligation at the beginning of the defined benefit liability, taking into account any changes in the net defined benefit liability during the period. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss (see Note 2(t)(ii)).

(iii) Share-based payments

Share options

The grant-date fair value of equity-settled share-based payments granted to employees is measured using the binomial option pricing model. The amount is recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.

Share awards

The fair value of share awards granted to employees is recognised as an employee cost with a corresponding increase in equity. The fair value is measured at grant date, taking into account the terms and conditions upon which the awards were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the awards, the total estimated fair value of the awards is spread over the vesting period, taking into account the probability that the awards will vest.

During the vesting period, the number of share awards that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve (as for the share awards issued by the Company), or the other reserve and NCI separately (as for the share awards issued by Cowell). On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of awards that vest (with a corresponding adjustment to the capital reserve for the Company and to the other reserve for Cowell separately).

The consideration paid by the trustee for purchasing Cowell's shares from the market for the Cowell share award scheme, including any directly attributable incremental cost, is presented as other reserve with a corresponding adjustment to NCI.

(iv) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

(q) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 2(t)). A contract liability is also recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable is also recognised (see Note 2(l)).

(r) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

— temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

— temporary differences related to investment in subsidiaries and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;

— taxable temporary differences arising on the initial recognition of goodwill; and

— those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant

taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(s) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

A provision for warranties is recognised when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract (see Note 2(j)(ii)).

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(t) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods.

The Group is the principal for its revenue transactions and recognises revenue on a gross basis. In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the products before they are transferred to the customers. Control refers to the Group's ability to direct the use of and obtain substantially all of the remaining benefits from the products.

Revenue is recognised when control over a product is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

Further details of the Group's revenue and other income recognition policies are as follows:

(i) Sales of goods

Revenue is recognised when the customer takes possession of and accepts the products. Payment terms and conditions vary by customers and are based on the billing schedule established in the contracts or purchase orders with customers. The Group takes advantage of the practical expedient in

paragraph 63 of International Financial Reporting Standard ("**IFRS**") 15 and does not adjust the consideration for any effects of a significant financing component as the period of financing is 12 months or less.

For sales that had an original expected duration of one year or less, the Group has not disclosed the information related to the aggregated amount of the transaction price allocated to the remaining performance obligations in accordance with paragraph 121(a) of IFRS 15.

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset.

(iii) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attached to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset incurred are deferred and recognised as revenue in profit or loss over the useful life of the assets in which the depreciation of the related assets is incurred.

(iv) Dividends

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

(u) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

The assets and liabilities of foreign operations are translated into RMB at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into RMB at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve, except to the extent that the translation difference is allocated to NCI.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

(v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

(w) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

(1) has control or joint control over the Group;

(2) has significant influence over the Group; or

(3) is a member of the key management personnel of the Group or the Group's parent.

(ii) An entity is related to the Group if any of the following conditions applies:

(1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(3) Both entities are joint ventures of the same third party.

(4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(6) The entity is controlled or jointly controlled by a person identified in (i)(1).

(7) A person identified in (i)(2) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(x) Segment reporting

Operating segments, and the amounts of each segment item reported in the Historical Financial Information, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

3 Critical accounting judgements and estimates

In the process of applying the Group's accounting policies, except for Note 25 which contains information about the assumptions relating to the fair value of share options and share awards granted, management has made the following accounting judgments and estimates and assumptions which have the most significant effect on the amounts recognised in the Historical Financial Information:

(a) Write down of inventories

The Group performs regular reviews of the carrying amounts of inventories with reference to aged inventories analysis, projections of expected future saleability of goods and, management experience and judgement. Based on this review, a write down of inventories will be made when the estimated net realisable value of inventories decline below their carrying amounts. Due to changes in technological environment, actual saleability of goods may be different from estimation and the statement of profit or loss in future accounting periods could be affected by differences in this estimation.

(b) Assessment of impairment of non-current assets

The Group performs impairment reviews of non-financial assets (other than interests in associates and joint ventures, prepayment and other receivables and deferred tax assets) to whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Management assesses the recoverable amount of each such asset or CGU based on its value in use or on its fair value less costs of disposal, whichever is higher, depending upon the anticipated future plans for the asset or CGU. These calculations require the use of judgements and estimates.

(c) Impairment of trade and other receivables

The Group estimates the amount of loss allowance for ECLs on trade and other receivables that are measured at amortised cost based on the credit risk of the respective financial instruments. The loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective financial instrument. The assessment of the credit risk of the respective financial instrument involves high degree of estimation and uncertainty. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise, accordingly.

4 Revenue and segment reporting

(a) Revenue

The principal activities of the Group are to provide precision optical solutions, focusing on the mid- to high-end optical module and system integration markets for global consumer electronics, automotive electronics, smart office applications, and emerging sectors and others such as intelligent robots, XR smart device and smart glasses.

(i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Revenue from contracts with customers within the scope of IFRS 15					
Disaggregated by major products or service lines					
Consumer electronics	11,919,092	23,854,932	31,276,185	10,593,471	12,422,704
Automotive electronics	949,745	1,226,154	824,325	324,520	171,020
Smart office applications	1,800,302	1,970,628	1,593,354	599,194	648,010
Emerging sectors and others	578,423	862,752	1,061,134	363,433	382,029
	15,247,562	27,914,466	34,754,998	11,880,618	13,623,763

(ii) Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group for the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2025 and 2026 are as follows:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Customer A	6,083,129	17,180,631	24,688,748	8,169,511	9,285,381
Customer B	3,299,167	3,439,039	3,613,648	1,321,450	1,824,080

Details of concentration of credit risk arising from this customer are set out in Note 29(a).

The Group applies the practical expedient in paragraph 121 of IFRS 15 of not disclosing the transaction price allocated to the remaining performance obligation as the original expected duration of substantially all the contracts of the Group are within one year or less.

(b) Segment reporting

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Cowell and its subsidiaries (the "**Cowell Group**"): the Cowell Group is listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), and is considered as an individual segment. The Cowell Group is to sell precision optical solutions for consumer electronics and automotive electronics.

- The Group excluding the Cowell Group (the "**Luxvisions Group**"): this segment is to sell precision optical solutions for consumer electronics, automotive electronics, smart office applications and emerging sectors and others.

(i) Segment results, assets and liabilities

For the purposes of assessing segment performance and resources allocation between segments, the Group's senior management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets. Segment liabilities include trade and other payables, bank loans and other liabilities of the individual segment.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is profit before taxation.

In addition to receiving segment information concerning profit before taxation, management is provided with segment information concerning inter segment sales, depreciation, amortisation, impairment losses and additions to non-current segment assets (excluding interests in subsidiaries, joint ventures and associates, other financial assets at FVPL, net defined benefit retirement asset, deferred tax assets and prepayment and other receivables — non-current portion) used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

Information regarding the Group's reportable segments as provided to the Group's senior management for the purposes of resource allocation and assessment of segment performance during the Track Record Period and five months ended May 31, 2025 and 2026 is set out below:

Year ended December 31, 2023

	Cowell Group	Luxvisions Group	Elimination between segments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Revenue from external customers	6,493,035	8,754,527	—	15,247,562
Inter-segment revenue	13,056	84,567	(97,623)	—
Reportable segment revenue	6,506,091	8,839,094	(97,623)	15,247,562
Reportable segment profit	350,370	279,313	—	629,683
Impairment loss on non-current assets	8,617	—	—	8,617
Impairment losses on trade receivables	5,597	11,962	—	17,559
Depreciation and amortisation	216,490	274,701	—	491,191
Reportable segment assets	8,260,550	9,404,696	(55,431)	17,609,815
Reportable segment liabilities	3,740,585	6,817,984	(55,431)	10,503,138
Interests in joint ventures and associates	4,000	—	—	4,000
Additions to non-current segment assets during the year	608,555	813,086	—	1,421,641

Year ended December 31, 2024

	Cowell Group	Luxvisions Group	Elimination between segments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Revenue from external customers	17,705,289	10,209,177	—	27,914,466
Inter-segment revenue	29,382	155,236	(184,618)	—
Reportable segment revenue	17,734,671	10,364,413	(184,618)	27,914,466
Reportable segment profit	921,488	250,587	—	1,172,075
Impairment loss on non-current assets	351,036	—	—	351,036
Impairment losses on trade receivables	9,213	5,571	—	14,784
Depreciation and amortisation	330,311	284,985	—	615,296
Reportable segment assets	11,973,306	10,731,647	(84,851)	22,620,102
Reportable segment liabilities	6,605,396	6,401,395	(84,851)	12,921,940
Interests in joint ventures and associates	4,000	—	—	4,000
Additions to non-current segment assets during the year	2,134,945	845,836	—	2,980,781

Year ended December 31, 2025

	Cowell Group	Luxvisions Group	Elimination between segments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Revenue from external customers	24,968,951	9,786,047	—	34,754,998
Inter-segment revenue	50,482	86,237	(136,719)	—
Reportable segment revenue	25,019,433	9,872,284	(136,719)	34,754,998
Reportable segment profit	1,593,353	321,527	—	1,914,880
Impairment loss on non-current assets	20,724	—	—	20,724
Reversal of impairment losses on trade receivables	(14,909)	(3,316)	—	(18,225)
Depreciation and amortisation	469,549	320,955	—	790,504
Reportable segment assets	12,412,515	11,124,339	(47,891)	23,488,963
Reportable segment liabilities	5,710,332	6,428,683	(47,891)	12,091,124
Interests in joint ventures and associates	58,673	—	—	58,673
Additions to non-current segment assets during the year	479,322	503,172	—	982,494

Five months ended May 31, 2025 (unaudited)

	Cowell Group	Luxvisions Group	Elimination between segments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Revenue from external customers	8,329,143	3,551,475	—	11,880,618
Inter-segment revenue	12,334	37,241	(49,575)	—
Reportable segment revenue	8,341,477	3,588,716	(49,575)	11,880,618
Reportable segment profit	580,023	54,719	—	634,742
Reversal of impairment losses on trade receivables	—	(10,874)	—	(10,874)
Depreciation and amortisation	180,199	160,823	—	341,022

Five months ended May 31, 2026 (unaudited)

	Cowell Group	Luxvisions Group	Elimination between segments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Revenue from external customers	9,321,096	4,302,667	—	13,623,763
Inter-segment revenue	29,787	2,144	(31,931)	—
Reportable segment revenue	9,350,883	4,304,811	(31,931)	13,623,763
Reportable segment profit	759,474	153,857	—	913,331
Impairment loss on trade receivables	—	8,420	—	8,420
Depreciation and amortisation	207,903	128,001	—	335,904
Reportable segment assets	12,136,261	12,131,335	(37,051)	24,230,545
Reportable segment liabilities	5,056,376	7,113,183	(37,051)	12,132,508
Interests in joint ventures and associates	57,484	—	—	57,484
Additions to non-current segment assets during the period	89,146	650,964	—	740,110

(ii) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, intangible assets, goodwill and interests in joint ventures and associates ("**specified non-current assets**"). The Group's revenue from external customers is presented based on locations of goods physically delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment, the location of the operation to which they are allocated, in the case of intangible assets and goodwill, and the location of operations, in the case of interests in joint ventures and associates.

	Revenue from external customers					Specified non-current assets			
	Year ended December 31,			Five months ended May 31,		As at December 31,			As at May 31,
	2023	2024	2025	2025	2026	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Chinese Mainland	12,089,696	22,822,484	29,892,097	10,094,298	11,631,032	5,328,121	7,198,050	7,215,509	7,449,292
India	369,798	1,685,344	656,862	385,838	151,161	—	—	—	—
Swiss Confederation	1,203,281	1,459,622	1,340,126	458,146	632,764	—	—	—	—
The United States of America	972,642	986,376	809,707	344,352	303,987	—	—	—	—
Vietnam	103,475	446,444	1,251,523	376,502	583,741	65,735	194,242	269,565	297,634
Others	508,670	514,196	804,683	221,482	321,078	1,582	1,481	1,342	1,140
	15,247,562	27,914,466	34,754,998	11,880,618	13,623,763	5,395,438	7,393,773	7,486,416	7,748,066

5 Other income/(loss)

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Interest income	135,976	149,853	97,555	39,534	101,159
Government grants *(Note)*	21,949	34,985	74,376	11,837	24,982
Changes in fair value of other financial assets at FVPL	—	8,682	31,609	22,521	35,436
Net loss on disposal of property, plant and equipment	(6,472)	(4,045)	(3,601)	(2,635)	(12,519)
Impairment loss on property, plant and equipment	(8,617)	(351,036)	(20,724)	—	—
Net loss on disposal of intangible assets	(78)	(4,462)	—	—	(343)
Net foreign exchange gain/(loss)	24,796	93,259	(49,569)	10,711	(96,692)
Others	15,445	30,495	33,827	15,940	5,300
	182,999	(42,269)	163,473	97,908	57,323

Note: The amounts mainly represented government incentives and support to the Group received during the Track Record Period and five months ended May 31, 2025 and 2026. There are no unfulfilled conditions or contingencies relating to the grants.

6 Profit before taxation

Profit before taxation is arrived at after charging/(crediting):

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
(a) Finance costs					
Interest on bank loans	216,136	235,377	170,077	88,665	60,275
Interest on amount due to a related party	4,511	323	—	—	—
Interest on lease liabilities	10,476	16,148	13,166	5,620	6,258
	231,123	251,848	183,243	94,285	66,533
(b) Staff costs[#] (including directors', chief executives' and supervisors' emoluments)					
Contributions to defined contribution retirement plan	62,170	87,791	101,430	40,454	46,681
Expenses recognised in respect of defined benefit retirement plans	211	178	200	—	—
Equity settled share-based payment expenses	24,976	75,511	120,235	70,117	26,132
Salaries, wages and other benefits	997,083	1,522,754	1,663,571	637,550	759,774
	1,084,440	1,686,234	1,885,436	748,121	832,587
(c) Other items					
Amortisation[#] *(Note 12)*	20,785	19,346	17,632	7,282	2,576
Depreciation[#] *(Note 11)*					
— owned property, plant and equipment	385,657	496,755	701,431	295,427	302,940
— right-of-use assets	84,749	99,195	71,441	38,313	30,404
	470,406	595,950	772,872	333,740	333,344
Auditors' remuneration	2,705	2,789	2,998	1,064	1,249
[REDACTED] expenses	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**	**[REDACTED]**
Recognition/(reversal) of impairment losses on trade receivables	17,559	14,784	(18,225)	(10,874)	8,420
Cost of inventories[#] *(Note 18(b))*	13,424,607	24,889,356	31,004,941	10,569,012	12,044,785

[#] During the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2025 and 2026, cost of inventories includes RMB900,838,000, RMB1,406,834,000, RMB1,842,134,000, RMB724,299,000 (unaudited) and RMB798,030,000 (unaudited) respectively relating to staff costs, amortisation expenses and depreciation expenses, which amounts are also included in the respective total amounts disclosed separately above or in Note 6(b) for each of these types of expenses.

7 Income tax in the consolidated statement of profit or loss

(a) Income tax in the consolidated statement of profit or loss represents:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Current tax — Hong Kong					
Hong Kong Profit Tax:					
— Provision for the year/period.	17,701	9,880	21,438	37,052	11,479
Pillar Two income taxes *(note 7(c))* . . .	—	—	6,020	—	5,809
	17,701	9,880	27,458	37,052	17,288
Current tax — Chinese Mainland and others					
Income taxes excluding Pillar Two income taxes:					
— Provision for the year/period.	16,420	192,402	178,330	43,950	109,353
— (Over)/under-provision in respect of prior years/periods	(588)	(299)	(12,971)	(18,531)	15,106
— Dividend withholding tax.	—	—	71,837	—	—
	15,832	192,103	237,196	25,419	124,459
Pillar Two income taxes *(note 7(c))* . . .	—	—	4,691	—	8,985
	15,832	192,103	241,887	25,419	133,444
Deferred tax					
Origination and reversal of temporary differences.	8,489	(81,489)	(44,391)	49,520	(13,688)
	42,022	120,494	224,954	111,991	137,044

The provision for Hong Kong Profits Tax during the Track Record Period and five months ended May 31, 2025 and 2026 is calculated at 16.5% of the estimated assessable profits for each year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first Hong Kong dollars ("**HKD**") 2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Pursuant to the Administrative Measures for Recognition of High-New Technology Enterprise ("**HNTE**") jointly issued by the Ministry of Science and Technology and the Ministry of Finance and the State Administration of Taxation, the Company, Luxvisions Shangrao and Cowell Dongguan were certified as HNTEs. According to the provisions of Article 28 "Corporate Income Tax Law of the People's Republic of China", the effective Corporate Income Tax ("**CIT**") rate during the Track Record Period and five months ended May 31, 2025 and 2026 was subject to a reduced tax rate of 15%. Other PRC subsidiaries were subject to statutory tax rate of 25%.

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands.

The Company's subsidiaries incorporated outside Chinese Mainland, other than Hong Kong and the Cayman Islands, are subject to overseas profits tax at 10% to 20% on estimated assessable profit during the Track Record Period and five months ended May 31, 2025 and 2026.

According to applicable tax regulations prevailing in the PRC, dividends distributed by a company established in Chinese Mainland to a foreign investor with respect to profit derived after January 1, 2008 are generally subject to a 10% withholding tax. If a foreign investor is incorporated in Hong Kong, under the double taxation arrangement between Chinese Mainland and Hong Kong, the relevant withholding tax rate applicable to such foreign investor will be reduced from 10% to 5% subject to the fulfillment of certain conditions.

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	Year ended December 31,			Five months ended May 31,	
	2023	**2024**	**2025**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Profit before taxation	629,683	1,172,075	1,914,880	634,742	913,331
Notional tax on profit before taxation, calculated at the rates applicable to profits in the jurisdictions concerned	94,811	180,364	277,480	106,028	132,435
Tax effect of non-deductible expenses	1,239	37,140	6,765	992	407
Tax effect of non-taxable income	(2,363)	(7,963)	(32,997)	(2,195)	(2,977)
Tax effect of research and development deduction	(61,202)	(95,087)	(113,517)	(49,188)	(41,675)
(Over)/under-provision in respect of prior years/periods	(588)	(299)	(12,971)	(18,531)	15,106
Tax effect of unused tax losses not recognised	12,315	7,903	17,453	3,048	21,105
Tax effect of utilisation of tax losses previously not recognised	(2,394)	(3,214)	—	—	(2,240)
Current income tax impact arising from Pillar Two model rules *(note 7(c))*	—	—	10,711	—	14,793
Dividend withholding tax	—	—	71,837	71,837	—
Others	204	1,650	193	—	90
Actual tax expense	42,022	120,494	224,954	111,991	137,044

(c) Pillar Two income taxes

The Group is part of a multinational enterprise group which is subject to the Global Anti-Base Erosion Model Rules ("**Pillar Two model rules**") published by the Organisation for Economic Co-operation and Development.

From January 1, 2024, the Group's earnings in Vietnam are subject to the domestic minimum top-up tax that was introduced by Vietnam with effect from January 1, 2024. Pillar Two income tax expense has been recognised accordingly.

From January 1, 2025, the Group is also liable to Pillar Two income taxes under the Hong Kong Inland Revenue (Amendment) (Minimum Tax for Multinational Enterprise Groups) Ordinance 2025 for its subsidiaries' earnings in the Hong Kong SAR, Vietnam and certain other jurisdictions where a domestic minimum top-up tax has not been implemented, including Chinese Mainland.

The Group has applied the temporary mandatory exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes and accounted for the tax as current tax when incurred.

8 Directors', chief executive's and supervisors' emoluments

Directors', chief executive's and supervisors' emoluments during the Track Record Period and five months ended May 31, 2025 and 2026 which were included in the staff costs as disclosed in Note 6(b) are as follows:

Year ended December 31, 2023

	Directors' fees	Discretionary bonuses	Salaries, allowances and benefits in kind	Retirement scheme contributions	Sub-total	Share-based payments *(note (i))*	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Chief executive officer							
Meng Yan	—	—	1,056	—	1,056	483	1,539
Executive director							
Wang Laixi	—	—	1,200	43	1,243	—	1,243
	—	—	2,256	43	2,299	483	2,782

Year ended December 31, 2024

	Directors' fees	Discretionary bonuses	Salaries, allowances and benefits in kind	Retirement scheme contributions	Sub-total	Share-based payments *(note (i))*	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Chief executive officer							
Meng Yan	—	—	1,067	—	1,067	24,096	25,163
Executive director							
Wang Laixi	—	—	1,200	47	1,247	—	1,247
	—	—	2,267	47	2,314	24,096	26,410

Year ended December 31, 2025

	Directors' fees	Discretionary bonuses	Salaries, allowances and benefits in kind	Retirement scheme contributions	Sub-total	Share-based payments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000 (note (i))*	*RMB'000*
Chairlady and non-executive director							
Wang Laichun (appointed on February 18, 2025)	—	—	—	—	—	—	—
Chief executive officer/general manager *(note (iv))*							
Meng Yan	—	999	3,090	53	4,142	150	4,292
Executive director							
Wang Laixi	—	—	1,236	53	1,289	—	1,289
Yu Laifeng (appointed on October 27, 2025) *(note (ii))*	—	—	100	9	109	—	109
Non-executive directors							
Zhang Leidi (appointed on February 18, 2025)	—	—	—	—	—	—	—
Chen Cuilian (appointed on February 18, 2025)	—	—	—	—	—	—	—
Jiang Ge (appointed on February 18, 2025)	—	—	—	—	—	—	—
Independent non-executive directors							
Li Xin (appointed on October 27, 2025) *(note (iii))*	21	—	—	—	21	—	21
Zheng Ying (appointed on October 27, 2025) *(note (iii))*	21	—	—	—	21	—	21
Zhang Shaojian (appointed on October 27, 2025) *(note (iii))*	21	—	—	—	21	—	21
Supervisors							
Huang Manchun (appointed on February 18, 2025; resigned on October 27, 2025)	—	—	268	13	281	22	303
Wu Lingmin (appointed on February 18, 2025; resigned on October 27,2025)	—	—	236	34	270	—	270
Yu Laifeng (appointed on February 18, 2025; resigned on October 27, 2025) *(note (ii))*	—	—	368	35	403	—	403
	63	999	5,298	197	6,557	172	6,729

Five months ended May 31, 2025 (unaudited)

	Directors' fees	Discretionary bonuses	Salaries, allowances and benefits in kind	Retirement scheme contributions	Sub-total	Share-based payments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000 (note (i))*	*RMB'000*
Chairlady and non-executive director							
Wang Laichun	—	—	—	—	—	—	—
Chief executive officer/general manager *(note(iv))*							
Meng Yan	—	999	720	17	1,736	93	1,829
Executive director							
Wang Laixi	—	—	500	22	522	—	522
Non-executive directors							
Chen Cuilian (appointed on February 18, 2025)	—	—	—	—	—	—	—
Jiang Ge (appointed on February 18, 2025)	—	—	—	—	—	—	—
Zhang Leidi (appointed on February 18, 2025)	—	—	—	—	—	—	—
Supervisors							
Huang Manchun (appointed on February 18, 2025)	—	—	132	6	138	16	154
Wu Lingmin (appointed on February 18, 2025)	—	—	108	17	125	—	125
Yu Laifeng (appointed on February 18, 2025) *(note (ii))*	—	—	147	18	165	—	165
	—	999	1,607	80	2,686	109	2,795

Five months ended May 31, 2026 (unaudited)

	Directors' fees	Discretionary bonuses	Salaries, allowances and benefits in kind	Retirement scheme contributions	Sub-total	Share-based payments	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000 (note (i))*	*RMB'000*
Chairlady and non-executive director							
Wang Laichun	—	—	—	—	—	—	—
General manager							
Meng Yan	—	—	1,356	22	1,378	40	1,418
Executive director							
Wang Laixi	—	—	528	22	550	—	550
Yu Laifeng	—	191	271	22	484	—	484
Non-executive directors							
Chen Cuilian	—	—	—	—	—	—	—
Jiang Ge	—	—	—	—	—	—	—
Zhang Leidi	—	—	—	—	—	—	—
Independent non-executive directors							
Li Xin	50	—	—	—	50	—	50
Zheng Ying	50	—	—	—	50	—	50
Zhang Shaojian	50	—	—	—	50	—	50
	150	191	2,155	66	2,562	40	2,602

Notes:

(i) These represent the estimated value of share awards and share options granted to the directors and supervisors under the share award and share options schemes. The value of these restricted shares and share options are measured according to the Group's accounting policies for share-based payment transactions as set out in Note 2(p)(iii). The details of the share award and share options scheme are disclosed in Note 25.

(ii) Ms. Yu Laifeng was appointed as executive director of the Company on October 27, 2025.

(iii) Ms. Li Xin, Dr. Zheng Ying and Mr. Zhang Shaojian were appointed as independent non-executive directors of the Company on October 27, 2025.

(iv) Mr. Meng Yan has been serving as general manager since February 2025.

During the Track Record Period and five months ended May 31, 2025 and 2026, no director, supervisor or chief executive has waived or agreed to waive any emoluments and no amounts were paid or payable by the Group to the directors, supervisors and the chief executive as an inducement to join or upon joining the Group or as compensation for loss of any office in connection with the management of the affairs of any member of the Group.

9 Individuals with highest emoluments

During the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2025 and 2026, 1, 1, 1, 1 (unaudited) and 0 (unaudited) of the five individuals with the highest emoluments, is the directors, chief executive and supervisors whose emoluments are disclosed in Note 8 respectively.

The aggregate emoluments in respect of the remaining individuals are as follows:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Salaries and other emoluments	5,228	2,855	219	752	1,133
Discretionary bonuses	1,182	3,037	50	1,146	615
Retirement scheme contribution	117	102	9	8	8
Share-based payment	917	45,543	32,212	11,905	8,443
	7,444	51,537	32,490	13,811	10,199

The emoluments of the above individuals with the highest emoluments are within the following bands:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	Number of individuals	*Number of individuals*	*Number of individuals*	*Number of individuals* (Unaudited)	*Number of individuals* (Unaudited)
HK$1,000,001 to HK$1,500,000	1	—	—	—	—
HK$1,500,001 to HK$2,000,000	2	—	—	—	1
HK$2,000,001 to HK$2,500,000	—	—	—	—	4
HK$2,500,001 to HK$3,000,000	—	—	—	1	—
HK$3,000,001 to HK$3,500,000	1	—	—	—	—
HK$3,500,001 to HK$4,000,000	—	1	—	—	—
HK$4,000,001 to HK$4,500,000	—	—	—	3	—
HK$8,500,001 to HK$9,000,000	—	—	4	—	—
HK$10,000,001 to HK$10,500,000	—	1	—	—	—
HK$18,000,001 to HK$18,500,000	—	1	—	—	—
HK$23,500,001 to HK$24,000,000	—	1	—	—	—

10 Earnings per share

(a) Basic earnings per share

The calculation of basic earnings per share during the Track Record Period and five months ended May 31, 2025 and 2026 is based on the profit attributable to ordinary equity shareholders of the Company and the weighted average number of ordinary shares in issue or deemed to be in issue during the respective years/periods.

As described in Note 28(c), the Company was converted into a joint stock limited liability company and 1,379,079,000 ordinary shares with par value of RMB1 each were issued on May 19, 2025. For the purpose of computing basic earnings per share, the weighted average number of ordinary shares deemed to be in issue before the Company's conversion into a joint stock company was determined assuming the conversion into joint stock company had occurred since January 1, 2023, at the exchange ratio established in the conversion in May 2025.

Profit attributable to ordinary equity shareholders of the Company

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Profit attributable to ordinary equity shareholders of the Company	499,001	794,984	1,285,895	384,938	581,430

Weighted average number of ordinary shares deemed to be in issue

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Ordinary shares deemed to be in issue at January 1,	1,241,932	1,287,140	1,379,079	1,379,079	1,379,079
Effect of shares held for share award scheme at January 1, *(Note 25(b))*	(13,703)	(13,459)	(11,253)	(11,253)	—
Effect of ordinary shares deemed to be in issue	37,228	71,168	—	—	—
Effect of share awards vested *(Note 25(b))*	110	852	7,044	1,079	—
Weighted average number of ordinary shares (deemed to be) in issue at December 31/May 31	1,265,567	1,345,701	1,374,870	1,368,905	1,379,079

(b) Diluted earnings per share

The calculation of diluted earnings per share during the Track Record Period and five months ended May 31, 2025 and 2026 is based on the profit attributable to ordinary equity shareholders of the Company (diluted) and the weighted average number of ordinary shares deemed to be in issue (diluted) during the respective years/periods, which are calculated as follows:

Profit attributable to ordinary equity shareholders of the Company (diluted)

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Profit attributable to ordinary equity shareholders of the Company	499,001	794,984	1,285,895	384,938	581,430
Adjustments for the share option scheme and share award schemes of the subsidiary *(Note 25(a) & (c))*	(9,059)	(20,567)	(32,507)	(13,293)	(11,505)
Profit attributable to ordinary equity shareholders of the Company (diluted)	489,942	774,417	1,253,388	371,645	569,925

Weighted average number of ordinary shares deemed to be in issue (diluted)

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Weighted average number of ordinary shares deemed to be in issue at December 31/May 31	1,265,567	1,345,701	1,374,870	1,368,905	1,379,079
Adjustments for the Company's share award schemes *(Note 25(b))*	10,405	13,396	4	10	—
Weighted average number of ordinary shares deemed to be in issue (diluted) at December 31/May 31	1,275,972	1,359,097	1,374,874	1,368,915	1,379,079

11 Property, plant and equipment

Reconciliation of carrying amount

The Group:

	Leasehold improvements	Properties leased for own use	Machinery	Equipment, furniture and fixtures	Motor vehicles	Construction in progress	Land use right	Buildings	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Cost:									
At January 1, 2023	369,378	326,299	1,821,534	112,883	11,156	359,403	149,414	439,972	3,590,039
Exchange adjustments	320	330	—	101	28	259	115	—	1,153
Additions	9,560	69,540	82,885	3,131	435	1,211,418	20,137	—	1,397,106
Disposals	(27,762)	(37,659)	(72,665)	(3,536)	(455)	—	—	—	(142,077)
Transfers	4,718	—	376,711	34,309	24	(415,762)	—	—	—
At December 31, 2023 and January 1, 2024	356,214	358,510	2,208,465	146,888	11,188	1,155,318	169,666	439,972	4,846,221
Exchange adjustments	65	860	710	360	1	601	302	377	3,276
Additions	15,514	216,884	18,643	3,675	1,743	2,712,373	—	7,025	2,975,857
Disposals	(1,641)	(8,286)	(55,515)	(3,040)	(1,652)	—	—	—	(70,134)
Transfers	45,874	—	2,594,405	40,641	1,529	(3,719,708)	—	1,037,259	—
At December 31, 2024 and January 1, 2025	416,026	567,968	4,766,708	188,524	12,809	148,584	169,968	1,484,633	7,755,220
Exchange adjustments	(1,495)	(1,327)	(36,827)	(586)	(362)	(811)	(456)	(2,563)	(44,427)
Additions	29,297	31,517	15,880	1,698	2,095	868,167	4,571	5,641	958,866
Business combinations through acquisition of subsidiaries	643	—	14,255	7,682	1,324	264	19,368	32,436	75,972
Disposals	(9,707)	(57,544)	(358,998)	(12,506)	(1,005)	—	—	—	(439,760)
Transfers	21,905	—	784,919	17,837	1,767	(851,366)	—	24,938	—
At December 31, 2025 and January 1, 2026	456,669	540,614	5,185,937	202,649	16,628	164,838	193,451	1,545,085	8,305,871
Exchange adjustments (unaudited)	(5,597)	(1,311)	(43,389)	(5,750)	(731)	(5,134)	(608)	(8,555)	(71,075)
Additions (unaudited)	830	151,115	27,187	1,464	—	565,302	216	—	746,114
Disposals (unaudited)	(25,864)	(4,820)	(102,857)	(6,623)	(418)	—	—	—	(140,582)
Transfers (unaudited)	7,987	—	279,798	9,037	—	(296,822)	—	—	—
At May 31, 2026 (unaudited)	434,025	685,598	5,346,676	200,777	15,479	428,184	193,059	1,536,530	8,840,328

	Leasehold improvements	Properties leased for own use	Machinery	Equipment, furniture and fixtures	Motor vehicles	Construction in progress	Land use right	Buildings	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Accumulated depreciation and impairment losses:									
At January 1, 2023	232,065	134,767	633,875	54,833	8,961	—	7,207	3,483	1,075,191
Exchange adjustments	310	324	—	98	23	—	54	—	809
Charge for the year	63,435	80,988	282,971	17,906	1,094	—	3,113	20,899	470,406
Impairment loss	641	430	7,483	63	—	—	—	—	8,617
Written back on disposals	(13,302)	(11,825)	(78,573)	(892)	(344)	—	—	—	(104,936)
At December 31, 2023 and January 1, 2024	283,149	204,684	845,756	72,008	9,734	—	10,374	24,382	1,450,087
Exchange adjustments	62	853	342	263	1	—	67	46	1,634
Charge for the year	54,774	95,289	373,061	25,219	1,056	—	3,479	43,072	595,950
Impairment loss	—	—	351,036	—	—	—	—	—	351,036
Written back on disposals	(123)	(5,666)	(20,330)	(725)	(1,981)	—	—	—	(28,825)
At December 31, 2024 and January 1, 2025	337,862	295,160	1,549,865	96,765	8,810	—	13,920	67,500	2,369,882
Exchange adjustments	(1,141)	(1,029)	(9,305)	(163)	(21)	—	(22)	(107)	(11,788)
Charge for the year	30,074	66,950	573,759	25,412	1,598	—	4,348	70,731	772,872
Impairment loss	—	—	20,208	516	—	—	—	—	20,724
Written back on disposals	(9,221)	(44,055)	(239,902)	(11,330)	(908)	—	—	—	(305,416)
At December 31, 2025 and January 1, 2026	357,574	317,026	1,894,625	111,200	9,479	—	18,246	138,124	2,846,274
Exchange adjustments (unaudited)	(3,996)	(779)	(10,201)	(2,049)	(389)	—	(110)	(892)	(18,416)
Charge for the period (unaudited)	8,924	27,982	252,823	10,488	674	—	2,365	30,088	333,344
Written back on disposals (unaudited)	(25,862)	(3,442)	(68,640)	(4,072)	(369)	—	—	—	(102,385)
At May 31, 2026 (unaudited)	336,640	340,787	2,068,607	115,567	9,395	—	20,501	167,320	3,058,817
Net book value:									
At December 31, 2023	73,065	153,826	1,362,709	74,880	1,454	1,155,318	159,292	415,590	3,396,134
At December 31, 2024	78,164	272,808	3,216,843	91,759	3,999	148,584	156,048	1,417,133	5,385,338
At December 31, 2025	99,095	223,588	3,291,312	91,449	7,149	164,838	175,205	1,406,961	5,459,597
At May 31, 2026 (unaudited)	97,385	344,811	3,278,069	85,210	6,084	428,184	172,558	1,369,210	5,781,511

During the year ended December 31, 2024, management considered that there were indicators of impairment for certain property, plant and equipment used for the production due to decrease of forecast orders of certain camera modules. Thus, the management performed an impairment assessment on certain property, plant and equipment of the Group's camera module production line in accordance with the accounting policies as set out in Notes 2(g) and 2(j)(ii). Based on the assessment, the recoverable amount of these property, plant and equipment as at December 31, 2024 amounted to RMB22,095,700 which was determined based on value in use method by using estimated future cash flows generated from the production line at a discount rate of 11%. As a result, an impairment loss of RMB351,036,000 was recognised in respect of the respective property, plant and equipment in the consolidated statements of profit or loss.

As at December 31, 2023, 2024 and 2025 and May 31, 2026, certain property, plant and equipment of the Group with net book value amounting to RMB131,989,000, RMB1,046,285,000, RMB1,011,821,000 and RMB1,007,824,000 (unaudited) were secured for bank loans granted to the Group respectively.

The Company:

	Leasehold improvements	Properties leased for own use	Machinery	Equipment, furniture and fixtures	Motor vehicles	Construction in progress	Land use right	Buildings	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Cost:									
At January 1, 2023	38,162	149,488	1,012,908	28,685	1,180	258,202	141,538	—	1,630,163
Additions	5,747	69,123	14,102	936	671	620,910	—	—	711,489
Disposals	—	—	(33,318)	(412)	—	—	—	—	(33,730)
Transfers	—	—	178,845	13,662	24	(192,531)	—	—	—
At December 31, 2023 and January 1, 2024	43,909	218,611	1,172,537	42,871	1,875	686,581	141,538	—	2,307,922
Additions	10,385	10,704	4,238	1,664	—	671,213	—	7,025	705,229
Disposals	(130)	—	(22,568)	(399)	—	—	—	—	(23,097)
Transfers	—	—	381,725	29,548	1,456	(1,352,141)	—	939,412	—
At December 31, 2024 and January 1, 2025	54,164	229,315	1,535,932	73,684	3,331	5,653	141,538	946,437	2,990,054
Additions	22,026	—	32	—	—	347,456	4,570	5,641	379,725
Disposals	(9,707)	—	(216,630)	(1,050)	(347)	—	—	—	(227,734)
Transfers	10,830	—	309,765	3,746	1,654	(328,989)	—	2,994	—
At December 31, 2025 and January 1, 2026	77,313	229,315	1,629,099	76,380	4,638	24,120	146,108	955,072	3,142,045
Additions (unaudited)	—	—	2,408	—	—	187,371	—	—	189,779
Disposals (unaudited)	(43)	—	(15,801)	(452)	(418)	—	—	—	(16,714)
Transfers (unaudited)	7,987	—	168,186	946	—	(177,119)	—	—	—
At May 31, 2026 (unaudited)	85,257	229,315	1,783,892	76,874	4,220	34,372	146,108	955,072	3,315,110

	Leasehold improvements	Properties leased for own use	Machinery	Equipment, furniture and fixtures	Motor vehicles	Construction in progress	Land use right	Buildings	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Accumulated depreciation and impairment losses:									
At January 1, 2023	30,282	96,413	516,849	19,971	455	—	6,716	—	670,686
Charge for the year	11,060	50,022	120,011	3,463	489	—	2,833	—	187,878
Written back on disposals	—	—	(16,195)	(370)	—	—	—	—	(16,565)
At December 31, 2023 and January 1, 2024	41,342	146,435	620,665	23,064	944	—	9,549	—	841,999
Charge for the year	3,621	54,427	132,070	8,575	527	—	2,833	22,108	224,161
Written back on disposals	(123)	—	(9,011)	(310)	—	—	—	—	(9,444)
At December 31, 2024 and January 1, 2025	44,840	200,862	743,724	31,329	1,471	—	12,382	22,108	1,056,716
Charge for the year	7,741	27,383	128,491	10,532	645	—	2,871	44,798	222,461
Written back on disposals	(9,221)	—	(127,529)	(940)	(299)	—	—	—	(137,989)
At December 31, 2025 and January 1, 2026	43,360	228,245	744,686	40,921	1,817	—	15,253	66,906	1,141,188
Charge for the period (unaudited)	3,018	1,070	60,236	4,162	314	—	1,219	18,770	88,789
Written back on disposals (unaudited)	(40)	—	(7,056)	(405)	(369)	—	—	—	(7,870)
At May 31, 2026 (unaudited)	46,338	229,315	797,866	44,678	1,762	—	16,472	85,676	1,222,107
Net book value:									
At December 31, 2023	2,567	72,176	551,872	19,807	931	686,581	131,989	—	1,465,923
At December 31, 2024	9,324	28,453	792,208	42,355	1,860	5,653	129,156	924,329	1,933,338
At December 31, 2025	33,953	1,070	884,413	35,459	2,821	24,120	130,855	888,166	2,000,857
At May 31, 2026 (unaudited)	38,919	—	986,026	32,196	2,458	34,372	129,636	869,396	2,093,003

Right-of-use assets

(a) The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Properties leased for own use, carried at depreciated cost	153,826	272,808	223,588	344,811
Motor vehicles, carried at depreciated cost	701	280	316	246
Land use right	159,292	156,048	175,205	172,558
	313,819	429,136	399,109	517,615

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Properties leased for own use, carried at depreciated cost	72,176	28,453	1,070	—
Land use right	131,989	129,156	130,855	129,636
	204,165	157,609	131,925	129,636

The Group and the Company have obtained the right to use properties mainly as its factories, warehouses, offices and vehicles through tenancy agreements. The leases typically run for an initial period of 2 to 18 years.

Land use right mainly represented prepaid operating lease payments in respect of land in Chinese Mainland with remaining lease period of 50 years.

(b) The analysis of expense items in relation to leases of the Group recognised in profit or loss is as follows:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Depreciation charge of right-of-use assets by class of underlying asset:					
— Properties leased for own use	80,988	95,289	66,950	36,558	27,982
— Motor vehicles	648	427	143	56	57
— Land use right	3,113	3,479	4,348	1,699	2,365
	84,749	99,195	71,441	38,313	30,404
Interest on lease liabilities *(Note 6(a))*	10,476	16,148	13,166	5,620	6,258
Expense relating to short-term leases	8,723	9,958	20,920	3,002	11,765

During the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026, additions to right-of-use assets were RMB89,677,000, RMB217,414,000, RMB55,892,000 and RMB151,331,000 (unaudited) respectively. These amounts primarily related to the capitalised lease payments payable under new and renewed tenancy agreements, and payments of land use right. Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Notes 20(d) and 23, respectively.

12 Intangible assets

The Group:

	Software	Club membership	Patent	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Cost:				
At January 1, 2023	51,039	1,142	16,000	68,181
Exchange adjustments	160	2	—	162
Additions	416	—	24,119	24,535
Disposal	(92)	—	—	(92)
At December 31, 2023 and January 1, 2024	51,523	1,144	40,119	92,786
Exchange adjustments	(221)	(119)	—	(340)
Additions	4,924	—	—	4,924
Disposal	(7,161)	—	—	(7,161)
At December 31, 2024 and January 1, 2025	49,065	1,025	40,119	90,209
Exchange adjustments	(225)	(16)	—	(241)
Additions	1,901	—	—	1,901
Business combinations through acquisition of subsidiaries	267	—	—	267

	Software	Club membership	Patent	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
At December 31, 2025 and January 1, 2026	51,008	1,009	40,119	92,136
Exchange adjustments (unaudited)	(357)	(71)	—	(428)
Additions (unaudited)	224	—	—	224
Disposal (unaudited)	(1,571)	—	—	(1,571)
At May 31, 2026 (unaudited)	49,304	938	40,119	90,361
Accumulated amortisation:				
At January 1, 2023	26,804	—	—	26,804
Exchange adjustments	128	—	—	128
Charge for the year	8,082	—	12,703	20,785
Written back on disposal	(14)	—	—	(14)
At December 31, 2023 and January 1, 2024	35,000	—	12,703	47,703
Exchange adjustments	(186)	—	—	(186)
Charge for the year	5,973	—	13,373	19,346
Written back on disposal	(2,699)	—	—	(2,699)
At December 31, 2024 and January 1, 2025	38,088	—	26,076	64,164
Exchange adjustments	(222)	—	—	(222)
Charge for the year	4,259	—	13,373	17,632
At December 31, 2025 and January 1, 2026	42,125	—	39,449	81,574
Exchange adjustments (unaudited)	(334)	—	—	(334)
Charge for the period (unaudited)	1,906	—	670	2,576
Written back on disposal (unaudited)	(1,228)	—	—	(1,228)
At May 31, 2026 (unaudited)	42,469	—	40,119	82,588
Net book value:				
At December 31, 2023	16,523	1,144	27,416	45,083
At December 31, 2024	10,977	1,025	14,043	26,045
At December 31, 2025	8,883	1,009	670	10,562
At May 31, 2026 (unaudited)	6,835	938	—	7,773

The amortisation charge during the Track Record Period and five months ended May 31, 2026 is included in "cost of sales", "selling and distribution expenses", "research and development expenses" and "administrative expenses" in the consolidated statements of profit or loss.

The Company:

	Software	Patent	Total
	RMB'000	*RMB'000*	*RMB'000*
Cost:			
At January 1, 2023	10,753	16,000	26,753
Additions	—	24,119	24,119
At December 31, 2023 and January 1, 2024	10,753	40,119	50,872
Additions	1,055	—	1,055
Disposal	(356)	—	(356)
At December 31, 2024 and January 1, 2025	11,452	40,119	51,571
Additions	1,770	—	1,770
At December 31, 2025 and January 1, 2026	13,222	40,119	53,341
Additions (unaudited)	62	—	62
At May 31, 2026 (unaudited)	13,284	40,119	53,403
Accumulated amortisation:			
At January 1, 2023	8,043	—	8,043
Charge for the year	2,390	12,703	15,093
At December 31, 2023 and January 1, 2024	10,433	12,703	23,136
Charge for the year	503	13,373	13,876
Written back on disposal	(345)	—	(345)
At December 31, 2024 and January 1, 2025	10,591	26,076	36,667
Charge for the year	556	13,373	13,929
At December 31, 2025 and January 1, 2026	11,147	39,449	50,596
Charge for the period (unaudited)	397	670	1,067
At May 31, 2026 (unaudited)	11,544	40,119	51,663
Net book value:			
At December 31, 2023	320	27,416	27,736
At December 31, 2024	861	14,043	14,904
At December 31, 2025	2,075	670	2,745
At May 31, 2026 (unaudited)	1,740	—	1,740

13 Goodwill

	RMB'000
Cost:	
At January 1, 2023	1,918,747
Exchange adjustments	31,474
At December 31, 2023 and January 1, 2024	1,950,221
Exchange adjustments	28,169
At December 31, 2024 and January 1, 2025	1,978,390
Arising from business combination *(note 15)*	21,727
Exchange adjustments	(42,533)
At December 31, 2025 and January 1, 2026	1,957,584
Exchange adjustments (unaudited)	(56,286)
At May 31, 2026 (unaudited)	1,901,298
Accumulated impairment losses:	
At January 1, 2023, December 31, 2023, December 31, 2024, December 31, 2025 and May 31, 2026 (unaudited)	—
Carrying amount:	
At December 31, 2023	1,950,221
At December 31, 2024	1,978,390
At December 31, 2025	1,957,584
At May 31, 2026 (unaudited)	1,901,298

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's CGUs as follows:

	As at December 31,			As at May 31,
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Cowell Group *(note (a))*	1,580,436	1,604,021	1,568,409	1,521,281
IMG business division *(note (b))*	369,785	374,369	367,448	358,290
Shanghai manufacturing factory previously under Konica Minolta, Inc. *(Note 15(a))*	—	—	21,727	21,727
	1,950,221	1,978,390	1,957,584	1,901,298

(a) Cowell Group CGU

In March 2021, the Group has completed acquisition of Cowell Group's business operation and obtained over 50% shareholding. The recoverable amount of the Cowell Group CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The discount rates used are pre-tax and reflect specific risks relating to the relevant businesses.

	As at December 31,		
	2023	2024	2025
Annual growth rate of revenue during five-year forecast period	3%– 91%	1%– 2%	2%
Annual growth rate of revenue after five-year forecast period	0%	0%	0%
Gross profit margin	13%– 15%	10%– 12%	11%
Pre-tax discount rate	11%	14%	14%

As goodwill is tested annually for impairment if no events or changes in circumstances indicate that it might be impaired, no goodwill impairment test was performed as at May 31, 2026.

(b) IMG business division CGU

In December 2022, the Group entered into an acquisition agreement with LITE-ON Electronics (Guangzhou) Co., Ltd., LITE-ON Technology Corporation and LITE-ON Trading USA Inc. (together as "**LITE-ON**") to acquire the business operation related to smart office applications sector that LITE-ON had been engaged in, at the consideration of RMB1,000,447,000. The recoverable amount of the smart office applications CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The discount rates used are pre-tax and reflect specific risks relating to the relevant businesses.

	As at December 31,		
	2023	2024	2025
Annual growth rate of revenue during five-year forecast period	0%	0%– 2%	2%
Annual growth rate of revenue after five-year forecast period	0%	0%	0%
Gross profit margin	9%– 11%	8%– 9%	9%
Pre-tax discount rate	12%	14%	14%

As goodwill is tested annually for impairment if no events or changes in circumstances indicate that it might be impaired, no goodwill impairment test was performed as at May 31, 2026.

14 Interests in associates

The following list contains the particulars of associates which is unlisted corporate entity whose quoted market price is not available.

Name of company	Place of establishment and business	Particulars of issued and paid-up capital	Proportion of ownership interest as at December 31, 2025 Group's effective interest	Proportion of ownership interest as at May 31, 2026 Group's effective interest (unaudited)	Principal activities
Shaoxing Junwan Micro Electronic Technology Co., Ltd.# (紹興君萬微電子科技有限公司). . . .	PRC	RMB19,188,360	20.7%	20.7%	Trading and manufacture of electronic materials and semiconductors.

The entity is PRC limited liability company. The official name of the entity is in Chinese. The English translation of the name is for identification only.

The above associate is accounted for using the equity method in the Historical Financial Information.

15 Acquisitions of subsidiaries

(a) Business combinations

*Konica Minolta Optical Products (Shanghai) Co., Ltd. ("**Konica Minolta Shanghai**")*

In March 2025, the Group acquired of 80% equity interest of Luxvisions Opto (Shanghai) Co., Ltd., formerly known as Konica Minolta Optical Products (Shanghai) Co., Ltd. from Konica Minolta, Inc. at the consideration of JPY3,599,200,000 (equivalent to RMB173,406,000). Konica Minolta principally engages in manufacturing and sales of optical products. The above acquisition was made as part of the Group's strategy to expand its market share in different types of optical products.

The fair values of the identifiable net assets acquired as at the date of acquisition are set out as follows:

	RMB'000
Cash and cash equivalents	92,758
Trade and other receivables	26,586
Inventories	46,158
Property, plant and equipment	75,972
Intangible assets	267
Trade and other payables	(42,540)
Contract liabilities	(19)
Current tax payables	(407)
Deferred tax liabilities	(9,175)
Total identifiable net assets acquired	189,600
NCI (20%)	37,921
Cash consideration	173,406
Goodwill arising on acquisition	21,727

From the post-acquisition date to December 31, 2025, this company contributed revenue and net loss of RMB159,102,000 and RMB7,231,000 respectively. If the acquisition had occurred on January 1, 2025, management estimated that consolidated revenue and consolidated profit would have been RMB34,774,934,000 and RMB1,624,000,000 respectively. In determining these amounts, management has assumed that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on January 1, 2025.

NCIs recognised at the acquisition date were measured by reference to the NCIs' proportionate share of the acquiree's identifiable net assets.

(b) An analysis of the cash flows in respect of the above acquisition is as follows:

	Konica Minolta Shanghai
	2025
	RMB'000
Total cash consideration	173,406
Cash consideration payable	(17,341)
Cash and cash balances acquired	(92,758)
Net outflow of cash and cash equivalents included in cash flows used in investing activities	63,307

16 Interests in subsidiaries

(a) Material NCI

The following table lists out the information relating to the Cowell Group, the only subsidiary of the Group which has a material NCI. The summarised financial information presented below represents the amounts before any inter-company elimination.

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
NCI percentage (%)	29%	30%	30%	30%
Non-current assets	2,963,512	4,532,740	4,404,720	4,452,312
Current assets	5,297,038	7,440,566	8,058,103	7,683,949
Non-current liabilities	87,184	1,107,887	962,846	314,852
Current liabilities	3,653,401	5,497,509	4,747,487	4,741,524
Net assets	4,519,965	5,367,910	6,752,490	7,079,885
Carrying amount of NCI	872,904	1,148,180	1,563,332	1,691,772
Revenue	6,506,091	17,734,671	25,019,433	9,350,883
Profit for the year/period	327,551	856,212	1,399,804	654,808
Other comprehensive income	(4,344)	(34,660)	16,256	7,055
Total comprehensive income	323,207	821,552	1,416,060	661,862
Total comprehensive income allocated to NCI	85,698	245,393	402,838	196,468
Cash flows from operating activities	798,864	455,641	2,261,050	1,140,585
Cash flows from investing activities	(1,695,955)	(966,584)	(387,252)	(511,127)
Cash flows from financing activities	1,268,128	632,570	(1,617,925)	95,478
Dividends paid to NCI	—	—	—	—

17 Other financial assets at FVPL

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Unlisted equity securities	20,000	37,682	69,291	104,727

18 Inventories

(a) Inventories in the consolidated statements of financial position comprise:

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Raw materials	683,085	1,004,573	1,223,440	1,063,223
Work in progress	237,088	359,819	362,748	487,717
Finished goods	1,341,102	2,462,949	1,732,569	2,464,520
	2,261,275	3,827,341	3,318,757	4,015,460

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Raw materials	383,431	624,499	668,605	530,617
Work in progress	98,013	119,026	127,636	222,058
Finished goods	127,308	156,397	124,708	148,253
	608,752	899,922	920,949	900,928

(b) *The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:*

The Group:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Carrying amount of inventories sold	13,343,550	24,789,233	30,929,957	10,535,632	12,009,540
Write-down of inventories	81,057	100,123	74,984	33,380	35,245
	13,424,607	24,889,356	31,004,941	10,569,012	12,044,785

19 Trade and other receivables

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Trade receivables, net of loss allowance:				
— Third parties	3,990,274	6,074,523	7,414,455	5,958,122
— Related parties *(Note 31(d))*	68,125	41,516	44,601	30,167
	4,058,399	6,116,039	7,459,056	5,988,289
Bills receivables	88,157	111,203	47,000	34,831
Total trade and bills receivables	4,146,556	6,227,242	7,506,056	6,023,120
VAT recoverable	192,560	293,551	136,932	163,530
Other receivables and prepayments				
— Third parties	111,940	97,313	120,714	167,474
— Related parties *(Note 31(d))*	3,770	5,251	314	310
	115,710	102,564	121,028	167,784
	4,454,826	6,623,357	7,764,016	6,354,434

Amounts due from related parties (in non-trade nature) are unsecured, interest-free and recoverable on demand. The above amounts will be settled before the **[REDACTED]** of the Company in the Main Board of the Stock Exchange.

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Trade receivables, net of loss allowance:				
— Third parties	1,759,549	1,958,972	1,817,162	1,981,592
— Related parties	2,103,627	2,403,795	2,608,311	2,779,947
	3,863,176	4,362,767	4,425,473	4,761,539
Bills receivables	88,157	111,203	47,000	34,831
Total trade and bills receivables	3,951,333	4,473,970	4,472,473	4,796,370
VAT recoverable	104,228	108,313	83,334	48,985
Other receivables and prepayments				
— Third parties	11,366	20,465	10,307	50,315
— Related parties	27,681	177,068	45,688	31,417
	39,047	197,533	55,995	81,732
	4,094,608	4,779,816	4,611,802	4,927,087

Amounts due from related parties (in non-trade nature) are unsecured, interest-free and recoverable on demand. All of the above trade and other receivables are expected to be recovered or recognised as expense within one year.

(a) Ageing analysis

As of the end of each reporting period, the ageing analysis of trade and bills receivables (which are included in trade and other receivables), based on the invoice date and net of loss allowance is as follows:

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Within 1 month	1,961,475	4,093,288	5,272,956	3,375,346
1 to 2 months	1,217,704	1,118,366	915,233	1,113,763
2 to 3 months	653,532	734,027	819,091	923,979
Over 3 months but within 12 months	313,845	281,561	498,776	610,032
	4,146,556	6,227,242	7,506,056	6,023,120

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Within 1 month	1,216,479	1,123,624	1,100,481	724,240
1 to 2 months	803,125	1,055,813	758,560	884,075
2 to 3 months	686,155	729,075	703,221	692,944
Over 3 months but within 12 months	1,245,574	1,565,458	1,910,211	2,495,111
	3,951,333	4,473,970	4,472,473	4,796,370

Trade and bills receivables, including amounts due from related parties are due within 30 to 180 days from the date of billing. Further details on the Group's credit policy are set out in Note 29(a).

(b) Prepayment and other receivables — non-current portion

Prepayment and other receivables — non-current portion mainly represented deposits for property leases and purchase of property, plant and equipment.

20 Cash and cash equivalents, bank deposits, pledged bank deposits, restricted cash and other cash flow information

(a) Cash and cash equivalents and bank deposits:

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Bank deposits with less than 3 months to maturity when placed	1,252,000	1,090,652	1,065,010	1,516,010
Cash at bank and on hand	1,049,501	1,233,570	1,245,422	2,103,066
Cash and cash equivalents in the consolidated cash flow statements	2,301,501	2,324,222	2,310,432	3,619,076
Bank deposits with more than three months to maturity when placed	1,880,006	1,961,009	2,084,000	1,848,400

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Cash at bank and on hand	91,213	27,995	99,531	26,530
Bank deposits with more than three months to maturity when placed	—	—	—	496,500

(b) Reconciliation of profit before taxation to cash generated from operations:

	Notes	Year ended December 31,			Five months ended May 31,	
		2023	2024	2025	2025	2026
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Profit before taxation		629,683	1,172,075	1,914,880	634,742	913,331
Adjustments for:						
Interest income	*5*	(135,976)	(149,853)	(97,555)	(39,534)	(101,159)
Net loss on disposal of property, plant and equipment	*5*	6,472	4,045	3,601	2,635	12,519
Net loss on disposal of intangible assets	*5*	78	4,462	—	—	343
Share of loss of joint ventures and associates		400	—	2,402	378	1,189
Changes in fair value of other financial assets at FVPL	*5*	—	(8,682)	(31,609)	(22,521)	(35,436)
Finance costs	*6(a)*	231,123	251,848	183,243	94,285	66,533
Equity settled share-based payment expenses	*6(b)*	24,976	75,511	120,235	70,117	26,132
Amortisation	*6(c)*	20,785	19,346	17,632	7,282	2,576
Depreciation	*6(c)*	470,406	595,950	772,872	333,740	333,344
Impairment loss on property, plant and equipment	*5*	8,617	351,036	20,724	—	—
Recognition/(reversal) of impairment losses on trade receivables	*6(c)*	17,559	14,784	(18,225)	(10,874)	8,420
Foreign exchange differences		(36,843)	(47,909)	59,283	18,321	101,552
Changes in working capital:						
(Increase)/decrease in inventories		(107,418)	(1,566,066)	554,742	864,649	(696,703)
(Increase)/decrease in trade and other receivables		(1,177,354)	(2,264,799)	(1,144,950)	1,163,218	1,418,465
Increase/(decrease) in trade and other payables		1,081,152	2,414,097	1,049,223	(1,483,455)	(1,583,110)
Increase in defined benefit obligation		248	86	60	50	72
Increase/(decrease) in contract liabilities		8,764	(1,459)	(6,038)	(2,743)	24,218
Increase/(decrease) in deferred income		12,288	13,058	35,389	(742)	27,366
Increase/(decrease) in provision		1,413	1,466	(590)	(451)	271
Cash generated from operations		1,056,373	878,996	3,435,319	1,629,097	519,923

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statements as cash flows from financing activities.

	Bank loans	Amount due to a related party	Lease liabilities	Total
	RMB'000 (Note 22)	*RMB'000 (Note 31(d))*	*RMB'000 (Note 23)*	*RMB'000*
At January 1, 2023	2,465,101	300,300	231,576	2,996,977
Changes from financing cash flows:				
Proceeds from bank loans	11,411,078	—	—	11,411,078
Repayment of bank loans	(8,924,498)	—	—	(8,924,498)
Proceeds from amount due to a related party	—	222,000	—	222,000
Repayment of amount due to a related party	—	(345,700)	—	(345,700)
Interest paid	(216,136)	—	—	(216,136)
Capital element of lease rentals paid	—	—	(94,802)	(94,802)
Interest element of lease rentals paid	–	—	(10,476)	(10,476)
Total changes from financing cash flows	2,270,444	(123,700)	(105,278)	2,041,466
Exchange adjustments	19,254	—	69	19,323
Other changes:				
Increase in lease liabilities from entering into new leases during the year	—	—	69,540	69,540
Decrease in lease liabilities from termination of leases during the year	—	—	(29,444)	(29,444)
Interest expenses	216,136	4,511	10,476	231,123
Total other changes	216,136	4,511	50,572	271,219
At December 31, 2023	4,970,935	181,111	176,939	5,328,985

	Bank loans	Amount due to a related party	Lease liabilities	Total
	RMB'000 (Note 22)	*RMB'000 (Note 31(d))*	*RMB'000 (Note 23)*	*RMB'000*
At January 1, 2024	4,970,935	181,111	176,939	5,328,985
Changes from financing cash flows:				
Proceeds from bank loans	10,914,669	—	—	10,914,669
Repayment of bank loans	(10,755,117)	—	—	(10,755,117)
Repayment of amount due to a related party	—	(176,300)	—	(176,300)
Interest paid	(228,401)	(5,134)	—	(233,535)
Capital element of lease rentals paid	—	—	(93,767)	(93,767)
Interest element of lease rentals paid	—	—	(16,148)	(16,148)
Total changes from financing cash flows	(68,849)	(181,434)	(109,915)	(360,198)
Exchange adjustments	6,683	—	84	6,767
Other changes:				
Increase in lease liabilities from entering into new leases during the year	—	—	217,414	217,414
Decrease in lease liabilities from termination of leases during the year	—	—	(3,520)	(3,520)
Interest expenses	235,377	323	16,148	251,848
Total other changes	235,377	323	230,042	465,742
At December 31, 2024	5,144,146	—	297,150	5,441,296

	Bank loans	Lease liabilities	Total
	RMB'000 (Note 22)	*RMB'000 (Note 23)*	*RMB'000*
At January 1, 2025	5,144,146	297,150	5,441,296
Changes from financing cash flows:			
Proceeds from bank loans	8,041,782	—	8,041,782
Repayment of bank loans	(9,700,761)	—	(9,700,761)
Interest paid	(175,621)	—	(175,621)
Capital element of lease rentals paid	—	(61,405)	(61,405)
Interest element of lease rentals paid	—	(13,166)	(13,166)
Total changes from financing cash flows	(1,834,600)	(74,571)	(1,909,171)
Exchange adjustments	(15,419)	(42)	(15,461)
Other changes:			
Increase in lease liabilities from entering into new leases during the year	—	31,953	31,953
Decrease in lease liabilities from termination of leases during the year	—	(13,846)	(13,846)
Interest expenses	170,077	13,166	183,243
Total other changes	170,077	31,273	201,350
At December 31, 2025	3,464,204	253,810	3,718,014

	Bank loans	Lease liabilities	Total
	RMB'000	*RMB'000*	*RMB'000*
(Unaudited)			
At January 1, 2025	5,144,146	297,150	5,441,296
Changes from financing cash flows:			
Proceeds from bank loans	5,966,055	—	5,966,055
Repayment of bank loans	(5,467,126)	—	(5,467,126)
Interest paid on bank loans	(85,373)	—	(85,373)
Capital element of lease rentals paid	—	(32,961)	(32,961)
Interest element of lease rentals paid	—	(5,620)	(5,620)
Total changes from financing cash flows	413,556	(38,581)	374,975
Exchange adjustments	(1,701)	(52)	(1,753)
Other changes:			
Increase in lease liabilities from entering into new leases during the period	—	13,060	13,060
Decrease in lease liabilities from termination of leases during the period	—	(108)	(108)
Interest expenses	88,665	5,620	94,285
Total other changes	88,665	18,572	107,237
At May 31, 2025	5,644,666	277,089	5,921,755

	Bank loans	Lease liabilities	Dividends payable to NCI	Total
	RMB'000 (Note 22)	*RMB'000 (Note 23)*	*RMB'000*	*RMB'000*
(Unaudited)				
At January 1, 2026	3,464,204	253,810	—	3,718,014
Changes from financing cash flows:				
Proceeds from bank loans	2,891,253	—	—	2,891,253
Repayment of bank loans	(1,571,625)	—	—	(1,571,625)
Interest paid on bank loans	(56,983)	—	—	(56,983)
Capital element of lease rentals paid	—	(26,835)	—	(26,835)
Interest element of lease rentals paid	–	(6,258)	—	(6,258)
Total changes from financing cash flows	1,262,645	(33,093)	—	1,229,552
Exchange adjustments	(16,881)	(17)	—	(16,898)
Other changes:				
Increase in lease liabilities from entering into new leases during the period	—	151,115	—	151,115
Decrease in lease liabilities from termination of leases during the period	—	(2,455)	—	(2,455)
Interest expenses	60,275	6,258	—	66,533
Dividends approved by a subsidiary attributable to NCI in respect of the previous year	–	—	79,490	79,490
Total other changes	60,275	154,918	79,490	294,683
At May 31, 2026	4,770,243	375,618	79,490	5,225,351

(d) Total cash outflow for leases

Amounts included in the consolidated cash flow statements for lease rentals paid comprise the following:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Within operating cash flows	8,723	9,958	20,920	3,002	11,765
Within financing cash flows	105,244	109,915	74,571	38,581	33,093
	113,967	119,873	95,491	41,583	44,858

(e) Pledged bank deposits

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Deposits pledged for bank loans	526,500	75,248	—	—
Deposits pledged for land acquisition	20,207	—	—	—
Others	8,000	8,820	13,775	13,777
	554,707	84,068	13,775	13,777

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Deposits pledged for land acquisition	20,207	—	—	—

(f) Restricted cash

As at December 31, 2023, restricted cash of the Group and Company represented the capital contribution from investors received in advance which is restricted for use until the investment agreement is effective.

21 Trade and other payables

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Trade payables				
— Third parties	3,766,575	5,125,634	6,284,171	5,041,263
— Related parties *(Note 31(d))*	248,853	1,190,115	1,074,867	829,524
Total trade payables	4,015,428	6,315,749	7,359,038	5,870,787
Accrued charges and other payables				
— Payroll payables	197,846	267,810	263,428	188,480
— Amount due to a related party *(Note 31(d))*	181,111	—	—	—
— Payable for machinery	219,785	505,166	328,148	363,570
— Prepayment from investors	500,000	—	—	—
— Others	167,220	208,826	239,255	245,106
	1,265,962	981,802	830,831	797,156
Total trade and other payables	5,281,390	7,297,551	8,189,869	6,667,943

As at December 31, 2023, amount due to a related party (in non-trade nature) of the Group are unsecured, interest bearing at 3% per annum and repayable on demand and has been settled in 2024.

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Trade payables				
— Third parties	1,598,343	2,068,925	2,112,309	1,418,544
— Related parties	399,451	247,202	520,837	616,161
Total trade payables	1,997,794	2,316,127	2,633,146	2,034,705
Accrued charges and other payables				
— Payroll payables	81,516	87,409	89,923	45,125
— Amounts due to related parties	2,676,731	2,521,049	2,278,211	2,638,100
— Prepayment from investors	500,000	—	—	—
— Payable for machinery	183,550	302,317	183,869	224,317
— Others	57,583	65,342	141,933	66,127
	3,499,380	2,976,117	2,693,936	2,973,669
Total trade and other payables	5,497,174	5,292,244	5,327,082	5,008,374

All of the trade and other payables, including amounts due to related parties (in trade nature), are expected to be settled or recognised as income within one year or are repayable on demand.

As of the end of each reporting period, the ageing analysis of trade payables, based on the invoice date, is as follows:

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Within 1 month	1,570,325	2,632,556	4,421,628	3,996,303
1 to 3 months	1,913,054	2,183,440	1,955,469	1,388,346
3 to 6 months	397,106	1,493,123	933,957	461,257
Over 6 months	134,943	6,630	47,984	24,881
	4,015,428	6,315,749	7,359,038	5,870,787

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Within 1 month	659,780	985,945	1,324,272	647,712
1 to 3 months	1,031,137	999,032	954,360	857,067
3 to 6 months	305,734	329,893	317,674	516,712
Over 6 months	1,143	1,257	36,840	13,214
	1,997,794	2,316,127	2,633,146	2,034,705

22 Bank loans

(a) The analysis of the repayment schedule of bank loans is as follows:

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Within 1 year or on demand	4,042,355	3,528,074	2,197,334	4,255,284
After 1 year but within 2 years	183,305	418,955	704,898	514,959
After 2 years but within 5 years	745,275	1,197,117	561,972	—
	928,580	1,616,072	1,266,870	514,959
	4,970,935	5,144,146	3,464,204	4,770,243

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Within 1 year or on demand	1,955,885	1,644,492	1,931,985	3,180,508
After 1 year but within 2 years	131,450	159,510	344,300	318,800
After 2 years but within 5 years	511,925	377,701	33,400	—
	643,375	537,211	377,700	318,800
	2,599,260	2,181,703	2,309,685	3,499,308

(b) Assets pledged as security

At the end of each reporting period, the bank loans of the Group were secured and guaranteed as follows:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Unsecured and guaranteed	3,485,721	4,175,204	2,723,162	4,110,623
Secured and guaranteed	1,485,214	968,942	741,042	659,620
	4,970,935	5,144,146	3,464,204	4,770,243

As at December 31, 2023 and 2024, bank loans granted to the Group were guaranteed by the Company, certain subsidiaries and/or a director. As at December 31, 2025 and May 31, 2026, bank loans granted to the Group were guaranteed by the Company.

The Group's bank loans were secured by certain assets of the Group. An analysis of the carrying value of the assets is as follows:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Property, plant and equipment *(Note 11)*	131,989	1,046,285	1,011,821	1,007,824
Pledged bank deposits *(Note 20(e))*	526,500	75,248	—	—
	658,489	1,121,533	1,011,821	1,007,824

As at December 31, 2024 and 2025 and May 31, 2026, secured bank loans included the loans which were pledged by 87,060,000, 87,060,000 and 87,060,000 (unaudited) shares of Cowell respectively.

23 Lease liabilities

At December 31, 2023, 2024 and 2025 and May 31, 2026, the lease liabilities were repayable as follows:

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Within 1 year	82,816	55,818	36,960	69,866
After 1 year but within 2 years	36,242	29,684	32,171	64,429
After 2 years but within 5 years	41,243	65,918	51,760	112,350
After 5 years	16,638	145,730	132,919	128,973
	94,123	241,332	216,850	305,752
	176,939	297,150	253,810	375,618

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Within 1 year	54,408	25,929	793	33,690
After 1 year but within 2 years	19,976	793	—	34,889
After 2 years but within 5 years	263	—	—	65,400
	20,239	793	—	100,289
	74,647	26,722	793	133,979

24 Employees retirement schemes

(a) Defined contribution retirement plan

The subsidiaries in Hong Kong operate a Mandatory Provident Fund Scheme (the "**MPF scheme**") under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK$30,000. Contributions to the scheme vest immediately, there is no forfeited contributions that may need to be used by the Group to reduce the existing level of contribution.

The subsidiaries in Chinese Mainland participates in the defined contribution retirement schemes operated by the local authorities for employees in the PRC. Contributions to these schemes are charged to profit or loss when incurred. The Group is required make contribution at the rates required by different local government authorities during the Track Record Period and five months ended May 31, 2025 and 2026. Contributions to the scheme vest immediately, there is no forfeited contributions that may need to be used by the Group to reduce the existing level of contribution.

(b) Defined benefit retirement plan

The Group makes contributions to a defined benefit retirement plan for Korean employees working in Korea. The plan is administered by a trustee, who is independent, with its assets held separately from those of the Group. The plan is funded by contributions from the Group in accordance with an independent actuary's recommendation based on an annual actuarial valuation.

The Group has no further material obligation for payment of other retirement benefits beyond the above contributions.

25 Equity settled share-based transactions

During the Track Record Period and five months ended May 31, 2025 and 2026, the Group had a share option scheme and two share award schemes.

(a) Share Option Scheme

On May 5, 2021, Cowell, a subsidiary of the Company, adopted a share option scheme (the "**Share Option Scheme**"), whereby the Cowell's directors are authorised, at their discretion, to invite employees of the Cowell, including directors of any subsidiaries, to take up options at HK$1 to subscribe for Cowell's shares. The options vest after 1 to 5 years from the date of grant and are then exercisable within a period of 5 to 9 years. Each option gives the holder the right to subscribe for one ordinary share in Cowell and is settled gross in shares.

(i) The terms and conditions of the grants are as follows:

	Number of instruments	Vesting conditions	Contractual life of options
	'000		
Options granted to directors of Cowell:			
— on May 25, 2021	2,780	1 year from the date of grant	10 years
	2,780	2 years from the date of grant	10 years
	2,780	3 years from the date of grant	10 years
	2,780	4 years from the date of grant	10 years
	2,780	5 years from the date of grant	10 years
Options granted to employees:			
— on May 25, 2021	6,310	1 year from the date of grant	10 years
	6,310	2 years from the date of grant	10 years
	6,310	3 years from the date of grant	10 years
	6,310	4 years from the date of grant	10 years
	6,310	5 years from the date of grant	10 years
— on October 15, 2021	3,440	1 year from the date of grant	10 years
	3,440	2 years from the date of grant	10 years
	3,440	3 years from the date of grant	10 years
	3,440	4 years from the date of grant	10 years
	3,440	5 years from the date of grant	10 years
Total share options granted	62,650		

(ii) The number and weighted average exercise prices of share options are as follows:

	Year ended December 31,						Five months ended May 31,	
	2023		2024		2025		2026 (unaudited)	
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
	HK$	*'000*	*HK$*	*'000*	*HK$*	*'000*	*HK$*	*'000*
Outstanding at the beginning of the year/period	4.34	50,954	4.35	36,234	4.34	26,524	4.38	19,996
Exercised during the year/period	4.31	(13,861)	4.37	(9,242)	4.23	(5,878)	4.67	(458)
Lapsed/cancelled during the year/period	4.56	(859)	4.50	(468)	4.20	(650)	4.14	(330)
Outstanding at the end of the year/period	4.35	36,234	4.34	26,524	4.38	19,996	4.37	19,208
Exercisable at the end of the year/period	4.37	3,144	4.30	4,464	4.41	10,466	4.27	15,768

The weighted average share price of Cowell at the date of exercise for shares options exercised during the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026 was RMB15.92 (equivalents to HK$17.72), RMB21.54 (equivalents to HK$23.69), RMB30.91 (equivalents to HK$34.22) and RMB27.20 (equivalents to HK$30.85) (unaudited) respectively.

The options outstanding as at December 31, 2023, 2024 and 2025 and May 31, 2026 had a weighted average exercise price of RMB3.94 (equivalents to HK$4.35), RMB3.98 (equivalents to HK$4.34), RMB3.96 (equivalents to HK$4.38) and RMB3.85 (equivalents to HK$4.37) (unaudited) and a weighted average remaining contractual life of 7.5 years, 6.5 years, 5.5 years and 5.0 years (unaudited) respectively.

(iii) Fair value of share options and assumptions

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial option pricing model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial option pricing model. There were no share options granted during the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2025 and 2026.

Fair value of share options and assumptions

	As at grant date
Fair value at measurement date	HK$0.56–0.70
Share price	HK$4.10–4.84
Exercise price	HK$4.14–4.84
Expected volatility (expressed as weighted average volatility used in the modelling under binomial option pricing model)	67.41%
Option life (expressed as weighted average life used in the modelling under binomial option pricing model)	6–10 years
Expected dividends	27.95%
Risk-free interest rate (based on yields of Hong Kong government bonds and treasury bills)	1.08%

The expected volatility is based on the Cowell's historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on Cowell's historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

(b) Share Award Scheme I

On May 18, 2021, the Company adopted a share award scheme (the "**Share Award Scheme I**"), to grant a total paid-in capital of RMB49,019,000 of the Company, representing a total number of 49,019,000 shares of the Company deemed to be in issue, to selected 5 members from senior management and 139 employees of the Group, with a subscription price of RMB1 per share deemed to be in issue. The senior management and employees have already made the full subscription payments of RMB49,019,000 on the grant date.

The shares, deemed to be in issue, granted to 5 members of senior management totalled 35,234,000 without any vesting requirement. The shares, deemed to be in issue, granted to 139 employees totalled 13,785,000 on the condition that the employees remain in service for four years. If the employees leave the Group before fulfilling the four-year-service requirements, the awarded shares deemed to be in issue will be forfeited and re-granted to the senior management and employees.

Movements in the number of awarded shares deemed to be in issue originally granted for the employees under the Share Award Scheme I during the Track Record Period and five months ended May 31, 2026 are as follows:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
At the beginning of the year/period	13,703	13,459	11,253	—
Forfeited	(556)	(2,206)	(50)	—
Re-granted	556	2,206	50	—
Vested	(244)	(2,206)	(11,253)	—
At the end of the year/period	13,459	11,253	—	—

The fair value of the granted shares, deemed to be in issue, was determined by reference to the fair value of the Group as at the grant date. The Company used discounted cash flow method to determine the total share value of the Company and applied the equity allocation model to determine the fair market value of the shares relevant at the grant date of May 18, 2021 and the re-grant dates during the years ended December 31, 2023, 2024 and 2025.

Fair value of share award and assumptions

	As at May 18, 2021	As at re-grant dates during the years ended December 31,		
		2023	2024	2025
Weighted average fair value of awarded shares	RMB4.77	RMB6.03	RMB9.35	RMB9.35
Discount rate	11.51%	10.45%	11.01%	11.01%
Discount for lack of marketability	19.90%	20.79%	18.28%	18.28%
Risk-free interest rate	N/A	2.30%	1.78%	1.78%
Expected volatility	N/A	48.81%	47.39%	47.39%
Expected dividend yield	N/A	0%	0%	0%

(c) Share Award Scheme II

On March 21, 2024, Cowell adopted a share award scheme (the "**Share Award Scheme II**") pursuant to which the employees of Cowell Group are entitled to participate. On September 20, 2024, a total of 13,620,000 share awards were granted to 123 selected employees pursuant to the rules of the share award scheme. Each of the awarded shares granted to the employees represents the right to receive a Cowell's share on the date it vests. The awarded shares shall be vested in five equal tranches from the first anniversary of the date of grant to the fifth anniversary of the date of grant.

Movements in the number of awarded shares under the Share Award Scheme II during the Track Record Period and five months ended May 31, 2026 are as follows:

	As at December 31,		As at May 31,
	2024	2025	2026
	'000	*'000*	*'000* (Unaudited)
At the beginning of the year/period	—	13,620	10,224
Granted	13,620	—	—
Lapsed/forfeited	—	(808)	(40)
Cancelled	—	(13)	—
Vested	—	(2,575)	—
At the end of the year/period	13,620	10,224	10,184

The fair value was measured at grant date by reference to the market price of Cowell's shares at the grant date. The weighted average fair value of awarded shares at grant date was HK$21.60 (equivalents to RMB19.70) per share.

26 Deferred income

The Group:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
At the beginning of the year/period	15,845	28,133	41,191	76,580
Additions	18,462	24,062	47,283	35,091
Credited to profit or loss	(6,174)	(11,004)	(11,894)	(7,725)
At the end of the year/period	28,133	41,191	76,580	103,946

The Company:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
At the beginning of the year/period	6,149	7,155	13,719	44,362
Additions	3,030	9,061	35,305	10,066
Credited to profit or loss	(2,024)	(2,497)	(4,662)	(2,380)
At the end of the year/period	7,155	13,719	44,362	52,048

Deferred income represented unamortised government grants that compensate the Group for the cost of assets incurred and recognised as revenue in profit or loss over the useful lives of the assets in which the depreciation of the related assets is incurred.

27 Deferred taxation

(a) Deferred tax assets and liabilities recognised:

Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statements of financial position and the movements during the Track Record Period and five months ended May 31, 2026 are as follows:

The Group:

	Differences between depreciation and the related depreciation allowances	Defined benefit retirement plan liability	Credit loss allowance and inventory provision	Unrealised profits	Tax losses	Share based payment	Acquisitions of subsidiaries	Right-of-use assets	Lease liabilities	Others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At January 1, 2023	47,284	—	20,932	1,233	25,625	26,430	(649)	(24,654)	34,094	(867)	129,428
(Charged)/credited to profit or loss *(Note 7(a))*	(12,465)	(14)	866	13,952	(13,901)	1,830	799	3,320	(4,703)	1,827	(8,489)
Credited to reserves	—	14	—	—	—	—	—	—	—	—	14
Exchange adjustments	480	—	49	103	—	—	—	—	—	—	632
At December 31, 2023 and January 1, 2024	35,299	—	21,847	15,288	11,724	28,260	150	(21,334)	29,391	960	121,585
Credited/(charged) to profit or loss *(Note 7(a))*	52,705	(57)	14,892	(7,381)	22,783	1,702	(96)	(18,516)	14,377	1,080	81,489
Credited to reserves	—	57	—	—	—	—	—	—	—	—	57
Exchange adjustments	717	—	194	48	—	—	—	—	—	25	984
At December 31, 2024 and January 1, 2025	88,721	—	36,933	7,955	34,507	29,962	54	(39,850)	43,768	2,065	204,115
Business combinations through acquisition of subsidiaries	723	—	44	—	3,367	—	(14,164)	—	—	855	(9,175)
(Charged)/credited to profit or loss *(Note 7(a))*	(12,695)	(21)	(9,074)	14,521	54,346	401	1,865	8,538	(7,991)	(5,499)	44,391
Credited to reserves	—	21	—	—	—	—	—	—	—	—	21
Exchange adjustments	(748)	—	142	(203)	—	—	—	—	—	183	(626)
At December 31, 2025 and January 1, 2026	76,001	—	28,045	22,273	92,220	30,363	(12,245)	(31,312)	35,777	(2,396)	238,726
Credited/(charged) to profit or loss *(Note 7(a))* (unaudited)	11,320	—	(5,523)	(4,657)	20,224	—	319	(52,906)	52,762	(7,851)	13,688
Exchange adjustments (unaudited)	145	—	(273)	(589)	(209)	—	—	8	223	15	(680)
At May 31, 2026 (unaudited)	87,466	—	22,249	17,027	112,235	30,363	(11,926)	(84,210)	88,762	(10,232)	251,734

The Company:

	Credit loss allowance and inventory provision	Tax losses	Share based payment	Right-of-use assets	Lease liabilities	Others	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At January 1, 2023	4,962	23,258	26,175	(7,961)	9,696	(1,813)	54,317
Credited/(charged) to profit or loss	4,597	(11,442)	1,829	(2,865)	1,501	2,424	(3,956)
At December 31, 2023 and January 1, 2024	9,559	11,816	28,004	(10,826)	11,197	611	50,361
Credited/(charged) to profit or loss	7,425	22,783	1,807	6,558	(7,189)	3,702	35,086
At December 31, 2024 and January 1, 2025	16,984	34,599	29,811	(4,268)	4,008	4,313	85,447
(Charged)/credited to profit or loss	(8,200)	51,539	479	4,107	(3,889)	2,600	46,636
At December 31, 2025 and January 1, 2026	8,784	86,138	30,290	(161)	119	6,913	132,083
(Charged)/credited to profit or loss (unaudited)	(713)	2,531	—	(19,944)	19,984	2,085	3,943
At May 31, 2026 (unaudited)	8,071	88,669	30,290	(20,105)	20,103	8,998	136,026

(b) Deferred tax assets not recognised

As at December 31, 2023, 2024 and 2025 and May 31, 2026, in accordance with the accounting policy set out in Note 2(r), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB81,301,000, RMB100,002,000, RMB182,076,000 and RMB304,122,000 (unaudited) as it is not probable that the future taxable profits against which the losses can be utilised would be available in the relevant tax jurisdiction and entity. The Group has not recognised deferred tax assets in respect of tax losses, whose expiry dates are:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
In 2025	557	557	—	—
In 2026	244	244	244	244
In 2027	31,074	18,390	18,342	18,342
In 2028	49,426	49,795	49,655	49,655
In 2029	—	31,016	30,978	30,978
In 2030	—	—	82,857	73,895
In 2031	—	—	—	15,340
In 2036	—	—	—	115,668
	81,301	100,002	182,076	304,122

(c) Deferred tax liabilities not recognised

According to applicable tax regulations prevailing in the PRC, a withholding tax at 10%, unless reduced by a tax treaty or arrangement, is applied on dividends received by non-PRC-resident corporate investors from PRC-resident enterprises. Undistributed earnings prior to January 1, 2008 are exempt from such withholding tax. Under the double taxation arrangement between Chinese Mainland and Hong Kong, a qualified Hong Kong tax resident which is the "beneficial owner" and holds 25% equity interests or more of a PRC enterprise is entitled to a reduced withholding tax rate of 5%.

As at December 31, 2023, 2024 and 2025 and May 31, 2026, temporary differences relating to the undistributed profits of the Group's PRC subsidiaries amounted to RMB1,546,152,000, RMB2,287,053,000, RMB2,086,054,000 and RMB2,597,351,000 (unaudited). Deferred tax liabilities have not been recognised in respect of these undistributed profits as the Company controls the dividend policy of the subsidiary and it has been determined that it is probable that these profits will not be distributed in the foreseeable future.

28 Capital, reserves and dividends

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statements of changes in equity. Details of the changes in the Company's individual component of equity between the beginning and the end of the year during the Track Record Period and five months ended May 31, 2026 are set out below:

The Company

	Note	Paid-in capital	Share capital	Capital reserve	Other reserve	Shares held for share award scheme	PRC statutory reserve	Retained profits	Total
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At January 1, 2023		1,241,932	—	2,930,693	(53,213)	(13,703)	47,780	415,909	4,569,398
Changes in equity for 2023:									
Profit and total comprehensive income for the year		—	—	—	—	—	—	189,292	189,292
Transfer from retained profits		—	—	—	—	—	21,495	(21,495)	—
Capital injection from investors	*28(b)*	45,208	—	694,792	—	—	—	—	740,000
Equity settled share-based transactions		—	—	16,664	—	244	—	—	16,908
At December 31, 2023		1,287,140	—	3,642,149	(53,213)	(13,459)	69,275	583,706	5,515,598
At January 1, 2024		1,287,140	—	3,642,149	(53,213)	(13,459)	69,275	583,706	5,515,598
Changes in equity for 2024:									
Profit and total comprehensive income for the year		—	—	—	—	—	—	58,292	58,292
Transfer from retained profits		—	—	—	—	—	8,243	(8,243)	—
Capital injection from investors	*28(b)*	91,939	—	1,408,061	—	—	—	—	1,500,000
Equity settled share-based transactions		—	—	51,021	—	2,206	—	—	53,227
At December 31, 2024		1,379,079	—	5,101,231	(53,213)	(11,253)	77,518	633,755	7,127,117

	Note	Paid-in capital	Share capital	Capital reserve	Other reserve	Shares held for share award scheme	PRC statutory reserve	Retained profits	Total
		RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
At January 1, 2025		1,379,079	—	5,101,231	(53,213)	(11,253)	77,518	633,755	7,127,117
Changes in equity for 2025:									
Profit and total comprehensive income for the year		—	—	—	—	—	—	50,210	50,210
Transfer from retained profits		—	—	—	—	—	5,021	(5,021)	—
Capital injection from investors	*28(b)*	—	—	—	—	—	—	—	—
Equity settled share-based transactions		—	—	5,559	—	11,253	—	—	16,812
Conversion into a joint stock company		(1,379,079)	1,379,079	691,493	—	—	(69,818)	(621,675)	—
At December 31, 2025		—	1,379,079	5,798,283	(53,213)	—	12,721	57,269	7,194,139
(Unaudited)									
At January 1, 2026		—	1,379,079	5,798,283	(53,213)	—	12,721	57,269	7,194,139
Changes in equity for the five months ended May 31, 2026:									
Loss and total comprehensive income for the period		—	—	—	—	—	—	(26,615)	(26,615)
At May 31, 2026 (unaudited)		—	1,379,079	5,798,283	(53,213)	—	12,721	30,654	7,167,524

(b) Paid-in capital

	Paid-in capital
	RMB'000
At January 1, 2023	1,241,932
Capital contribution from investors *(i)*	45,208
At December 31, 2023 and January 1, 2024	1,287,140
Capital contribution from investors *(ii)*	91,939
At December 31, 2024 and January 1, 2025	1,379,079
Conversion into a joint stock limited liability company *(Note 28(c)(i))*	(1,379,079)
At December 31, 2025, January 1, 2026 and May 31, 2026 (unaudited)	—

The paid-in capital of the Group represents the paid-in capital of the Company before it was converted into a joint stock company with limited liability.

Notes:

(i) In February and December 2023, the Company entered into investment agreements with several investors, pursuant to which, the investors agreed to make a total investment of RMB740,000,000 in the Company as consideration of subscription for the Company's paid-in capital of RMB45,208,000.

(ii) In 2024, the investors made the remaining total investment of RMB1,500,000,000 into the Company as consideration of subscription for the Company's paid-in capital of RMB91,939,000 pursuant to the investment agreements signed in 2023.

(c) Share capital

	Number of shares	
	'000	*RMB'000*
Ordinary shares, issued and fully paid:		
At January 1, 2025	—	—
Issuance of new shares upon conversion into a joint stock limited liability company *(i)*	1,379,079	1,379,079
At December 31, 2025, January 1, 2026 and May 31, 2026 (unaudited)	1,379,079	1,379,079

Notes:

(i) On May 19, 2025, the Company was converted into a joint stock company with limited liability under the PRC Company Law. The net assets of the Company as of the conversion base date, amounting to RMB7,142,880,000, were converted into 1,379,079,000 ordinary shares with par value of RMB1 each.

(ii) Redemption rights granted by Mr. Wang Laixi and Luxvisions Innovation Limited (the "**Original Controlling Shareholders**").

In connection with the **[REDACTED]** investments, certain **[REDACTED]** investors had been granted redemption rights against the Original Controlling Shareholders.

The directors of the Company have confirmed that (i) the Company does not have any obligation to fulfil the abovementioned redemption rights granted by the Original Controlling Shareholders; and (ii) the Company has not provided any guarantee for the abovementioned redemption rights granted by the Original Controlling Shareholders in the event of a default by the Original Controlling Shareholders. Accordingly, no financial liability has been recorded in the Historical Financial Information with respect to these redemption rights granted to the **[REDACTED]** investors by the Original Controlling Shareholders.

(d) Dividends

No dividends have been declared and paid by the Company during the Track Record Period and five months ended May 31, 2025 and 2026.

(e) Nature and purpose of reserves

(i) Capital reserve

The capital reserve comprises the following:

— the excess of the net contributions from the shareholders of the Company over the total paid-in capital or ordinary shares issued;

— the portion of the grant date fair value of share awards (Share Award Scheme I) granted to senior management and employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2(p)(iii); and

— the excess of net assets converted over nominal value of the ordinary shares during conversion into a joint stock company.

(ii) Other reserve

The Group's other reserve comprises the following:

— the difference between the consideration paid for acquisition of additional interest in Cowell and the carrying amount of the NCI in Cowell (see Note 28(f));

— the difference between the proceeds received from disposal of equity interest in Cowell and the carrying amount of the NCI in Cowell (see Note 28(f));

— the portion of the grant date fair value, attributed to the equity shareholders of the Company, of share options (Share Option Scheme) and share awards (Share Award Scheme II) granted by Cowell that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2(p)(iii);

— the difference between the capital contributions from employees of Cowell and the carrying amount of its share in Cowell's net assets, when shares of Cowell were issued under Share Option Scheme;

— the difference between the capital contributions from NCI for Dongguan LuxSense Innovation Electronics Limited and the carrying amount of its share in Dongguan LuxSense Innovation Electronics Limited's net assets on the date of acquisition in 2023;

— the difference between the consideration paid for acquisition of additional interest in Ligao Optics (Dongguan) Co., Ltd., formerly known as Dongguan Shiyuan Photoelectric Technology Co., Ltd., and the carrying amount of the NCI in Ligao Optics (Dongguan) Co., Ltd. on the date of acquisition in 2024; and

— the consideration portion attributed to the equity shareholders of the Company, paid by Cowell for the purchase Cowell's shares held for share award scheme. During the years ended December 31, 2024 and 2025 the trustee purchased and withheld 2,724,000 and 7,339,000 ordinary shares of Cowell for a total amount of HK$60,800,000 (equivalent to RMB56,073,000) and HK$187,969,000 (equivalent to RMB178,276,000), respectively.

(iii) PRC statutory reserve

According to the PRC laws applicable to wholly-owned foreign investment enterprises, the PRC entities of the Group are required to set up a general reserve fund and appropriate at least 10% of their annual net profits after taxation, as determined under PRC accounting regulations, to the general reserve fund until the balance of the fund equals to 50% of the respective enterprise's authorised capital. This fund can be used to make good losses and to convert into paid-up capital.

Statutory reserve in the Group's consolidated statements of changes in equity represented the amount allocated for the Company and relevant subsidiaries.

(iv) Exchange reserve

The exchange reserve of the Group comprises all foreign exchange differences arising from the translation of the financial statements of operations with functional currency other than RMB. The reserve is dealt with in accordance with the accounting policies set out in Note 2(u).

(v) Shares held for share award scheme

It represents the share awards granted by the Company to the employees under Share Award Scheme I (Note 25(b)) subject to the fulfilment of vesting conditions.

(f) Net acquisition/disposal of interests in non-wholly owned subsidiaries

During the year ended December 31, 2023, the Group disposed 2.30% equity interests in Cowell at a consideration of RMB147,149,000. The Group recognised an increase in NCI and other reserve of RMB31,328,000 and RMB115,821,000 respectively.

During the year ended December 31, 2024, the Group acquired the remaining 20% NCI in Ligao Optics (Dongguan) Co., Ltd. at a consideration of RMB1,988,000.

(g) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position and makes adjustments to the capital structure in light of changes in economic conditions.

29 Financial risk management and fair values

Exposure to credit, liquidity, currency and interest rate risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade receivables. The Group's exposure to credit risk arising from cash and cash equivalents, bills receivables, restricted cash, bank deposits and pledged bank deposits is limited because the counterparties are banks for which the Group considers to have low credit risk.

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

As at December 31, 2023, 2024 and 2025 and May 31, 2026, 25%, 44%, 53% and 38% (unaudited) of the total trade receivables was due from the Group's largest customer and 74%, 84%, 85% and 83% (unaudited) of trade receivables were due from the Group's five largest customers respectively.

In respect of trade receivables, individual credit evaluations are performed on all customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 45 to 150 days from the date of billing. Debtors with balances that are more than 45 days past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers, but when the credit limit cannot meet the customer's shipping or payment demands, guarantees can be provided to increase the customer's credit limit. The guarantee methods include but are not limited to: affiliated company guarantee, bank guarantee, bank acceptance bill, irrevocable letter of credit that can cover the newly added limit.

To measure the ECLs, the Group distinguishes the trade receivables by different customers or counterparties and estimates the corresponding credit loss rates:

- Trade receivables generated from business related with the Cowell Group: the credit loss rates are estimated based on historical observed default rates over the expected life of trade receivables and study of other corporates' default and recovery data and are adjusted for forward-looking information that is available without undue cost or effort. Such forward-looking information is used by management of the Group to assess the current condition and the Group's view of economic conditions over the expected lives of the receivables.

- Trade receivables generated from business related with the Luxvisions Group: the credit loss rates are measured at an amount equal to lifetime ECLs, which is calculated using a provision matrix. Expected loss rates are based on actual loss experience over the past twelve months. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables.

	As at December 31, 2023		
	Expected loss rates	Gross carrying amount	Loss allowance
	%	*RMB'000*	*RMB'000*
Cowell Group	0.52%	1,079,991	5,585
Luxvisions Group			
Within 1 year	0.76%	3,006,808	22,815
Over 1 year	100.00%	1,934	1,934
		3,008,742	24,749
		4,088,733	30,334

	As at December 31, 2024		
	Expected loss rates	Gross carrying amount	Loss allowance
	%	*RMB'000*	*RMB'000*
Cowell Group	0.51%	2,913,567	14,740
Luxvisions Group			
Within 1 year	0.88%	3,245,624	28,412
Over 1 year	100.00%	2,141	2,141
		3,247,765	30,553
		6,161,332	45,293

	As at December 31, 2025		
	Expected loss rates	Gross carrying amount	Loss allowance
	%	*RMB'000*	*RMB'000*
Cowell Group	—	4,016,189	—
Luxvisions Group			
Within 1 year	0.71%	3,467,615	24,748
Over 1 year	100.00%	1,968	1,968
		3,469,583	26,716
		7,485,772	26,716

	As at May 31, 2026 (unaudited)		
	Expected loss rates	Gross carrying amount	Loss allowance
	%	*RMB'000*	*RMB'000*
Cowell Group	—	2,342,914	—
Luxvisions Group			
Within 1 year	0.88%	3,677,676	32,301
Over 1 year	100.00%	1,968	1,968
		3,679,644	34,269
		6,022,558	34,269

Movement in the loss allowance account in respect of trade receivables during the years ended December 31, 2023, 2024 and 2025 and the five months ended May 31, 2026 is as follows:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
At the beginning of the year/period	12,626	30,334	45,293	26,716
Loss allowance recognised	19,392	19,140	11,591	8,420
Loss allowance reversed	(1,833)	(4,356)	(29,816)	—
Exchange adjustments	149	175	(352)	(867)
At the end of the year/period	30,334	45,293	26,716	34,269

The significant changes in the gross carrying amounts of trade receivables contributed to the significant changes in loss allowance.

Other receivables

The directors of the Company consider the Group's exposure to credit risk arising from other receivables is not significant as no significant actual losses were experienced historically by the Group.

(b) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, if any, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table shows the remaining contractual maturities at the end of each reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates, or if floating, based on rates current at the end of each reporting period) and the earliest date the Group can be required to pay.

	As at December 31, 2023					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Lease liabilities	88,882	39,716	46,606	17,261	192,465	176,939
Bank loans	4,171,668	215,841	788,157	—	5,175,666	4,970,935
Trade and other payables	5,281,713	—	—	—	5,281,713	5,281,390
	9,542,263	255,557	834,763	17,261	10,649,844	10,429,264

	As at December 31, 2024					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Lease liabilities	68,647	40,842	91,918	193,806	395,213	297,150
Bank loans	3,622,643	476,773	1,256,250	—	5,355,666	5,144,146
Trade and other payables	7,297,551	—	—	—	7,297,551	7,297,551
	10,988,841	517,615	1,348,168	193,806	13,048,430	12,738,847

	As at December 31, 2025					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Lease liabilities	48,500	41,899	75,862	173,337	339,598	253,810
Bank loans	2,264,609	738,648	579,076	—	3,582,333	3,464,204
Trade and other payables	8,189,869	—	—	—	8,189,869	8,189,869
	10,502,978	780,547	654,938	173,337	12,111,800	11,907,883

	As at May 31, 2026 (unaudited)					
	Contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total	Carrying amount
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Lease liabilities	84,953	76,795	137,190	168,204	467,142	375,618
Bank loans	4,305,839	526,524	—	—	4,832,363	4,770,243
Trade and other payables	6,667,943	—	—	—	6,667,943	6,667,943
	11,058,735	603,319	137,190	168,204	11,967,448	11,813,804

(c) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars ("**USD**"), HKD and RMB.

As the HKD is pegged to the USD, the Group considers the risk of movements in exchange rates between the HKD and the USD to be insignificant. In respect of balances denominated in other currencies, the Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

(i) Exposure to currency risk

The following table details the Group's exposure at the end of each reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the end of the reporting period. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

Exposure to foreign currencies (expressed in RMB)

	As at December 31,						As at May 31,	
	2023		2024		2025		2026 (Unaudited)	
	USD '000	*RMB '000*	*USD '000*	*RMB '000*	*USD '000*	*RMB '000*	*USD '000*	*RMB '000*
Trade and other receivables	726,731	—	1,728,929	—	1,449,466	—	753,113	—
Cash and cash equivalents	69,165	1,633	139,604	1,148	137,974	12	555,479	3,882
Trade and other payables	(1,007,344)	(181,111)	(1,272,081)	—	(691,431)	—	(894,788)	(20)
Bank loans	(623,278)	(328,415)	(215,652)	(285,203)	—	(233,347)	(626,352)	(207,420)
Net exposure arising from recognised assets and liabilities	(834,726)	(507,893)	380,800	(284,055)	896,009	(233,335)	(212,548)	(203,558)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's profit after tax (and retained profits) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of each reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

	As at December 31,						As at May 31,	
	2023		2024		2025		2026 (Unaudited)	
	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits
		RMB'000		*RMB'000*		*RMB'000*		*RMB'000*
USD	5%	(35,734)	5%	15,892	5%	37,805	5%	(8,865)
	(5%)	35,734	(5%)	(15,892)	(5%)	(37,805)	(5%)	8,865
RMB	5%	(21,205)	5%	(11,859)	5%	(9,742)	5%	(8,488)
	(5%)	21,205	(5%)	11,859	(5%)	9,742	(5%)	8,488

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' profit after tax and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of each reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to remeasure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of each reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of foreign operations into the Group's presentation currency. The analysis is performed on the same basis during the Track Record Period and five months ended May 31, 2026.

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank loans. Borrowings issued at variable rates and fixed rates expose the Group to cash flow interest rate risk. The Group's interest rate profile as monitored by management is set out below.

The following table details the interest rate profile of the Group's borrowings at the end of each reporting period:

	As at December 31,						As at May 31,	
	2023		2024		2025		2026 (Unaudited)	
	Effective interest rate		Effective interest rate		Effective interest rate		Effective interest rate	
	%	*RMB'000*	%	*RMB'000*	%	*RMB'000*	%	*RMB'000*
Fixed rate borrowings:								
Lease liabilities	3.03%–4.90%	176,939	3.03%–4.90%	297,150	3.03%–4.90%	253,810	2.85%–4.90%	375,618
Bank loans	2.50%–6.70%	3,930,650	2.55%–5.50%	3,895,582	1.05%–3.50%	2,279,761	1.09%–3.93%	3,831,813
Amount due to a related party	3.00%	181,111	N/A	—	N/A	—	N/A	—
		4,288,700		4,192,732		2,533,571		4,207,431
Floating rate borrowings:								
Bank loans	3.30%–4.10%	1,040,285	3.25%–6.62%	1,248,564	2.15%–3.25%	1,184,443	1.85%–4.01%	938,430

Sensitivity analysis

At December 31, 2023, 2024 and 2025 and May 31, 2026, it is estimated that a general increase/decrease of 25 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after taxation and retained profits by approximately RMB2,198,000, RMB 2,632,000, RMB2,510,000 and RMB831,000 (unaudited) respectively.

The sensitivity analysis above indicates the instantaneous change in the Group's profit after taxation (and retained profits) and other components of consolidated equity that would arise assuming that change in interest rates had occurred at the end of each reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of each reporting period. The analysis is performed on the same basis during the Track Record Period and five months ended May 31, 2026.

(e) Fair values measurement

(i) Financial assets measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of each reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

Analysis on fair value measurement of financial instruments as at December 31, 2023, 2024 and 2025 and May 31, 2026 are as follows:

	Fair value at December 31, 2023	Fair value measurement at December 31, 2023, categorised into		
		Level 1	Level 2	Level 3
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Recurring fair value measurement				
Other financial assets at FVPL				
— Unlisted equity securities. .	20,000	—	20,000	—

	Fair value at December 31, 2024	Fair value measurement at December 31, 2024, categorised into		
		Level 1	Level 2	Level 3
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Recurring fair value measurement				
Other financial assets at FVPL				
— Unlisted equity securities. .	37,682	—	37,682	—

	Fair value at December 31, 2025	Fair value measurement at December 31, 2025, categorised into		
		Level 1	Level 2	Level 3
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Recurring fair value measurement				
Other financial assets at FVPL				
— Unlisted equity securities . .	69,291	—	69,291	—

	Fair value at May 31, 2026 (Unaudited)	Fair value measurement at May 31, 2026, categorised into (Unaudited)		
		Level 1	Level 2	Level 3
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Recurring fair value measurement				
Other financial assets at FVPL				
— Unlisted equity securities . .	104,727	—	104,727	—

During the Track Record Period and five months ended May 31, 2026, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of each reporting period in which they occur.

The fair value of equity investment in Level 2 is measured by referencing to the latest share price paid by new investors for the invested entities.

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values as at December 31, 2023, 2024 and 2025 and May 31, 2026.

30 Commitments

Capital commitments outstanding at December 31, 2023, 2024 and 2025 and May 31, 2026 not provided for in the Historical Financial Information were as follows:

	As at December 31,			As at May 31,
	2023	2024	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Contracted for the acquisition of property, plant and equipment	430,587	191,252	113,540	310,581

The Group was committed at May 31, 2026 to enter into a new lease of 20 years that is not yet commenced, the lease payments under which amounted to RMB10,515,000 (unaudited) to RMB23,659,000 (unaudited) per annum.

31 Material related party transactions

(a) Name and relationship with related parties

During the Track Record Period and five months ended May 31, 2025 and 2026, the directors are of the view that the following are related parties of the Group:

Name of related party	Relationship with the Group
Ms. Wang Laichun	Chairlady of the Company
Mr. Wang Laixi	Executive director of the Company
Luxvisions Innovation Limited	Immediate holding company of the Company/an entity controlled by a director
BCS Automotive Interface Solution Co., Ltd.	An entity controlled by a director
BCS Automotive Technology (Shenzhen) Co., Ltd.*	An entity controlled by a director
BCS Automotive Technology (Suzhou) Co., Ltd.*	An entity controlled by a director
Dachuang Precision Intelligent Manufacture (Kunshan) Co., Ltd.*	An entity controlled by a director
Dongguan Leader Precision Industry Co., Ltd.*	An entity controlled by a director
Dongguan Luxshare Smart-Link Electronic Technology Co., Ltd.*	An entity controlled by a director
Dongguan Luxshare Technologies Co., Ltd.*	An entity controlled by a director
Dongguan Xuntao Electronics Co., Ltd.*	An entity controlled by a director
Huiju Technology (Huizhou) Co., Ltd.*	An entity controlled by a director
ICT-LANTOLIMITED	An entity controlled by a director
Jiangxi Luxshare Intelligent Manufacture Co., Ltd.*	An entity controlled by a director
Jiaxing Yongrui Electronic Technology Co., Ltd.*	An entity controlled by a director
Lixun Precision Industry (Kunshan) Co., Ltd.*	An entity controlled by a director
Lanto Electronic Ltd.*	An entity controlled by a director
Lilian Xunda Intelligent Terminal (Jiashan) Co., Ltd.*	An entity controlled by a director
Luxshare Automation (Jiangsu) Ltd.*	An entity controlled by a director
Luxshare Electronic Technology (Kunshan) Co., Ltd.*	An entity controlled by a director
Luxshare Energy (Jiangxi) Co., Ltd.*	An entity controlled by a director
Luxshare ICT Co., Ltd.	An entity controlled by a director
Luxshare Intelligent Manufacture Technology (Changshu) Co., Ltd.*	An entity controlled by a director
Luxshare iTech (Zhejiang) Co., LTD.*	An entity controlled by a director
Luxshare Precision Industry Co., Ltd.*	An entity controlled by a director
Luxshare Precision Limited	An entity controlled by a director
Luxshare Rechuan Technology (Huizhou) Co., Ltd.*	An entity controlled by a director
Luxis Technology (kunshan) Co., Ltd.*	An entity controlled by a director
Luxshare-ICT Japan Ltd.	An entity controlled by a director
LUXSHARE-ICT,INC..	An entity controlled by a director
Merry Electronics (Suzhou) Co., Ltd.*	An entity controlled by a director
Nissan Computer Accessories (Jiashan) Co., Ltd.*	An entity controlled by a director
Shenzhen Luxshare Acoustics Technology Ltd.*	An entity controlled by a director
Speed Tech Corp.	An entity controlled by a director
Taihan Mold Products (Dongguan) Co., Ltd.*	An entity controlled by a director
Wentai Technology (Shenzhen) Co., Ltd.*	An entity controlled by a director
Xiexun Electronic (Ji'an) Co., Ltd.*	An entity controlled by a director
Xuancheng Luxshare Precision Industry Co., Ltd.*	An entity controlled by a director
Guangzhou Narett Technology Co., Ltd.*	Associate of the Company

* The official names of these entities are in Chinese. The English translation of the names are for identification purpose only.

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Group's directors, chief executive and supervisors as disclosed in Note 8 and certain of the highest paid employees as disclosed in Note 9, is as follows:

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Salaries and other emoluments	7,484	5,122	5,580	2,359	3,438
Discretionary bonuses	1,182	3,037	1,049	2,145	806
Share-based payments	1,400	69,639	32,384	12,014	8,483
Retirement scheme contributions	160	149	206	88	74
	10,226	77,947	39,219	16,606	12,801

Total remuneration is included in "staff costs" (see Note 6(b)).

In addition to the related party information disclosed elsewhere in the Historical Financial Information, the Group entered into the following material related party transactions.

(c) Transaction with related parties

Transactions with related parties are carried out based on terms agreed with the counterparties in ordinary course of business. The Group entered into the following material related party transactions during the Track Record Period and five months ended May 31, 2025 and 2026.

	Year ended December 31,			Five months ended May 31,	
	2023	2024	2025	2025	2026
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)	*RMB'000* (Unaudited)
Sales of finished goods					
— Entities controlled by a director	93,928	45,620	63,637	6,881	41,973
— Associate of the entity	8,040	2,673	668	393	493
Sales of equipment					
— An entity controlled by a director	—	—	5,267	5,267	909
Sales of raw materials					
— An entity controlled by a director	—	461	857	349	154
Purchase of raw materials					
— Entities controlled by a director	71,135	1,555,945	2,005,941	504,678	820,374
Purchase of equipment					
— Entities controlled by a director	141,495	327,102	235,097	87,224	124,064
Purchase of labour service					
— Entities controlled by a director	925	7,625	12,303	4,361	9,036
Supply of labour service					
— Entities controlled by a director	17,059	11,653	18,979	9,638	—
Rental income					
— Entities controlled by a director	554	1,174	2,017	838	838
Rental expenses					
— Entities controlled by a director	—	—	64	64	—
Interest income					
— Immediate holding company	—	5,741	—	—	—
Interest expense					
— Immediate holding company	4,511	323	—	—	—

As at December 31, 2023, 2024 and 2025 and May 31, 2026, guarantees were provided by a director to secure the bank loans of RMB3,543 million, RMB3,940 million, RMBNil and RMBNil (unaudited) respectively.

(d) Balances with related parties

The Group:

	As at December 31,			As at May 31,
	2023	**2024**	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000* (Unaudited)
Trade receivables				
— Entities controlled by a director	60,159	40,972	44,599	29,746
— Associate of the entity	7,966	544	2	421
	68,125	41,516	44,601	30,167
Other receivables				
— Entities controlled by a director	—	1,730	314	310
— Immediate holding company	3,770	3,521	—	—
	3,770	5,251	314	310
Trade payables				
— Entities controlled by a director	130,430	1,188,985	1,074,867	829,524
— Immediate holding company	118,423	1,130	—	—
	248,853	1,190,115	1,074,867	829,524
Other payables				
— Immediate holding company	181,111	—	—	—

Other receivables from related companies will be settled before the **[REDACTED]** of the Company in the Main Board of the Stock Exchange.

32 Immediate and ultimate controlling party

As at May 31, 2026, the directors consider there are no immediate or ultimate controlling parties of the Company.

33 Possible impact of amendments, new standards and interpretations issued but not yet effective for the Track Record Period and five months ended May 31, 2025 and 2026

Up to the date of this report, the IASB has issued a number of new or amended standards, which are not yet effective for the Track Record Period and five months ended May 31, 2025 and 2026 and which have not been adopted in the Historical Financial Information.

	Effective for accounting periods beginning on or after
IFRS 18, *Presentation and disclosure in financial statements*	January 1, 2027
IFRS 19, *Subsidiaries without public accountability: disclosures*	January 1, 2027
Amendments to IAS21, *Translation to a hyperinflationary presentation currency*	January 1, 2027
IFRS 20, *Regulatory assets and regulatory liabilities*	January 1, 2029
Amendments to IFRS 10 and IAS 28, *Sale or contribution of assets between an investor and its associate or joint venture*	To be determined

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Historical Financial Information, except for the following:

IFRS 18, *Presentation and disclosure in financial statements*

IFRS 18 will replace IAS 1, *Presentation of financial statements* and aims to improve the transparency and comparability of information about an entity's financial statements. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027 and is to be applied retrospectively.

Among other changes, under IFRS 18, entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to provide specific disclosures about management-defined performance measures in a single note in the financial statements.

The Group does not plan to early adopt IFRS 18 and the adoption of IFRS 18 is not expected to have material effect on how the Group's results and financial positions have been presented.

34 Significant non-adjusting events after the Track Record Period and five months ended May 31, 2026

On July 3, 2026, Cowell granted a total of 12,929,000 share awards to 181 participants pursuant to the rules of the Share Award Scheme II adopted on March 21, 2024 (Note 25(c)). The awarded shares shall be vested in five equal tranches from the first anniversary of the date of grant to the fifth anniversary of the date of grant.

SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company and its subsidiaries in respect of any period subsequent to May 31, 2026.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

SUMMARY OF THE ARTICLES OF ASSOCIATION

As the main purpose of this Appendix is to provide investors with an overview of the Articles of Association, it may not contain all information that is important for investors.

SHARES

The Shares of the Company shall take the form of share certificates.

The Shares of the Company shall be issued in an open, fair and equal manner, each share of the same class shall rank *pari passu* with each other. Shares of a class in each issuance shall be issued under the same terms and at the same price. Shares of a class in each issuance shall be subscribed for at the same price by any entity or individual.

INCREASE, DECREASE AND REPURCHASE OF SHARES

Increase in Registered Capital

Based on its operating and development needs, the Company may, pursuant to the laws, regulations and the regulatory rules of the place where the Company's Shares are **[REDACTED]**, and with the approval by resolution at the shareholders' general meetings, adopt the following methods to increase its registered capital:

(I) issuance of Shares to unspecified parties;

(II) issuance of Shares to specific parties;

(III) distributing bonus Shares to existing shareholders;

(IV) converting the reserve funds into additional share capital;

(V) other methods approved by laws, administrative regulations, the regulatory rules of the place where the Company's Shares are **[REDACTED]**, and the relevant national competent authorities such as the CSRC.

Decrease in Registered Capital

The Company may decrease its registered capital. The reduction of registered capital shall comply with the Company Law and other relevant regulations, as well as the procedures stipulated in the Articles of Association.

Repurchase

The Company shall not repurchase its own Shares, save as under one of the following circumstances:

(I) reducing the registered capital of the Company;

(II) merging with other companies holding Shares of the Company;

(III) using Shares for employee stock ownership plans or as equity incentives;

(IV) any requests for the Company to repurchase Shares from the shareholders who voted against the resolutions adopted at a shareholders' general meeting on the merger or division of the Company;

(V) using Shares for conversion of corporate bonds issued by the Company, which are convertible into Shares;

(VI) as the Company considers necessary to safeguard the Company's value and shareholders' rights and interests;

(VII) other circumstances as permitted by laws, administrative regulations, and the securities regulatory rules of the place where the Shares of the Company are **[REDACTED]**.

Where the Company acquires its own Shares, the acquisition shall be conducted through a public and centralized trading method or other methods recognized by laws, administrative regulations, the regulatory rules of the place where the Company's Shares are **[REDACTED]**, and relevant national competent authorities such as the CSRC.

TRANSFER OF SHARES

Shares of the Company can be transferred in accordance with the law.

The Company shall not accept its Shares as security under a pledge.

The Shares issued prior to the public issue by the Company shall not be transferred within one year from the date when the Shares of the Company are **[REDACTED]** and traded at the stock exchange. In the event that there are any provisions under any laws, administrative regulations, the regulatory rules of the place where the Shares of the Company are **[REDACTED]**, or any provisions under relevant national competent authorities such as the CSRC for the transfer of the Shares of the Company held by the shareholders or the actual controllers of the Company, such provisions shall prevail.

Directors and senior management of the Company shall report to the Company their shareholdings in the Company and the respective changes. During his/her term of office determined upon appointment, no Shares exceeding 25% of his/her total shareholding of the same class in the Company shall be transferred each year; and no transfer of Shares held by him/her shall be allowed within one year from the date when the Shares of the Company are **[REDACTED]** and traded. The aforesaid personnel shall not transfer the Shares of the Company held by him/her within half a year after leaving his/her office.

Any gains from the sale of the Company's Shares or other securities with equity nature by Directors, senior management, and shareholders holding more than 5% of the Shares of the Company, within six months after their purchase of the same, and any gains from the purchase of the Shares or other securities with equity nature by any of the aforesaid parties within six months after their sale of the same, shall belong to the Company and the Company's Board of Directors shall recover such gains, except for the circumstance that a securities company holds more than 5% of the Company's Shares as a result of purchase of the unsold underwritten Shares and other circumstances stipulated by the regulatory rules of the place where the Company's Shares are **[REDACTED]** or the CSRC.

Shares or other securities with equity nature held by Directors, senior management and natural person shareholders as mentioned in the preceding paragraph include Shares or other securities with equity nature held by their spouses, parents or children, or held under other people's accounts.

In the event that the Board of the Company does not comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the Board to enforce the provisions within 30 days. In the event that the Board fails to enforce the provisions within the aforementioned period, the shareholders shall have the right to directly bring an action at the people's court in his/her own name for the benefit of the Company.

In the event that the Board of the Company does not comply with the provisions of the preceding paragraph, any Director who is liable for the matter shall assume joint and several liability under the law.

Shareholders

The Company shall establish its register of members in accordance with the certificates issued by the securities registration agency. The register of members shall be sufficient evidence of the shareholders' shareholding in the Company. Shareholders shall enjoy rights and assume obligations in accordance with the class of Shares held by them. The Company shall ensure the register of holders of overseas-listed foreign shares be made available to shareholders free of charge within business hours at office of the authorized overseas agency. However, the Company is permitted to temporarily suspend the registration procedures for shareholders in accordance with provisions equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Shareholders who hold Shares of the same class shall enjoy the equal rights and assume the equal obligations. The register of members shall record the following particulars:

(I) the name and domicile of the shareholders;

(II) the class and number of Shares subscribed by each shareholder;

(III) the date on which each shareholder received the Shares;

(IV) The Company shall sign a share custody agreement with the securities registration agency for the purpose of inspecting the information and shareholding changes (including share pledge) of substantial shareholders on a regular basis, in order to be informed of the shareholding structure of the Company in a timely manner.

The shareholders of the Company shall be entitled to the following rights:

(I) the right to dividends and other distributions in proportion to the number of Shares held;

(II) the right to lawfully request to hold, convene, preside over, attend or appoint a proxy to attend shareholders' general meeting and to exercise the relevant voting right, unless individual shareholders are required by the securities regulatory rules of the place of listing or applicable laws and regulations to abstain from voting on individual matters;

(III) the right to supervise the operations of the Company and to put forward proposals and raise inquiries;

(IV) the right to transfer, donate or pledge Shares held by them in accordance with the laws, administrative regulations, the regulatory rules of the place where the Company's Shares are **[REDACTED]**, and provisions of the Articles of Association;

(V) to inspect and copy the Articles of Association, register of members, minutes of shareholders' general meetings, resolutions of meetings of the Board of Directors and financial accounting reports; shareholders who are in compliance with the provisions may inspect the Company's accounting books and accounting evidence;

(VI) in the event of termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in proportion to the number of Shares held;

(VII) with respect to shareholders who voted against any resolution adopted at the shareholders' general meeting on the merger or division of the Company, to request the Company to repurchase the Shares held by them;

(VIII) other rights prescribed by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's Shares are **[REDACTED]**, or the Articles of Association.

Where the content of a resolution of the shareholders' general meeting or the Board meeting of the Company violates laws or administrative regulations, the shareholders shall be entitled to request the people's court to declare it invalid. If the convening procedures or voting methods of the shareholders' general meeting or the Board meeting violates laws, administrative regulations or the Articles of Association, or if a resolution violates the Articles of Association, the shareholders shall be entitled to request the people's court to revoke the resolution within 60 days from the date it is passed, except where there are only minor defects in the convening procedures or voting methods of the shareholders' general meeting and the Board meetings, which do not materially affect the resolutions.

Where there is a dispute among the Board of Directors, shareholders, or other relevant parties regarding the validity of a shareholders' general meeting resolution, they shall promptly initiate a lawsuit with the people's court. Before the people's court renders a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the shareholders' general meeting. The Company, Directors, and senior management shall earnestly perform their duties to ensure the normal operation of the Company. Upon the people's court rendering a judgment or ruling on relevant matters, the Company shall fulfil its information disclosure obligations in accordance with the laws, administrative regulations, the regulatory rules of the CSRC, and the place where the Company's Shares are **[REDACTED]**, fully explain the impact, and actively cooperate with the enforcement after the judgment or ruling takes effect. Where it involves correcting prior matters, the Company shall promptly process and fulfil the corresponding information disclosure obligations.

The shareholders of the Company shall be obliged to:

(I) comply with laws, administrative regulations and the Articles of Association;

(II) contribute to the share capital according to the number of Shares subscribed and the method of subscription;

(III) not to withdraw its contribution to share capital, except for the circumstances stipulated by laws and regulations, the regulatory rules of the place where the Company's Shares are listed, or as provided in the Articles of Association;

(IV) not to abuse its rights as a shareholder against the interests of the Company or other shareholders, and not to abuse the legal personality of the Company and the limited liability of shareholders against the interests of creditors;

(V) other obligations in accordance with the laws, administrative regulations, the regulatory rules of the place where the Company's Shares are listed, and the Articles of Association.

Shareholders of the Company who abuse their shareholder's rights and thereby causing loss to the Company or other shareholders shall be liable for compensation according to the laws. Where shareholders of the Company abuse the independent status of legal person of the Company and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

The Controlling Shareholders and actual Controllers

The Controlling Shareholders and actual controllers of the Company shall exercise rights and perform obligations and safeguard the interests of the listed company in accordance with the laws, administrative regulations, and provisions of the CSRC, SFC and the Hong Kong Stock Exchange.

The Controlling Shareholders and actual controllers of the Company shall comply with the following provisions:

(I) to exercise their rights as shareholders in accordance with the laws and not to abuse their control or use their related (connected) relationship to prejudice the legitimate interests of the Company or other shareholders;

(II) to strictly fulfil their public statements and various undertakings and not to change or waive such statements and undertakings;

(III) to fulfil their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure, and inform the Company in a timely manner of material events that have occurred or are intended to occur;

(IV) not to appropriate the Company's funds in any way;

(V) not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;

(VI) not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts;

(VII) not to prejudice the legitimate interests of the Company and other shareholders through unfair related (connected) transactions, profit distribution, asset restructuring, external investment or any other means;

(VIII) to ensure the integrity of the Company's assets and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;

(IX) laws, administrative regulations, regulations of the CSRC and SFC, business rules of the Hong Kong Stock Exchange, and other requirements of the Articles of Association.

If a Controlling Shareholder or actual controller of the Company does not act as a Director of the Company but actually executes the affairs of the Company, the provisions of the Articles of Association on the duties of loyalty and diligence of Directors shall apply.

Where a Controlling Shareholder or actual controller of the Company instructs a Director or senior management member to engage in an act that is detrimental to the interests of the Company or its shareholders, he/she shall bear joint and several liability with the Director or senior management member.

A Controlling Shareholder or actual controller shall maintain control over the Company and the stability of its production operations if they pledge the Company's Shares held or effectively controlled by them. In the event of any transfer of the Company's Shares held by a Controlling Shareholder or actual controller, it shall comply with the restrictive provisions regarding the transfer of Shares stipulated under the laws, administrative regulations, regulations of the CSRC, SFC and the Hong Kong Stock Exchange, as well as the undertakings it has made in respect of restrictions on share transfer.

General Provisions of Shareholders' General Meetings

The shareholders' general meeting of the Company is composed of all shareholders. The shareholders' general meeting is the organ of the authority of the Company, which exercises the following functions and powers in accordance with laws:

(I) to elect and replace Directors who are not representatives of the employees and decide on matters concerning Directors' remuneration;

(II) to consider and approve reports of the Board;

(III) to consider and approve the profit distribution plans and loss recovery plans of the Company;

(IV) to make resolutions on the increase or decrease of the registered capital of the Company;

(V) to make resolutions on the issuance of corporate bonds or any types of shares, warrants, and other similar securities, as well as the listing;

(VI) to make resolutions on matters such as the merger, division, dissolution, liquidation, or change of corporate form of the Company;

(VII) to amend the Articles of Association;

(VIII) to make resolutions on the appointment and dismissal of an accounting firm engaged in the audit work of the Company, as well as the determination of the firm's remuneration;

(IX) to consider and approve the guarantees under Article 48 of the Articles of Association;

(X) to consider matters relating to the purchases and disposals of material assets, which exceed 30% of the latest audited total assets of the Company, within one year;

(XI) to consider and approve any change of the use of proceeds raised;

(XII) to consider equity incentive plans and employee stock ownership plans; and

(XIII) to consider such other matters which shall be resolved at the shareholders' general meetings as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's Shares are **[REDACTED]** or the Articles of Association, the rules of procedure for shareholders' general meeting and the Company's internal fundamental systems.

The shareholders' general meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds. Unless otherwise provided by laws, regulations, the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**, and the Articles of Association, the powers of the above-mentioned shareholders' general meeting shall not be exercised by the Board of Directors or any other institutions or individuals through authorization.

The following external guarantees by the Company is subject to the consideration and approval of the shareholders' general meeting:

(I) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiary(ies) exceeds 50% of the Company's latest audited net assets;

(II) any guarantee provided after the total amount of external guarantees provided by the Company exceeds 30% of the Company's latest audited total assets;

(III) a guarantee provided by the Company to others within one year which exceeds 30% of the Company's latest audited total assets;

(IV) a guarantee provided to a party which has an asset-liability ratio in excess of 70%;

(V) a single guarantee of an amount in excess of 10% of the Company's latest audited net assets;

(VI) any guarantee provided to the shareholders, the actual controllers and their related (connected) parties;

(VI) external guarantee matters that require deliberation by the shareholders' general meeting, as stipulated by laws, administrative regulations, rules, the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**, and other normative documents, as well as the Company's Administrative Policies for External Guarantees.

Convening of Shareholders' General Meeting

The Board shall timely convene a shareholders' general meeting within the timeframe as required. With the approval by a majority of all independent non-executive Directors, an independent non-executive Director has the right to propose to the Board to convene an extraordinary general meeting. In respect to the proposal by the independent non-executive Director for convening an extraordinary general meeting, the Board shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**, and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary general meeting within 10 days upon receipt of such proposal.

Where the Board agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be given within five days after the Board resolution is passed.

The Audit Committee has the right to propose to the Board in writing to convene an extraordinary general meeting. The Board shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary general meeting within 10 days upon receipt of such proposal.

In the event that the Board agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be given within five days after the relevant Board resolution is passed and consent of the Audit Committee shall be obtained in case of any changes to the original proposal in the notice.

In the event that the Board disagrees to convene an extraordinary general meeting or does not furnish any reply within 10 days upon receipt of such proposal, the Board is deemed to be unable or to have failed to perform the duty of convening a shareholders' general meeting, in which case the Audit Committee may convene and preside over such meeting by itself.

Any shareholders individually or jointly holding 10% or more of the Shares of the Company have the right to request in writing the Board to convene an extraordinary general meeting. The Board shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**, and the Articles of Association, furnish a written reply to such shareholders stating its agreement or disagreement to the convening of the extraordinary general meeting within 10 days upon receipt of such requisition.

In the event that the Board agrees to convene an extraordinary general meeting, a notice for convening such a meeting shall be given within 5 days after the relevant Board resolution is passed and consent of the relevant shareholders shall be obtained in case of any changes to the original requisition in the notice.

In the event that the Board disagrees to convene an extraordinary general meeting or does not furnish any reply within 10 days upon receipt of such requisition, shareholder(s) individually or jointly holding 10% or more of the Shares of the Company shall make a request in writing when proposing to the Audit Committee to convene the extraordinary general meeting.

In the event that the Audit Committee agrees to convene an extraordinary general meeting, a notice for convening such a meeting shall be given within 5 days upon receipt of such requisition and consent of the relevant shareholders shall be obtained in case of any changes to the original requisition in the notice.

In the event that the Audit Committee fails to issue any notice of a shareholders' general meeting within the prescribed period, the Audit Committee shall be deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or jointly holding 10% or more of the Shares of the Company for over 90 consecutive days may convene and preside over such a meeting in person.

If the Audit Committee or shareholders decide to convene the shareholders' general meeting by themselves, the Board shall be informed in writing, and it shall be filed with the securities regulatory authority in the place where the Company is registered and the place where the Company's Shares are **[REDACTED]** in accordance with applicable provisions (if required).

The Audit Committee or the convening shareholders shall submit relevant supporting materials to the securities regulatory authority in the place where the Company is registered and the place where the Company's Shares are **[REDACTED]** in accordance with applicable provisions (if required) upon the issuance of the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.

Before the resolution of the shareholders' general meeting is announced, the shareholders convening the meeting shall hold no less than 10% of the Company's Shares.

The Board shall cooperate with the shareholders' general meetings convened by the Audit Committee or the shareholders on their own. The Board shall provide the register of members as at the record date.

The Company shall bear the expenses necessary for the shareholders' general meetings convened by the Audit Committee or the shareholders on their own.

Proposals and Notices of Shareholders' General Meetings

The content of the proposals shall be within the scope of the terms of reference of the shareholders' general meeting, have clear subjects and specific resolution matters, and shall comply with the relevant requirements of the laws, administrative regulations, the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**, and the Articles of Association.

When the Company convenes a shareholders' general meeting, the Board, the Audit Committee, and shareholders individually or jointly holding 1% or more of the Shares of the Company shall have the right to put forward proposals to the Company.

Shareholder(s) individually or jointly holding 1% or more of the Shares of the Company may submit written provisional proposals to the Board 10 days before the shareholders' general meeting is convened. The provisional proposals shall have clear subjects and specific resolution matters. The Board shall notify other shareholders within 2 days upon receipt of such proposals, and submit the provisional proposals to the shareholders' general meeting for consideration. However, provisional proposals that violate laws, administrative regulations, the securities regulatory rules of the place where the Company's Shares are listed, or the Articles of Association, or that do not fall within the terms of reference of the shareholders' general meeting, shall be excluded.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the shareholders' general meeting or add any new proposal after the shareholders' general meeting notice is issued.

The shareholders' general meeting shall not vote or make resolutions on proposals not listed in the shareholders' general meeting notice or proposals that do not satisfy the provisions prescribed in the Articles of Association.

If the Company convenes a shareholders' general meeting, the convener shall notify the shareholders at least 21 days prior to the convening of the annual general meetings, or at least 15 days prior to the convening of the extraordinary general meetings. Regarding the calculation of the notice period, the date of the meeting shall not be included.

A notice of the shareholders' general meeting shall include:

(I) the time, venue, and duration of the meeting;

(II) the matters and proposals to be put forward for consideration at the meeting;

(III) a conspicuous statement that all shareholders are entitled to attend the shareholders' general meeting, and the shareholders may appoint proxy(ies) in writing to attend and vote at the shareholders' general meeting, and that such proxy(ies) need not be a shareholder(s) of the Company;

(IV) the record date for determining the shareholders who are entitled to attend the shareholders' general meeting;

(V) names and telephone numbers of the standing contact persons who handle the meeting affairs;

(VI) the time and procedure of voting via the internet or any other manner.

Any notice and supplementary notice of shareholders' general meetings shall sufficiently and completely disclose specific contents of all proposals.

After the notice of the shareholders' general meeting is issued, the shareholders' general meeting shall not be adjourned or cancelled without a proper reason, and the proposals stated in the notice of the shareholders' general meeting shall not be cancelled. In the case of any adjournment or cancellation of the meeting, the convener shall make a public announcement stating the reasons therefor at least 2 business days prior to the date originally scheduled for convening the meeting. Where the securities regulatory rules of the place where the Shares of the Company are **[REDACTED]** provide otherwise in respect of the procedures for adjournment or cancellation of a shareholders' general meeting, such provisions shall prevail, provided that they do not contravene the regulatory requirements of mainland China.

Holding of Shareholders' General Meetings

All shareholders of the Company registered on the record date or their proxies shall be entitled to attend the shareholders' general meetings and exercise voting rights in accordance with relevant laws, regulations, the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**, and the Articles of Association, except for individual shareholders who are required to abstain from voting on particular matters under the Hong Kong Listing Rules. Pursuant to the applicable laws and regulations and the listing rules of the place where the Company's Shares are **[REDACTED]**, where any Shareholder shall abstain from voting on any particular resolution or is restricted to vote only for or against such resolution, any vote in violation of such requirement or restriction cast by such Shareholder or proxy thereof shall not be counted in the voting results.

Any shareholder entitled to attend and vote at a shareholders' general meeting of the Company shall have the right to appoint a proxy (who need not be a shareholder of the Company) to represent him/her and vote on his/her behalf. Every shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any shareholders' general meeting of the issuer, and where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorized officer.

The proxy so appointed by the shareholder may, pursuant to the instructions of the shareholder, exercise the following rights:

(I) the right which the shareholder has to speak at the shareholders' general meeting;

(II) the right to demand a poll alone or jointly with others;

(III) save as otherwise stipulated by relevant laws, administrative regulations, the listing rules of the securities exchange where the Company's Shares are **[REDACTED]**, or other securities laws and regulations, have the right to vote by show of hands or a poll.

If the shareholder is a Recognized Clearing House (or its agents) as defined in the relevant ordinances promulgated in Hong Kong from time to time, the shareholder may authorize one or more persons as he/she thinks fit to act as his/her representative(s) at any shareholders' general meeting. However, if more than one person is authorized, the power of attorney shall state the number and class of Shares in respect of which each such person is authorized and shall be signed by the authorized officer of a Recognized Clearing House. A person so authorized is entitled to attend and speak at meetings and exercise the rights on behalf of the Recognized Clearing House (or its agents) (without the need to produce a certificate of shareholding, notarized power of attorney, and/or further evidence of formal authorization), as if they were the individual shareholders of the Company. Such authorized person shall be entitled to the same statutory rights as other shareholders, including the right to speak and vote.

Individual shareholders attending the meeting in person shall present his/her identity document or other valid license or certificate that can prove his/her identity. Proxies appointed to attend the meeting shall present his/her valid identity document and power of attorney of shareholders.

A corporate shareholder shall attend the meeting by its legal representative or by proxies appointed by it. If a legal representative attends the meeting, he or she shall present his/her identity document and a valid certificate proving his/her qualification as a legal representative. Proxies appointed to attend the meeting shall present his/her identity document and written power of attorney issued by the legal representative of the corporate shareholder in accordance with the law.

Shareholders of a partnership enterprise shall be represented at the meeting by the managing partner (the natural person), the delegate appointed by the managing partner, or a proxy entrusted by the managing partner. The managing partner (the natural person) or the delegate appointed by the managing partner attending the meeting shall present their personal identity document, valid documents that can prove its identity; proxies entrusted to attend the meeting shall present their personal identity document, the written proxy statement issued by the managing partner or the delegate appointed by the managing partner.

A power of attorney issued by a shareholder to entrust another person to attend the shareholders' general meeting shall set forth the following:

(I) name or title of the principal, and the class and quantity of Shares held in the Company;

(II) indications of whether speaking and voting power are granted;

(III) name of the proxy;

(IV) the specific instructions of the shareholder, including instructions on vote for, against or abstain from voting on each matter to be considered at the shareholders' general meeting;

(V) the issuing date and validity period of the power of attorney;

(VI) signature (or seal) of the principal. If the principal is a legal person shareholder or a partnership shareholder, it shall be affixed with the seal of the legal person entity or partnership shareholder entity.

The power of attorney shall indicate whether the shareholder's proxy may vote on his/her own if the shareholders do not give specific instructions. Where the power of attorney appointing a proxy is signed by another person authorized by the principal, the power of attorney or other authorization documents authorized to be signed shall be notarized. The notarized power of attorney or other authorization documents and the instrument appointing a proxy shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.

Where the shareholders' general meeting requires Directors and senior management to attend the meeting, such Directors and senior management shall attend and be subject to shareholders' inquiries.

The shareholders' general meeting shall be presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to perform or fails to perform his/her duties, more than half of the Directors shall jointly elect a Director to preside over such meeting. A shareholders' general meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable to perform or fails to perform his/her duties, more than half of the members of the Audit Committee shall jointly elect a member of the Audit Committee to preside over such meeting. A shareholders' general meeting convened by shareholders themselves shall be presided over by the representative elected by the convener.

When convening a shareholders' general meeting, the chairman of the meeting is in violation of these rules of procedures, causing the meeting to be unable to be continued, subject to the agreement by over half of the attending shareholders with voting rights at the meeting, the shareholders' general meeting may elect a person as chairman of the meeting and continue with the meeting.

Voting and Resolutions at Shareholders' General Meetings

The resolutions of the shareholders' general meeting shall be classified as ordinary resolutions and special resolutions.

Ordinary resolutions adopted by the shareholders' general meeting shall be passed by more than one half of the voting rights held by shareholders (including their proxies) attending the shareholders' general meeting. Special resolutions adopted by the shareholders' general meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the shareholders' general meeting.

The following resolutions shall be adopted as special resolutions at a shareholders' general meeting:

(I) increase or reduction of registered capital of the Company;

(II) division, split, merger, dissolution and liquidation of the Company;

(III) amendments to the Articles of Association;

(IV) the major assets purchased or sold by the Company or the amount of guarantee provided to others within one year exceeding 30% of the Company's latest audited total assets;

(V) equity incentive plans;

(VI) other matters through an ordinary resolution of the shareholders' general meeting pursuant to the laws, administrative regulations, the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**, or the Articles of Association which are determined to materially affect the Company and need to be approved by a special resolution.

Matters other than those required to be passed by special resolutions under the laws, administrative regulations, the regulatory rules of the place where Shares of the Company are **[REDACTED]** or the Articles of Association shall be passed by ordinary resolutions at shareholders' general meetings.

When a shareholder (including his/her proxies) exercises his/her voting rights based on the number of voting Shares which he/she represents, each share shall entitle him/her to one vote. No voting rights shall attach to the Company Shares held by the Company, and such Shares shall not be counted among the total number of voting Shares present at a shareholders' general meeting. If a shareholder buys voting Shares of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, such Shares in excess of the prescribed proportion shall not be entitled to exercise voting rights for a period of thirty-six months after the purchase, and shall not be counted among the total number of voting Shares present at the shareholders' general meeting.

Unless otherwise provided by the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**, when the shareholders' general meeting reviews matters relating to related (connected) transactions, the related (connected) shareholders shall not participate in the voting, and the number of Shares with voting rights represented by them shall not be counted in the total number of valid votes. The resolutions of the shareholders' general meeting shall fully explain the votes by non-related (non-connected) shareholders.

DIRECTORS AND BOARD OF DIRECTORS

Directors

The Directors of the Company shall be natural persons. A person shall not serve as a Director of the Company if he/she falls under any of the following circumstances; a candidate shall not be nominated as a Director of the Company if he/she falls under any of the following circumstances:

(I) a person who has no civil capacity or has limited civil capacity;

(II) a person who has been imposed a penalty for the offense of corruption, bribery, embezzlement, larceny, disrupting the socialist economic order or has been deprived of political rights because of this conviction, where less than five years have elapsed since the expiry date of the sentence; in the case of probation, less than two years have elapsed since the expiry date of the probationary period;

(III) a person who is a director, factory manager or general manager of a company or enterprise that is bankrupt and liquidated, was personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of bankruptcy and liquidation of such company or enterprise;

(IV) a person who has served as the legal representative of a company or enterprise whose business license was revoked or was ordered to close due to violation of laws, was personally liable, where less than three years have elapsed since the date on which the business license of such company or enterprise was revoked or the date of such closure;

(V) a person listed by the people's court as a dishonest judgment debtor, who has a relatively large sum of debt, which was not paid at maturity;

(VI) a person who is prohibited by the CSRC from entering into the securities market, where the prohibition period has not expired;

(VII) a person who is publicly identified by the stock exchange as unfit to serve as a Director or senior management of the Company, where the identification period has not expired;

(VIII) any other person who is otherwise not eligible under laws, administrative regulations, or the securities regulatory rules of the place where the Company's Shares are **[REDACTED]** or departmental rules.

Where any Director is elected or appointed in violation of the provisions in this Article, the said election, appointment or engagement shall be invalid. Where any Director falls under any of the circumstances herein during his/her term of office, the Company shall remove him/her as a Director.

Non-employee Directors shall be elected or changed by the shareholders' general meeting, and can be removed before maturity of the term of office by the shareholders' general meeting; the employee Directors shall be elected by employees of the Company at the employee representatives' meeting or by other democratic means, and shall become members of the Board directly. The Company shall have one employee Director. The Directors shall have a term of three years and may be re-elected upon the expiration of the term of office.

The term of office of a Director shall commence on the date when he takes up the position until the expiry of the current term of the Board of Directors. If new Directors fail to be elected in a timely manner upon expiry of the term of Directors, the original Directors shall continue to perform the duty of Directors in accordance with laws, administrative regulations, department rules and the Articles of Association before the newly elected Directors take up the position.

Under the prerequisite of not violating the securities regulatory rules of the place of listing of the Shares of the Company, any person appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the Company's first annual general meeting after his/her appointment, and shall be eligible for re-election at that time.

Board of Directors

The Company shall establish a Board of Directors, which shall be accountable to the shareholders' general meeting. The Board of Directors shall consist of 9 Directors, including 1 chairman and 3 independent non-executive Directors among its members.

The Board of Directors shall exercise the following functions and powers:

(I) to convene shareholders' general meetings, and submit work reports to shareholders' general meetings;

(II) to implement resolutions of shareholders' general meeting;

(III) to determine business and investment plans of the Company;

(IV) to formulate profit distribution plans and loss recovery plans of the Company;

(V) to formulate proposals for the increase and reduction of registered capital, issuance of bonds or other securities, and the **[REDACTED]** of the Company;

(VI) to formulate proposals for material acquisitions, purchase of Shares of the Company, or merger, division, dissolution and change of the corporate form of the Company;

(VII) to decide, within the scope of the authorization of the shareholders' general meeting, the Company's external investment, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, related (connected) transactions, external donations and other matters;

(VIII) to make decisions on the establishment of internal management bodies of the Company;

(IX) to appoint or dismiss the manager and other senior management members of the Company, and decide on their remuneration and matters relating to awards and penalty, and based on the manager's nominations to appoint or dismiss the deputy general manager, the chief financial officer or other senior management members of the Company and decide on their remuneration and matters relating to awards and penalty;

(X) to formulate the basic management systems of the Company;

(XI) to formulate proposals for any amendments to the Articles of Association;

(XII) to manage the information disclosure of the Company;

(XIII) to propose at shareholders' general meetings for the appointment or change of the accounting firms responsible for the auditing for the Company;

(XIV) to hear the work reports of the manager and inspect the work of the manager of the Company;

(XV) other powers conferred by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's Shares are **[REDACTED]**, the Articles of Association, the Company's internal fundamental systems or the shareholders' general meeting.

The above matters shall be considered and approved by the Company's Board of Directors. Where required under the Company Law of the People's Republic of China and the Articles of Association, such matters shall be submitted to the shareholders' general meeting for consideration.

Meetings of the Board of Directors shall be held only if more than half of the Directors are present. Any resolutions of the Board of Directors must be subject to adoption by a majority of all Directors. However, unless otherwise provided in the Articles of Association, such provisions shall prevail.

A Director shall have one vote when voting on a resolution of the Board of Directors.

Independent Non-Executive Directors

The independent non-executive Directors shall perform their duties conscientiously in accordance with the laws, administrative regulations, the provisions of the CSRC, SFC, the Hong Kong Stock Exchange, and the Articles of Association, play a role in decision-making, supervision, check and balance, and professional consultation in the Board of Directors, so as to safeguard the overall interests of the Company and protect the legitimate interests of the minority shareholders.

Independent non-executive Directors shall remain independent.

The following matters shall be submitted to the Board for deliberation after being approved by more than half of all independent non-executive Directors of the Company:

(I) related (connected) transactions that shall be disclosed;

(II) programs for change or waiver of commitments by the Company and relevant parties;

(III) decisions made and measures taken by the Board of Directors of a listed company acquired in response to acquisition;

(IV) other matters prescribed by laws, administrative regulations, the provisions of the CSRC and SFC, the securities regulatory rules of the place where the Shares of the Company are **[REDACTED]**, and the articles of association.

The Company shall hold special meetings of independent non-executive Directors on a regular or irregular basis. Matters set forth in Item (I) to Item (III) of the first paragraph of Article 131 and Article 132 hereof shall be subject to deliberation by special meetings of independent non-executive Directors.

Special Committees of the Board of Directors

The Board of Directors of the Company shall establish an Audit Committee to exercise the functions and powers of the Supervisory Committee as stipulated by the Company Law and other functions and powers as specified in the relevant working regulations. The Audit Committee shall be composed of three non-executive Directors not serving as senior management of the Company, among whom independent non-executive Directors shall constitute the majority, with the convener (chairperson) being an accounting professional among the independent non-executive Directors.

The Board of Directors of the Company shall establish a Nomination Committee and a Remuneration Committee to perform their duties in accordance with the Articles of Association and the authorization by the Board of Directors. Proposals by special committees shall be summitted to the Board of Directors for consideration and decision. The working regulations for special committees shall be formulated by the Board of Directors.

General Manager and other Senior Management

The Company shall have one general manager who shall be appointed or dismissed by the Board. The Company shall have several deputy general managers who shall be appointed or dismissed by the Board. The Company's general manager, deputy general managers, and chief financial officer are senior management members of the Company.

The tenure of office for the general manager shall be three years and is renewable upon reappointment.

The general manager is accountable to the Board of Directors and exercises the following functions and powers:

(I) To be in charge of the production, operation and management of the Company, to organize and implement the resolutions of the Board of Directors, and to report to the Board of Directors;

(II) To organize the implementation of the Company's annual business plans and investment plans;

(III) To formulate plans for the establishment of the Company's internal management institutions;

(IV) To formulate the Company's basic management systems;

(V) To formulate the rules and regulations of the Company;

(VI) To propose to the Board of Directors the appointment or dismissal of the deputy general manager and chief financial officer of the Company;

(VII) To decide on the appointment or dismissal of the management officers other than those required to be appointed or dismissed by the Board of Directors;

(VIII) To decide on other relevant matters other than those that are subject to the approval by the shareholders' general meeting or the Board of Directors under the Articles of Association;

(IX) Other functions and powers conferred by the Articles of Association, the working regulations for the Company's general manager or the Board of Directors.

The general manager may attend meetings of the Board of Directors.

Financial and Accounting Systems and Profit Distribution

The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and the provisions stipulated by the relevant national authorities, as well as the securities regulatory rules of the place where the Company's Shares are **[REDACTED]**.

The Company shall not maintain books of accounts other than those provided for by law. No funds of the Company shall be deposited into any account opened in the name of any individual.

In distributing the after-tax profits of the current year, the Company shall allocate 10% of such profits into its statutory reserve funds. When the accumulative amount of the statutory reserve funds of the Company is 50% or more of its registered capital, further allocations are not required. Where the statutory reserve funds of the Company are insufficient to make up for the losses of the previous years, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve funds in accordance with the preceding paragraph. After the allocation of its after-tax profits to its statutory reserve funds, the Company may also, by resolutions of the shareholders' general meeting, allocate its after-tax profits to its discretionary reserve funds. After making up for the losses and making allocations to the reserve funds, any remaining after-tax profits shall be distributed by the Company to its shareholders in proportion to their respective shareholdings unless all the shareholders unanimously agree or the Articles of Association stipulates that such distribution shall not be made in proportion to the shareholdings.

If the Company has, in violation of the Company law and provisions set out in the Articles of Association, distributed profits to shareholders, the shareholders shall return to the Company the profit distributed in violation of the provisions. If the Company incurs losses due to such distribution, the shareholders and the Directors and senior management who are held accountable shall be liable for compensation.

The Company's Shares held by the Company are not entitled to any profit distribution.

The reserve funds of the Company shall be applied for making up for the losses of the Company, expansion of the Company's production and operation, or converting into an increase in the registered capital of the Company. When applying the reserve funds to make up for the Company's losses, the discretionary reserve funds and the statutory reserve funds shall be used first; if such funds are still insufficient to make up for losses, the capital reserve funds may be applied in accordance with relevant provisions. Where the statutory reserve funds are converted into an increase in the registered capital, the balance of the reserve funds shall not fall below 25% of the Company's registered capital prior to such conversion.

Where a resolution in relation to distribution of profits is made at the shareholders' general meeting, the Board of Directors shall complete the distribution of dividends (or Shares) within two months from the date of the resolution of the shareholders' general meeting.

The Company's profit distribution policy is as follows:

(I) The profit distribution by the Company shall remain continuous and stable, with due emphasis on the actual interests of shareholders and the long-term interests of the Company;

(II) Proposals on the adjustments to the profit distribution policy shall be submitted to the Company's shareholders' general meeting for approval upon the consideration by the Company's Board of Directors;

(III) The Company shall distribute dividends in the form of cash, Shares or a combination of both; the Company may, subject to relevant conditions being satisfied, distribute interim cash dividends;

(IV) The Company shall not distribute more than the accumulated distributable profits in a manner that impairs the Company's ability to continue as a going concern.

Internal Audit

The Company may adopt an internal audit system and designate full-time auditors to carry out internal audit supervision of the Company's financial income and expenditure and economic activities.

The Company's internal audit systems and the responsibilities of its auditors shall be implemented upon approval by the Board of Directors. The head of audit shall be accountable to and reports to the Board of Directors. The Company's internal audit institution shall monitor and inspect the Company's business activities, risk management, internal control, financial information and other matters.

The internal audit institution shall be subject to the supervision and guidance by the Audit Committee in the monitoring and inspection of the Company's business activities, risk management, internal control and financial information. Any relevant significant problems or clues identified by the internal audit institution shall be directly reported to the Audit Committee without delay.

Appointment of Accounting Firm

The Company shall appoint an accounting firm that complies with the Securities Law of the People's Republic of China and the regulatory rules of the place where the Company's Shares are **[REDACTED]** to conduct audits of accounting statements, verification of net assets, and other related consulting services, etc., with a term of one year, which is renewable.

The Company' appointment and dismissal of an accounting firm that conducts the Company's audit work shall be decided by the shareholders' general meeting. The Board of Directors shall not appoint an accounting firm prior to the decision made by the shareholders' general meeting.

The Company shall ensure the provision of true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information to the appointed accounting firm without any refusal, concealment or misrepresentation.

Merger, Division, Capital Increase and Capital Reduction

Merger of the Company may take the form of absorption or establishment of a new company.

In case of merger by absorption, a company absorbs any other company and the absorbed company shall be dissolved. In case of merger by a new establishment, two or more companies merge into a new one and the parties to the merger shall be dissolved.

In the event of a merger between the Company and a company in which it holds more than 90% of the shares, the merged company shall not be subject to a resolution at the shareholders' general meeting. However, other shareholders shall be notified and shall have the right to request the Company to acquire their equity or Shares at a reasonable price.

Unless otherwise stipulated in the Articles of Association, where the price paid for the merger by the Company does not exceed 10% of the Company's net assets, a resolution at the shareholders' general meeting may be waived. For mergers conducted pursuant to the preceding two paragraphs without a resolution at the shareholders' general meeting, a resolution of the Board of Directors shall be required.

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days from the date of the resolution for the merger and shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. Such creditors may, within 30 days upon the receipt of the notice or, in case he/she fails to receive such notice within 45 days from the date of the announcement, demand the Company to repay its debts or provide guarantees for such debts. When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.

Where there is a division of the Company, its assets shall be divided accordingly. Where there is a division of the Company, a balance sheet and a property list shall be prepared. The Company shall notify its creditors within 10 days from the date of the resolution for the division and shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. Unless otherwise agreed in a written agreement entered into by the Company and its creditors prior to the division in relation to the repayment of debts, debts of the Company prior to the division shall be jointly assumed by the surviving companies after the division.

Where the Company needs to reduce its registered capital, it shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days from the date on which a resolution to reduce the registered capital is made at the shareholders' general meeting and shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. Such creditors may, within 30 days upon the receipt of the notice or, in case he/she fails to receive such notice within 45 days from the date of the announcement, demand the Company to repay its debts or provide guarantees for such debts.

Where the Company reduces its registered capital in violation of the Company Law, the shareholders shall return the funds they have received, and any reduction in shareholder contributions shall revert to the original state. Where such reduction causes losses to the Company, the shareholders and Directors and senior management who are held accountable shall be liable for compensation.

In the event of a merger or division of the Company, any changes to the registration information shall be registered with the company registration authority in accordance with the law; If the Company is dissolved, it shall go through the deregistration procedures in accordance with the law; If a new company is established, the company establishment registration shall be completed in accordance with the law. If the Company increases or decreases its registered capital, it shall go through the change registration with the company registration authority in accordance with the law.

Dissolution and Liquidation

The Company shall be dissolved upon the occurrence of the following events:

(I) the expiry of the term of business provided in the Articles of Association or the occurrence of any other cause of dissolution as specified therein or as unanimously agreed upon by all shareholders;

(II) a resolution on dissolution is passed by a shareholders' general meeting;

(III) dissolution is required due to the merger or division of the Company;

(IV) the business license of the Company is revoked or the Company is ordered to close down or dissolved in accordance with the law;

(V) where the Company suffers significant hardships in operation and management, and its continued existence would cause significant losses to shareholders' interests, which cannot be resolved through other means, shareholders holding 10% or above of the total voting rights of the Company petition the people's court to dissolve the Company and the people's court dissolves the Company.

In the event that the Company has any of the dissolution causes as prescribed in the preceding paragraph, it shall disclose the causes of dissolution through the National Enterprise Credit Information Publicity System within 10 days. Where the Company falls under the circumstances specified in item (i) and (ii) of Paragraph 1 of Article 187 of the Articles of Association and has not distributed its assets to shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the shareholders' general meeting.

Where the Articles of Association are amended pursuant to the preceding paragraph or a resolution is made at the shareholders' general meeting, it shall be adopted by shareholders holding more than two-thirds of the voting rights present at the shareholders' general meeting.

Where the Company is dissolved under the circumstances set out in items (i), (ii), (iv) and (v) of Paragraph 1 of Article 187 of the Articles of Association, it shall be liquidated. The Directors shall be the liquidation obligors of the Company and shall establish a liquidation committee to carry out the liquidation within 15 days from the date on which the cause of dissolution occurs.

The liquidation committee shall notify the creditors within 10 days from the date of its establishment and publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 60 days from that date. Such creditors shall, within 30 days upon the receipt of the notice or, in case he/she fails to receive such notice, within 45 days from the date of the announcement, declare their claims to the liquidation committee.

Such creditors shall provide explanations and evidence for their claims in their declarations of such claims. The liquidation committee shall record creditors' claims.

The liquidation committee shall not pay off any debts to any creditors during the period of claim declaration.

Amendments to the Articles of Association

The Company shall amend the Articles of Association in any of the following circumstances:

(I) after amendments are made to the Company Law or relevant laws, administrative regulations and the securities regulatory rules of the place where the Shares of the Company are **[REDACTED]**, the matters stipulated in the Articles of Association are in conflict with the provisions of the revised laws, administrative regulations and the securities regulatory rules of the place where the Shares of the Company are **[REDACTED]**;

(II) changes occur in the Company, resulting in inconsistency with the matters set out in the Articles of Association;

(III) the shareholders' general meeting has resolved to amend the Articles of Association.

Where the amendments to the Articles of Association passed by resolutions of the shareholders' general meetings require the approval of the competent authorities, such amendments shall be submitted to the relevant authorities for approval. Where the amendments involve registration items of the Company, such changes shall be registered in accordance with the law.

The Board shall amend the Articles of Association in accordance with the resolution of the shareholders' general meeting on amendments to the Articles of Association and approval opinions from the relevant competent authorities.

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Establishment of Our Company

Our Company was established in the PRC as a limited liability company on March 16, 2018 and was converted into a joint stock company with limited liability under the PRC Company Law with effect from May 19, 2025. Our Company has established a principal place of business in Hong Kong at Room 1620, 16/F, Ocean Center, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on October 13, 2025. Ms. Lam Wing Yan (林詠欣), one of our joint company secretaries, 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.

As our Company was established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in "Appendix III — Summary of the Articles of Association" to this document.

2. Changes in the share capital or registered capital of our Company

As of the date of the establishment, our registered capital was USD100,000,000.

The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this document:

On March 13, 2024, our registered capital was increased from RMB1,287,140,194 to RMB1,379,078,779.

On May 19, 2025, our Company was converted into a joint stock company with limited liability under the PRC Company Law. Upon completion of such conversion, the registered capital of our Company was RMB1,379,078,779 divided into 1,379,078,779 Shares with a nominal value of RMB1.00 each.

Assuming the **[REDACTED]** is not exercised, upon completion of the **[REDACTED]** and conversion of Unlisted Shares into H Shares, the registered share capital of our Company will be increased to RMB**[REDACTED]** divided into **[REDACTED]** Unlisted Shares and **[REDACTED]** H Shares.

Save as mentioned in "5. Resolutions of our Shareholders" below, there has been no alteration in our share capital within the two years immediately preceding the date of this document.

3. Further information about our subsidiaries

Particulars of our principal subsidiaries are set out in note 1 of the Accountants' Report. Set out below is certain information of our subsidiaries as of the Latest Practicable Date:

No.	Name of subsidiaries	Name of shareholder(s)	Percentage of the equity interests held
1.	Cowell	Luxvisions Hong Kong	69.82%
2.	Cowell Dongguan	Cowell Hong Kong	100%
3.	Cowell Hong Kong	Cowell	100%
4.	Cowell Korea	Cowell	100%
5.	Development Zone Luxvisions	Our Company	100%
6.	Dongguan Zhaoyuan	Our Company	60%
		Development Zone Luxvisions	40%
7.	Lichi Semiconductor	Our Company	97%
8.	Ligao Dongguan	Cowell Dongguan	100%
9.	Luxintelligence Guangzhou	Our Company	85%
10.	Luxsense Dongguan	Cowell Dongguan	51%
11.	Luxvisions Changshu	Our Company	100%
12.	Luxvisions Dongguan	Our Company	100%
13.	Luxvisions Hong Kong	Our Company	100%
14.	Luxvisions Ji'an	Our Company	100%
15.	Luxvisions Shanghai	Our Company	80%
16.	Luxvisions Shangrao	Our Company	100%
17.	Luxvisions Shenzhen	Our Company	100%
18.	Luxvisions Vietnam	Luxvisions Hong Kong	100%
19.	Puji Optoelectronics	Cowell Dongguan	70%

4. Changes in the share capital or registered capital of our subsidiaries

The following sets out the changes of the share capital or registered capital of our subsidiaries within two years immediately preceding the date of this document:

(1) Cowell

Cowell is a company listed on the Main Board of the Stock Exchange since March 31, 2015. Please refer to the announcements of Cowell on the website of the Stock Exchange for the changes of its issued share capital.

Within the two years preceding the date of this document, Cowell had allotted and issued ordinary shares from time to time under its share option scheme adopted on May 5, 2021, which has been disclosed on the website of the Stock Exchange.

(2) Luxsense Dongguan

On February 27, 2023, the registered capital of Luxsense Dongguan was increased from RMB51,000,000 to RMB100,000,000.

(3) Cowell Dongguan

On May 21, 2023, the registered capital of Cowell Dongguan was increased from USD333,831,900 to USD383,831,900. On January 23, 2024, the registered capital of Cowell Dongguan was further increased to USD433,831,900.

5. Resolutions of our Shareholders

At the extraordinary general meeting of our Company held on October 27, 2025, among other things, the following resolutions were passed by our Shareholders:

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

(ii) the number of H Shares to be issued pursuant to the **[REDACTED]** before the exercise of the **[REDACTED]** shall be not more than 15% of the enlarged share capital of our Company upon completion of the **[REDACTED]**, and the **[REDACTED]** shall not exceed 15% of the above number of H Shares to be issued;

(iii) subject to the completion of the filing procedure with the CSRC, upon the completion of the **[REDACTED]**, the conversion of **[REDACTED]** Unlisted Shares in aggregate into H Shares on a one-for-one basis was approved;

(iv) subject to the completion of the **[REDACTED]**, the Articles of Association were conditionally approved and adopted, which shall become effective on the **[REDACTED]**, and the Board and its authorized persons have been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and the relevant PRC regulatory authorities; and

(v) our Board and its authorized persons have been authorized to handle the matters relating to, among others, the **[REDACTED]**, the issue of H Shares and the **[REDACTED]**.

6. Restrictions of share repurchase

For details of the restrictions on the share repurchase by our Company, see "Appendix III — Summary of Articles of Association" to this document.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

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

(a) a share transfer agreement (股權轉讓協議) dated December 9, 2024 entered into between Mingchen Yuanjing (Shenzhen) Investment Enterprise (Limited Partnership) (明晨遠景(深圳)投資企業(有限合夥)) as transferor and CMG Media Convergence Industry Investment Fund (Limited Partnership) (央視融媒體產業投資基金(有限合夥)) as transferee, pursuant to which the transferor agreed to transfer its 1.1364% equity interest in the Company to the transferee at a consideration of RMB244,326,000;

(b) a share transfer agreement (股權轉讓協議) dated June 9, 2025 entered into between Huai'an Gaoyuan Huiyuan Enterprise Management Partnership (淮安高遠匯遠企業管理合夥企業(有限合夥)) (now known as Nanchang Gaoyuan Huiyuan Enterprise Management Partnership (南昌高遠匯遠企業管理合夥企業(有限合夥))) as transferor and Anhui Tieji Lijing Equity Investment Partnership (Limited Partnership) (安徽鐵基立景股權投資合夥企業(有限合夥)) as transferee, pursuant to which the transferor agreed to transfer 6,002,712 shares in the Company to the transferee at a consideration of RMB98,000,000;

(c) a share transfer agreement (股權轉讓協議) dated June 17, 2025 entered into between Huai'an Gaoyuan Huiyuan Enterprise Management Partnership (淮安高遠匯遠企業管理合夥企業(有限合夥)) (now known as Nanchang Gaoyuan Huiyuan Enterprise Management Partnership (南昌高遠匯遠企業管理合夥企業(有限合夥))) as transferor, and Zhangjiagang Taikang Qianzhen Equity Investment Partnership (Limited Partnership) (張家港泰康乾貞股權投資合夥企業(有限合夥)) and Nanchang Taikang Qianzhen Equity Investment Fund (Limited Partnership) (南昌泰康乾貞股權投資基金(有限合夥)) ("**Nanchang Taikang**") as transferees, pursuant to which the transferor agreed to transfer 4,903,393 shares in the Company to the transferee and 2,451,696 shares in the Company to Nanchang Taikang, at an aggregate consideration of RMB120,000,000;

(d) a share transfer agreement (股權轉讓協議) dated June 17, 2025 entered into between Huai'an Gaoyuan Huiyuan Enterprise Management Partnership (淮安高遠匯遠企業管理合夥企業(有限合夥)) (now known as Nanchang Gaoyuan Huiyuan Enterprise Management Partnership (南昌高遠匯遠企業管理合夥企業(有限合夥))) as transferor and 37 Lexin (Guangzhou) Industry Investment Partnership (Limited Partnership) (三七樂心(廣州)產業投資合夥企業(有限合夥)) as transferee, pursuant to which the the transferor agreed to transfer 1,176,814 shares in the Company to the transferee at a consideration of RMB19,200,000;

(e) a share transfer agreement (股權轉讓協議) dated June 27, 2025 entered into between Suzhou Junlian Hehui Innovation Investment Partnership (Limited Partnership) (蘇州君聯禾匯創業投資合夥企業(有限合夥)) and Suzhou Junlian Xiangdao Equity Investment Partnership (Limited Partnership) (蘇州君聯相道股權投資合夥企業(有限合夥)) as transferors and CICC Generation (Suzhou) Emerging Industries Equity Investment Fund II Partnership (Limited Partnership) (中金啟辰貳期(蘇州)新興產業股權投資基金合夥企業(有限合夥)) and CICC Generation (Wuxi) Emerging Industries Equity Investment Fund II Partnership (Limited Partnership) (中金啟辰貳期(無錫)新興產業股權投資基金合夥企業(有限合夥)) as transferees, pursuant to which the transferors agreed to transfer 10,215,395 shares in the Company to the transferees at a consideration of RMB149,999,994.67;

(f) a share transfer agreement (股權轉讓協議) dated September 8, 2025 entered into between Guangzhou Kaide Tongjing Industry Fund Partnership (Limited Partnership) (廣州凱得瞳景產業投資合夥企業(有限合夥)) as transferor and CMG Media Convergence Industry Investment Fund (Limited Partnership) (央視融媒體產業投資基金(有限合夥)) as transferee, pursuant to which the transferor agreed to transfer 3,571,108 shares (equivalent to 0.2589% equity interest) in the Company to the transferee at a consideration of RMB55,673,992.80;

(g) the termination agreement relating to the relevant provisions in the shareholders' agreement (股東協議) dated November 25, 2025 entered into among the Company and its shareholders named therein, pursuant to which the parties agreed to terminate the shareholders' special rights provided under the shareholders' agreement dated March 13, 2024;

(h) the Deed of Non-competition; and

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

2. Our Intellectual Property Rights

(a) Trademarks

As of the Latest Practicable Date, our Group was the registered proprietor of the following trademarks which, in the opinion of our Directors, were material to our business:

No.	Trademark	Registration number	Class	Name of registered proprietor	Place of registration	Date of registration	Date of expiry
1.		30408839	9	Our Company	PRC	June 7, 2019	June 6, 2029
2.	LUXVISIONS	32017668	9	Our Company	PRC	May 28, 2019	May 27, 2029
3.	立景创新	33882566	9	Our Company	PRC	September 28, 2019	September 27, 2029
4.	高伟光学电子有限公司	6290018	9	Cowell	PRC	March 28, 2020	March 27, 2030
5.	高偉光學電子有限公司	6290017	9	Cowell	PRC	March 28, 2020	March 27, 2030
6.	Cowell Optic Electronics Limited	6290016	9	Cowell	PRC	March 28, 2020	March 27, 2030
7.	COWELL	33351765	9	Cowell	PRC	September 14, 2019	September 13, 2029
8.	COWELL OPTIC	33349190	9	Cowell	PRC	July 7, 2019	July 6, 2029
9.	高伟	33368944	9	Cowell	PRC	September 14, 2019	September 13, 2029
10.	高伟光学	33356078	9	Cowell	PRC	September 14, 2019	September 13, 2029
11.	高偉	33350543	9	Cowell	PRC	September 14, 2019	September 13, 2029
12.	高偉光學	33370959	9	Cowell	PRC	September 14, 2019	September 13, 2029
13.	Luxsense	66384486	9	Cowell	PRC	June 28, 2023	June 27, 2033
14.	立腾创新	66384498	9	Dongguan Luxsense	PRC	August 28, 2024	August 27, 2034

No.	Trademark	Registration number	Class	Name of registered proprietor	Place of registration	Date of registration	Date of expiry
15.		70264470	9	Dongguan Luxsense	PRC	January 7, 2024	January 6, 2034
16.	LUXVISIONS	87159226	12	Our Company	PRC	March 21, 2026	March 20, 2036
17.	LUXVISIONS	87159217	9	Our Company	PRC	May 7, 2026	May 6, 2036
18.		87160592	9	Our Company	PRC	April 28, 2026	April 27, 2036
19.	立景创新	87145445	10	Our Company	PRC	March 7, 2026	March 6, 2036
20.	立景创新	87160616	9	Our Company	PRC	May 7, 2026	May 6, 2036
21.	饶丰立景	70790093	9	Luxvisions Shangrao	PRC	October 14, 2023	October 13, 2033
22.	立智感知	84722737	38	Luxintelligence Guangzhou	PRC	October 7, 2025	October 6, 2035
23.	立智感知	84720910	10	Luxintelligence Guangzhou	PRC	October 7, 2025	October 6, 2035
24.	立智感知	84714853	11	Luxintelligence Guangzhou	PRC	December 7, 2025	December 6, 2035
25.	立智感知	84712137	12	Luxintelligence Guangzhou	PRC	December 7, 2025	December 6, 2035
26.	立智感知	84727329	9	Luxintelligence Guangzhou	PRC	December 21, 2025	December 20, 2035
27.	立智感知	84727520	35	Luxintelligence Guangzhou	PRC	December 14, 2025	December 13, 2035
28.	立智感知	84722162	42	Luxintelligence Guangzhou	PRC	December 21, 2025	December 20, 2035
29.	Luxintelligence	84709171	42	Luxintelligence Guangzhou	PRC	February 28, 2026	February 27, 2036
30.	Luxintelligence	84279134	10	Luxintelligence Guangzhou	PRC	December 14, 2025	December 13, 2035
31.	Luxintelligence	84726877	9	Luxintelligence Guangzhou	PRC	May 7, 2026	May 6, 2036

As of the Latest Practicable Date, our Group had applied for the registration of the following trademarks which, in the opinion of our Directors, were material to our business:

No.	Trademark	Application number	Class	Name of Applicant	Place of Application	Date of Application
1.		307076944	9	Our Company	Hong Kong	October 31, 2025
2.		307076935	10	Our Company	Hong Kong	October 31, 2025
3.		307076890	12	Our Company	Hong Kong	October 31, 2025
4.		87148723	10	Our Company	PRC	August 19, 2025
5.		87154168	12	Our Company	PRC	August 19, 2025
6.	LUXVISIONS	307076962	9	Our Company	Hong Kong	October 31, 2025
7.	LUXVISIONS	307076953	10	Our Company	Hong Kong	October 31, 2025
8.	LUXVISIONS	307076917	12	Our Company	Hong Kong	October 31, 2025
9.	LUXVISIONS	87159222	10	Our Company	PRC	August 19, 2025
10.	立景創新	307076980	9	Our Company	Hong Kong	October 31, 2025
11.	立景創新	307076926	10	Our Company	Hong Kong	October 31, 2025
12.	立景創新	307076971	12	Our Company	Hong Kong	October 31, 2025
13.	立景創新	87159277	12	Our Company	PRC	August 19, 2025

(b) Copyrights

As of the Latest Practicable Date, our Group was the registered proprietor of the following copyrights which, in the opinion of our Directors, were material to our business:

No.	Copyright	Registration number	Name of registered proprietor	Place of registration	Date of registration
1.	3D Reconstruction and Camera Measurement Software V1.0.	2024SR0658163	Luxvisions Shangrao	PRC	May 15, 2024
2.	Camera Cleaning Equipment Production Quality Analysis System V1.0	2023SR1610111	Luxvisions Shangrao	PRC	December 12, 2023
3.	Camera Glue Equipment Intelligent Adjustment System V1.0.	2023SR1610165	Luxvisions Shangrao	PRC	December 12, 2023
4.	Lens Durability and Environmental Adaptability Testing Platform V1.0. .	2024SR0656601	Luxvisions Shangrao	PRC	May 15, 2024
5.	Lens Optical Performance Testing Software V1.0.	2024SR0636036	Luxvisions Shangrao	PRC	May 15, 2024
6.	Camera Batch Testing and Quality Control System V1.0	2024SR0656587	Luxvisions Shangrao	PRC	May 15, 2024
7.	High-Definition Camera Real-Time Image Enhancement Software V1.0. .	2024SR0636138	Luxvisions Shangrao	PRC	May 15, 2024
8.	High-Resolution Image Capture and Processing Software V1.0	2024SR0635730	Luxvisions Shangrao	PRC	May 15, 2024
9.	Inspection Component Fixing Device Joint Debugging and Control System V1.0	2023SR1610158	Luxvisions Shangrao	PRC	December 12, 2023
10.	Camera Lens Pressure Measuring Device CNC Operating System V1.0.	2023SR1604272	Luxvisions Shangrao	PRC	December 11, 2023
11.	Camera Protection and Isolation Device Operation and Maintenance Management System V1.0	2023SR1610166	Luxvisions Shangrao	PRC	December 12, 2023
12.	Camera Lens Installation Equipment Control Integrated System V1.0. . . .	2023SR1610164	Luxvisions Shangrao	PRC	December 12, 2023
13.	USBCamera SaveImage Tools	2024SR0236287	Dongguan Luxsense	PRC	February 6, 2024
14.	AALightSpotTest Software V1.0.	2024SR0549467	Dongguan Luxsense	PRC	April 23, 2024
15.	Miniature Camera Automatic High-Precision Focusing System V1.0	2016SR187796	Dongguan Cowell	PRC	July 20, 2016

No.	Copyright	Registration number	Name of registered proprietor	Place of registration	Date of registration
16.	Colorful High-Resolution Miniature Lens Testing System V1.0	2016SR187682	Dongguan Cowell	PRC	July 20, 2016
17.	Lens Mounting Torque Automatic Testing System V1.0	2016SR187800	Dongguan Cowell	PRC	July 20, 2016
18.	Automatic Visual Calibration Software V1.0	2025SR2466801	Dongguan Cowell	PRC	December 23, 2025

(c) Patents

As of the Latest Practicable Date, our Group was the registered proprietor of the following patents which, in the opinion of our Directors, were material to our business:

No.	Patent	Type	Registration Number	Name of registered proprietor	Place of registration	Date of registration	Date of expiry
1.	An Imaging Correction Unit and Imaging Modules (成像校正單元和成像模塊)	Invention	CN111007693B	Our Company	PRC	December 17, 2019	December 17, 2039
2.	An Imaging Correction Unit and Imaging Modules (成像校正單元與成像模塊)	Invention	CN112255818B	Our Company	PRC	November 3, 2020	November 3, 2040
3.	Composite Prism Modules and Image Acquisition Modules (複合棱鏡模塊和圖像獲取模塊)	Invention	US12032175B2	Our Company	USA	October 5, 2021	October 5, 2043
4.	Composite Prism Modules and Image Acquisition Modules (複合棱鏡模塊以及圖像獲取模塊)	Invention	CN112255817B	Our Company	PRC	November 3, 2020	November 3, 2040
5.	Composite Prism Modules and Image Acquisition Modules (複合棱鏡模塊和圖像獲取模塊)	Invention	US11846791B2	Our Company	USA	March 7, 2022	March 7, 2042
6.	The Assembly Methods of Imaging Acquisition Modules (圖像獲取組件的組裝方法)	Invention	CN112987149B	Our Company	PRC	April 21, 2021	April 21, 2041
7.	A Zoom Lens (變焦鏡頭)	Invention	US11933996B2	Our Company	USA	March 7, 2022	March 7, 2042
8.	A Photosensitive Component, Camera Module and Electronic Device (一種感光組件、攝像模組及電子設備)	Invention	CN113141455B	Our Company	PRC	April 21, 2021	April 21, 2041

No.	Patent	Type	Registration Number	Name of registered proprietor	Place of registration	Date of registration	Date of expiry
9.	An Optical Imaging Acquisition Device (光學影像擷取裝置) .	Invention	US12050309B2	Our Company	USA	February 14, 2022	February 14, 2042
10.	A Periscope Imaging Acquisition Device and Its Focusing Modules (潛望式影像擷取裝置及其對焦鏡組) . .	Invention	CN216873282U	Our Company	PRC	March 1, 2022	March 1, 2032
11.	A Camera Module and Terminal Device (鏡頭模組及終端設備)	Invention	CN220381363U	Our Company	PRC	June 8, 2023	June 8, 2033
12.	A Lens Assembly (鏡頭總成) . .	Invention	CN220381359U	Our Company	PRC	August 4, 2023	August 4, 2033
13.	A Lens Assembly (鏡頭總成) . .	Invention	CN221227634U	Our Company	PRC	October 7, 2023	October 7, 2033
14.	An Image Capture Lens (取像鏡頭)	Invention	CN221900957U	Our Company	PRC	December 11, 2023	December 11, 2033
15.	An Optomechanical and Wearable Display Device (一種光機及可穿戴顯示設備) . .	Invention	CN221553363U	Our Company	PRC	November 30, 2023	November 30, 2033
16.	A Circuit Structure (電路結構) .	Invention	CN219456619U	Our Company	PRC	April 6, 2023	April 6, 2033
17.	An Optical Path Conversion Device (光路變換裝置)	Invention	CN219302778U	Our Company	PRC	April 18, 2023	April 18, 2033
18.	A Photosensitive Component, Camera Module and Electronic Device (感光組件、相機模組及電子裝置) . . .	Invention	US12035471B2	Our Company	USA	October 12, 2021	November 11, 2042
19.	An Optical Sensing Device (影像感測裝置)	Invention	US12174354B2	Our Company	USA	December 30, 2021	May 18, 2043
20.	An Optical Sensing Device (影像感測裝置)	Invention	US12133364B2	Our Company	USA	September 28, 2022	March 17, 2043
21.	An Optical Sensing Device (影像感測裝置)	Invention	CN111818242B	Our Company	PRC	April 18, 2019	April 18, 2039
22.	An Optical Sensing Device (影像感測裝置)	Invention	US11404454B2	Our Company	USA	February 13, 2020	July 24, 2040
23.	A Filming Device (攝影裝置) . .	Invention	CN111726601B	Our Company	PRC	April 21, 2020	April 21, 2040
24.	An Image Capture Component and Portable Electronic Device (圖像捕獲組件以及便携式電子裝置)	Invention	US11437425B2	Our Company	USA	November 17, 2020	December 12, 2040

No.	Patent	Type	Registration Number	Name of registered proprietor	Place of registration	Date of registration	Date of expiry
25.	An Image Acquisition Component and Portable Electronic Device (影像擷取組件及可携式電子裝置) . . .	Invention	TWI747017B	Our Company	Taiwan	July 31, 2019	July 31, 2039
26.	An Optical Imaging Device (光學成像裝置)	Invention	CN111629157B	Our Company	PRC	May 7, 2020	May 7, 2040
27.	A Focusable Imaging Device (可對焦成像裝置)	Invention	US10979634B2	Our Company	USA	May 12, 2020	May 12, 2040
28.	A Focusable Optical Imaging Device (可對焦的光學成像裝置)	Invention	US11668999B2	Our Company	USA	August 13, 2020	May 1, 2041
29.	A Camera Module (鏡頭模塊) .	Invention	CN111953895B	Our Company	PRC	July 21, 2020	July 21, 2040
30.	An Imaging Sensing Device (圖像感測裝置)	Invention	US11714333B2	Our Company	USA	August 13, 2020	April 2, 2041
31.	Adjustable Mirror Motor Sets (可調式反射鏡馬達組)	Invention	CN112859277B	Our Company	PRC	February 26, 2021	February 26, 2041
32.	Periscope Camera Sets (潛望式鏡頭組).	Invention	CN114217428B	Our Company	PRC	December 8, 2021	December 8, 2041
33.	An Imaging Correction Unit and Imaging Modules (成像校正單元和成像模塊)	Invention	CN115032758B	Our Company	PRC	July 4, 2022	July 4, 2042
34.	An Imaging Correction Unit and Imaging Modules (成像校正單元與成像模塊)	Invention	CN115291455B	Our Company	PRC	August 19, 2022	August 19, 2042

As of the Latest Practicable Date, our Group had applied for the registration of the following patents which, in the opinion of our Directors, were material to our business:

No.	Patents	Application Number	Type	Name of Applicant	Place of Application	Date of Application
1.	A Metalens and Image Sensor (超穎透鏡以及圖像傳感器).	CN202211395123.0	Invention	Our Company	PRC	November 8, 2022
2.	A Projection System (投影系統)	CN202211393206.6	Invention	Our Company	PRC	November 8, 2022
3.	A Projection System (投影系統)	US18171374	Invention	Our Company	USA	February 20, 2023
4.	An Optical Image Acquisition Device (光學影像擷取裝置).	CN202310680576.6	Invention	Our Company	PRC	June 8, 2023

No.	Patents	Application Number	Type	Name of Applicant	Place of Application	Date of Application
5.	An Optical Camera Device (光學攝像裝置)	US18401944	Invention	Our Company	USA	January 2, 2024
6.	An Image Capture Lens (取像鏡頭)	CN202310830171.6	Invention	Our Company	PRC	July 7, 2023
7.	An Image Capture Lens (取像鏡頭)	CN202310832316.6	Invention	Our Company	PRC	July 7, 2023
8.	A Mixed Reality Device (混合實境裝置)	CN202310966284.9	Invention	Our Company	PRC	August 2, 2023
9.	A Mixed Reality Device (混合現實裝置)	US18642826	Invention	Our Company	USA	April 23, 2024
10.	A Periscope Image Acquisition Device and Its Focusing Modules (潛望式影像擷取裝置及其對焦鏡組)	CN202310981145.3	Invention	Our Company	PRC	August 4, 2023
11.	An Image Capture Lens (取像鏡頭)	CN202410121272.0	Invention	Our Company	PRC	January 29, 2024
12.	A Lens Assembly and Its Manufacturing Method (鏡頭總成及其製作方法)	CN202311699680.6	Invention	Our Company	PRC	December 11, 2023
13.	A Lens Assembly and Its Manufacturing Method (鏡頭總成及其製作方法)	CN202311634469.6	Invention	Our Company	PRC	November 30, 2023
14.	An Image Capture Lens (取像鏡頭)	CN202410990861.2	Invention	Our Company	PRC	July 23, 2024
15.	An Image Acquisition Lens (影像擷取鏡頭)	US18822431	Invention	Our Company	USA	September 2, 2024
16.	An Image Capture Lens (取像鏡頭)	CN202410992025.8	Invention	Our Company	PRC	July 23, 2024
17.	An Image Sensor and Image Acquisition Device (圖像傳感器及影像擷取裝置)	CN202410793270.6	Invention	Our Company	PRC	June 18, 2024
18.	An Optical Sensing Device (光學感測設備)	CN202411167198.2	Invention	Our Company	PRC	August 23, 2024
19.	An Optical Device (光學裝置)	CN202510133782.4	Invention	Our Company	PRC	February 6, 2025
20.	A Fixed Focus Spectral Lens (定焦光譜鏡頭)	CN202510383365.5	Invention	Our Company	PRC	March 28, 2025
21.	A VR Device (VR設備)	US18184653	Invention	Our Company	USA	March 15, 2023
22.	An Optical Lens (光學鏡頭)	US18165344	Invention	Our Company	USA	February 7, 2023

No.	Patents	Application Number	Type	Name of Applicant	Place of Application	Date of Application
23.	A Line-gating Polarizer and Its Manufacturing Method (線選通偏光片及其製作方法)	US18124841	Invention	Our Company	USA	March 22, 2023
24.	A Polarizer and Monitor (偏振片及顯示器)	CN202310078809.5	Invention	Our Company	PRC	January 19, 2023
25.	An Image Capture Lens (取像鏡頭)	CN202310117990.6	Invention	Our Company	PRC	February 15, 2023
26.	An Image Capture Lens (取像鏡頭)	CN202310448544.3	Invention	Our Company	PRC	April 24, 2023
27.	An Image Acquisition Device and Its Electronic Device for Image Acquisition (影像擷取裝置及具影像擷取的電子裝置)	CN202311031526.1	Invention	Our Company	PRC	August 15, 2023
28.	A Lighting Device (照明裝置)	CN202310649534.6	Invention	Our Company	PRC	June 2, 2023
29.	A Drive Motor, Imaging Device and Electronic Device (驅動馬達、攝像裝置以及電子設備)	CN202310894950.2	Invention	Our Company	PRC	July 19, 2023
30.	An Image Acquisition Device (影像擷取裝置)	CN202311032433.0	Invention	Our Company	PRC	August 15, 2023
31.	A Lighting Device (照明裝置)	CN202311074674.1	Invention	Our Company	PRC	August 24, 2023
32.	An Image Acquisition Device (影像擷取裝置)	CN202310984018.9	Invention	Our Company	PRC	August 4, 2023
33.	A Lens Motor Structure (鏡頭馬達結構)	CN202310981231.4	Invention	Our Company	PRC	August 4, 2023
34.	A Variable Aperture (可變光圈)	CN202411675485.4	Invention	Our Company	PRC	November 21, 2024
35.	Variable-aperture Modules (可變光圈模塊)	CN202410548746.X	Invention	Our Company	PRC	May 6, 2024
36.	Variable-aperture Components and Its Lens Modules (可變光圈組件及其鏡頭模塊)	CN202411599026.2	Invention	Our Company	PRC	November 8, 2024
37.	Lens Modules (鏡頭模組)	CN202311094192.2	Invention	Our Company	PRC	August 28, 2023
38.	An Image Acquisition Device (影像擷取裝置)	CN202410266135.6	Invention	Our Company	PRC	March 8, 2024

No.	Patents	Application Number	Type	Name of Applicant	Place of Application	Date of Application
39.	Adjustable Mirror Motor Assemblies (可調節反射鏡電機組件)	US17887751	Invention	Our Company	USA	August 15, 2022
40.	A Periscope Zoom Lens, Its Automatic Zoom Components and Its Rail-mounted Motor (潛望式變焦鏡頭、其自動變焦組件及其軌道式馬達) . .	CN202310893231.9	Invention	Our Company	PRC	July 19, 2023
41.	An Imaging Lens (成像鏡頭)	US18646788	Invention	Our Company	USA	April 26, 2024
42.	An Imaging Lens (成像鏡頭)	US18637475	Invention	Our Company	USA	April 17, 2024
43.	A Periscope Image Acquisition Device and Its Focusing Lens Sets (潛望式影像擷取裝置及其對焦鏡頭組)	US18618224	Invention	Our Company	USA	March 27, 2024
44.	An Image Acquisition Device and Its Electronic Device for Image Acquisition (影像擷取裝置及具影像擷取的電子裝置)	CN202411942377.9	Invention	Our Company	PRC	December 26, 2024
45.	Adjustable Lens Sets (可調式鏡頭組) . .	CN202510161820.7	Invention	Our Company	PRC	February 13, 2025
46.	Prism Motor Modules (棱鏡馬達模塊) . .	CN202411997417.X	Invention	Our Company	PRC	December 31, 2024
47.	Prism Motor Modules (棱鏡馬達模組) . .	CN202411997395.7	Invention	Our Company	PRC	December 31, 2024

(d) Domain Names

As of the Latest Practicable Date, our Group was the registered proprietor of the following domain names which, in the opinion of our Directors, were material to our business:

No.	Domain name	Name of the registered proprietor	Date of registration	Date of expiry
1.	luxvisions-inno.com	Our Company	March 8, 2018	March 8, 2035
2.	luxsense.cn	Luxsense Dongguan	February 8, 2022	February 8, 2032
3.	cowelleholdings.com	Cowell	October 23, 2010	October 23, 2030
4.	cowellchina.com	Dongguan Cowell	April 4, 2003	April 4, 2030

C. FURTHER INFORMATION ABOUT DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS OF OUR COMPANY

1. Disclosure of interests of Directors and Chief Executive of Our Company

Immediately following the completion of the **[REDACTED]** and conversion of Unlisted Shares into H Shares (assuming the **[REDACTED]** is not exercised), the interests or short positions of our Directors or chief executive in the Shares, underlying Shares and debentures of our Company or any 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 they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "**Model Code**") once the H Shares are **[REDACTED]** will be as follows:

(a) Interests in Shares of our Company

Name	Position(s)	Nature of interest[1]	Type of Shares	Number of Shares	Approximately percentage of shareholding in the relevant type of Shares	Approximately percentage of shareholding in the total issued share capital
Mr. Wang Laixi . . .	Executive Director	Interest in a controlled corporation[2]	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
			H Shares	**[REDACTED]**	**[REDACTED]**%	
Ms. Wang Laichun .	Non-executive Director and chairlady of our Board	Interest in a controlled corporation[2]	Unlisted Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%
			H Shares	**[REDACTED]**	**[REDACTED]**%	
Mr. Meng Yan. . . .	General manager	Interest in a controlled corporation[3]	H Shares	**[REDACTED]**	**[REDACTED]**%	**[REDACTED]**%

Notes:

1. All interests stated are long positions.

2. Luxvisions Limited is owned as to approximately 56.34% by Mr. Wang Laixi and approximately 43.66% by Luxsan Limited, a company owned as to 34% by Ms. Wang Laichun (an elder sister of Mr. Wang Laixi), 33% by Mr. Wang Laisheng (an elder brother of Mr. Wang Laixi) and 33% by Ms. Wang Laijiao (an elder sister of Mr. Wang Laixi). By virtue of the SFO, each of Mr. Wang Laixi, Luxsan Limited, Ms. Wang Laichun, Mr. Wang Laisheng and Ms. Wang Laijiao is deemed to be interested in the Shares held by Luxvisions Limited.

3. Mr. Meng Yan is the general partner of Guangzhou Jingxiang, one of our Share Incentive Platforms. By virtue of the SFO, Mr. Meng Yan is deemed to be interested in the Shares held by Guangzhou Jingxiang.

(b) Interests in Our Associated Corporations

Name	Name of associated corporation	Nature of interest[1]	Number of shares or underlying shares	Percentage of shareholding
Mr. Meng Yan	Cowell	Beneficial owner	1,792,000	0.21%

Notes:

1. All interests stated are long positions.

2. As of the Latest Practicable Date, Mr. Meng Yan was interested in 800,000 restricted shares of Cowell and 992,000 underlying shares of Cowell by virtue of the options granted to him under a share option scheme of Cowell.

(c) Substantial Shareholders

Save as disclosed in "Substantial Shareholders," our Directors are not aware of any persons (other than our Directors and chief executive of our Company) who will, immediately following the completion of the **[REDACTED]** (without taking into account any H Shares which may be issued pursuant to the exercise of the **[REDACTED]**), will have or be deemed or taken to have interests and/or short position in our Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the nominal value of any types of the issued voting shares of our Company.

2. Particulars of Directors' service contracts and appointment letters

Each of our Directors [has] entered into a service agreement or letter of appointment with our Company. The principal particulars of these service agreements and letters of appointment comprise (a) the term of the service; (b) termination provisions; and (c) dispute resolution provision. The service agreements and letters of appointment 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 our Directors has or is proposed to have a service agreement 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)).

3. Directors' remuneration

Under the arrangement currently in force, the aggregate remuneration (including salaries, allowances and benefits in kind, retirement scheme contributions and share-based payments) of our Directors for the year ending December 31, 2026 is estimated to be no more than approximately RMB5 million.

For details of the Directors' remuneration, see "Directors and Senior Management — Compensation of Directors and Senior Management" and note 8 to the Accountants' Report as set out in Appendix I to this document.

4. Agency fees or commissions received

Save as disclosed in "**[REDACTED]**" in this document, no commissions, discounts, agency fee, brokerages or other special terms were granted in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this document.

5. Disclaimers

(a) save as disclosed in this section, none of our Directors or chief executive of our Company has any interest or short position in our shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning 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 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 Stock Exchange pursuant to the Model Code once our H Shares have been **[REDACTED]** on the Stock Exchange;

(b) within the two years immediately preceding the date of this document, none of our Directors nor any of the experts referred to under "— E. Other Information — 6. Qualifications and Consents of Experts" in this Appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have 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;

(c) none of our Directors nor any of the experts referred to under "— E. Other Information — 6. Qualifications and Consents of Experts" in this Appendix, 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;

(d) save as disclosed in this section, 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));

(e) save as disclosed in "Substantial Shareholders" and "— C. Further information about Directors and Substantial Shareholders — 1. Disclosure of interests" above, none of our Directors knows of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the **[REDACTED]** and conversion of Unlisted Shares into H Shares (without taking into account any H Shares which may be issued pursuant to the exercise of the **[REDACTED]**), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed 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 issued voting shares of our Company; and

(f) so far as is known to our Directors as of the Latest Practicable Date, save for Ms. Wang Laichun and Mr. Wang Laisheng who are controlling shareholders of Luxshare Precision, none of the 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 interests in any of our top five suppliers and top five customers.

D. SHARE INCENTIVE SCHEME

The following is a summary of the principal terms of the Share Incentive Scheme as approved and adopted by the resolutions of our Shareholders dated May 18, 2021 (the "**Scheme**"). The terms of the Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Scheme does not involve the grant of Share awards by our Company after the **[REDACTED]**.

(a) Purpose

The purpose of the Scheme is to establish and improve the long-term incentive and restraint mechanism of our Group, improve the corporate governance structure, further enhance the work enthusiasm and creativity of the participants thereto, promote the sustainable development and profitability of our Group.

(b) Participants of the Scheme

Eligible participants of the Scheme (the "**Participants**") are employees (including directors, supervisors, senior management, mid-level management personnel and key technical (business) backbone personnel) of our Group and other participants who, determined by our executive Directors and the chairperson of our Board, have made contributions to the development of our Group.

(c) Maximum number of the Shares under the Scheme

The maximum number of Shares under the Scheme is (i) **[REDACTED]** Shares, representing approximately **[REDACTED]**% of the total issued share capital of our Company immediately following the completion of the **[REDACTED]** (assuming that the **[REDACTED]** is not exercised), which shall be held by Guangzhou Jingxiang, and shall be granted to the Participants through the holding of partnership interests in the four limited partners of Guangzhou Jingxiang, being Changshu Jingling, Changshu Taijing, Changshu Yijing and Anji Xunjing; and (ii) **[REDACTED]** Shares, representing approximately **[REDACTED]**% of the total issued share capital of our Company immediately following the completion of the **[REDACTED]** (assuming that the **[REDACTED]** is not exercised), which shall be held by Yijing Limited, and shall be granted to the Participants through the holding of shareholding in of Yijing Limited.

(d) Management of the Scheme

The general meeting of our Company shall review and approve the implementation, amendment and termination of the Scheme. The general meeting of our Company may, within the scope of its powers, authorize the executive Director or the chairperson of our Board to determine the following Scheme-related issues: (i) to determine the list of additional grantees (other than those already approved by the general meeting of our Company) in accordance with the conditions set out in the Scheme; (ii) to determine the grant date, grant price, lock-up period, disposal schedule and any other relevant terms under the Scheme; and (iii) to interpret the Scheme externally and to be responsible for its amendment.

The executive Director and the chairperson of our Board is the executive manager and shall be responsible for the implementation of the scheme. After the executive Director and the chairperson of our Board have reviewed and approved the Scheme, it shall be submitted to the general manager for final approval of our Company . The executive Director and the chairperson of our Board may be responsible for any other matters relating to the Scheme within the scope of authorization by the general meeting of our Company.

(e) Term of the Scheme

The term of the Scheme shall commence on the date of the first grant and expire on the date when the lock-up period of all share awards ends.

(f) Grant of partnership interests or shareholdings

The Participants shall have the right to subscribe for (i) the partnership interests of Changshu Jingling, Changshu Taijing, Changshu Yijing and Anji Xunjing as limited partners, or (ii) the shares of Yijing Limited as shareholders according to the amount of share awards granted under the Scheme, thereby holding indirect interests in our Shares.

The grant price per RMB1 of partnership interest or shares in the Shae Incentive Platforms is RMB1. A Participant shall pay the grant price in full to the Share Incentive Platforms within ten (10) working days after the date of the execution of his or her grant letter on the basis of the grant price and the share awards granted to him or her.

Subject to the terms of the Scheme, the partnership interests or shares granted to the Participants shall vest in full on the grant date, and the Participants shall hold the incentive Shares of our Company indirectly through his or her partnership interests or shares in the Share Incentive Platforms.

(g) Transfer restrictions

The partnership interests or the shares granted to a Participant pursuant to the Scheme are subject to a lock-up period (the "**Lock-up Period**") from the date when the grantee became a limited partner or shareholder of the Share Incentive Platforms to the date of expiry of all lock-up periods of the relevant partnership interests or shares in accordance with the laws, regulations and the relevant provisions or requirements of the CSRC or the Stock Exchange after **[REDACTED]**.

(h) Disposal and distribution of partnership interests or shares

(i) Distribution of dividends paid by the Company to the Share Incentive Platforms

If the Company pays dividends or distributions to the Share Incentive Platforms, or if the Share Incentive Platforms transfer their respective equity interest of the Company, the Share Incentive Platforms may, after receiving such dividend payments, distributions, or equity transfer proceeds, and after deducting the Share Incentive Platforms' operating costs and relevant taxes and fees in accordance with the Partnership Enterprise Law of the PRC, the partnership agreement or articles of association of the Share Incentive Platforms, and the relevant accounting standards, distribute the net proceeds to the Participants in proportion to their respective capital contributions.

(ii) Sale of underlying Shares by the Participants in the secondary market

If a Participant disposes his or her indirectly held incentive Shares for gains in the secondary market, such sales shall be carried out through the unified trading window designated by the Company collectively or individually. Participants shall not be entitled to request the Share Incentive Platforms to dispose of the underlying interests, underlying Shares, or incentive Shares at any time outside these designated trading windows.

(iii) Distribution of interests upon dissolution or liquidation of the Share Incentive Platforms

The distribution of remaining assets following the dissolution and liquidation of the Share Incentive Platforms shall be governed by the provisions of the partnership agreement of the Share Incentive Platforms executed by the Participants.

Details of the partnership interests granted under the Scheme

As of the Latest Practicable Date, the awards of equity interest in Yijing Limited and the awards of partnership interests in Guangzhou Jingxiang, Changshu Jingling, Changshu Taijing and Anji Xunjing corresponding to a total of 49,019,000 Shares had been granted to 112 Participants under the Scheme. As of the Latest Practicable Date, all partnership interests in our Share Incentive Platforms had been subscribed by and fully paid up by the Participants.

The table below sets out the details of the awards granted under the Share Incentive Scheme as of the Latest Practicable Date:

Name	Position(s) in our Group	Date of grant	Name of Share Incentive Platform	Number of Shares corresponding to the awards granted[(1)]	Approximate percentage of the shareholding in our Company immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised)
Ms. Chen Cuilian (陳翠蓮).	Non-executive Director	May 31, 2021 and April 28, 2025	Changshu Yijing	**[REDACTED]**	**[REDACTED]**%
		May 31, 2021	Anji Xunjing	**[REDACTED]**	**[REDACTED]**%
Mr. Meng Yan (孟岩)	General manager of the Company, and director and manager of Cowell Dongguan	May 31, 2021 and April 28, 2025	Changshu Yijing	**[REDACTED]**	**[REDACTED]**%
		May 9, 2025	Changshu Jingling	**[REDACTED]**	**[REDACTED]**%
		May 6, 2022	Changshu Taijing	**[REDACTED]**	**[REDACTED]**%
		January 16, 2025	Anji Xunjing	**[REDACTED]**	**[REDACTED]**%
Mr. Chen Han-Yang (陳漢洋).	Deputy general manager and financial director	May 31, 2021 and June 30, 2024	Yijing Limited	**[REDACTED]**	**[REDACTED]**%
Mr. Yang Li (楊立)	Deputy general manager, executive director and manager of Luxvisions Shangrao, and the supervisor of Development Zone Luxvisions and Cowell Dongguan	May 31, 2021	Changshu Yijing	**[REDACTED]**	**[REDACTED]**%
		July 9, 2026	Changshu Jingling	**[REDACTED]**	**[REDACTED]**%
		January 29, 2026	Changshu Taijing	**[REDACTED]**	**[REDACTED]**%
		April 10, 2026	Anji Xunjing	**[REDACTED]**	**[REDACTED]**%

Name	Position(s) in our Group	Date of grant	Name of Share Incentive Platform	Number of Shares corresponding to the awards granted[1]	Approximate percentage of the shareholding in our Company immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised)
Mr. Wu Ying-Cheng (吳英政)	Executive director, chief executive officer and chief financial officer of Cowell, director of Cowell Dongguan and manager of Development Zone Luxvisions	May 31, 2021 and January 31, 2023	Yijing Limited	**[REDACTED]**	**[REDACTED]**%
Ms. Yu Laifeng (余來鳳)	Executive Director (employee Director) and supervisor of Luxvisions Shangrao	May 31, 2021	Changshu Jingling	**[REDACTED]**	**[REDACTED]**%
Other 106 former and existing employee Participants	N/A	May 31, 2021	Yijing Limited, Changshu Jingling, Changshu Taijing and Anji Xunjing	**[REDACTED]**	**[REDACTED]**%
Total				**[REDACTED]**	**[REDACTED]%**

(1) For the purpose of illustrating the indirect interests of grantees in the Shares, the number of incentive Shares are presented and calculated by multiplying their respective percentage of partnership interests in the Share Incentive Platforms by the total number of Shares held by the Share Incentive Platforms, and may not add up to **[REDACTED]** due to rounding.

E. OTHER INFORMATION

1. Estate Duty

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

2. Litigation

During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any litigation, arbitration or administrative proceedings which could have a material adverse impact on our business, financial condition or results of operations. As of the Latest Practicable Date, we were not aware of any pending or threatened litigation, arbitration or administrative proceedings against us which may have a material and adverse impact on our business, financial condition or results of operations.

3. Joint Sponsors

The Joint Sponsors will receive an aggregate fee of US$**[REDACTED]** for acting as the sponsors for the **[REDACTED]**.

The Joint Sponsors have made an application on behalf of our Company to the Stock Exchange for the **[REDACTED]** of, and permission to **[REDACTED]**, the H Shares to be converted from Unlisted Shares and the H Shares to be issued pursuant to the **[REDACTED]** (including any H Shares which may be issued pursuant to the exercise of the **[REDACTED]**). All necessary arrangements have been made enabling the H Shares to be admitted into **[REDACTED]**.

4. Preliminary Expenses

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

5. Promoters

The promoters of our Company comprised all of the 50 then shareholders of our Company as of May 19, 2025 before our conversion into a joint stock limited liability company. Save as disclosed in the section headed "History, Development and Corporate Structure", within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters named above in connection with the **[REDACTED]** and the related transactions described in this document.

6. Qualifications and Consents of Experts

The following are the qualifications of the experts who have given opinions or advice which are contained in this document:

Name	Qualifications
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
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in future 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
KPMG	Certified Public Accountants and Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Zhong Lun Law Firm	Legal advisors to our Company as to PRC laws
Mingforever Law Firm	Legal advisors to our Company as to Taiwan laws
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

Each of the experts named above [has] given and [has] not withdrawn its written consent to the issue of this document with the inclusion of its reports, letters, opinions, summaries of opinions and/or references to its name included herein in the form and context in which they respectively appear.

7. Interests of experts in our Company

Except as disclosed in this document and save for its obligations under the **[REDACTED]**, none of the persons named in "— 6. Qualifications and Consents of Experts" above is interested beneficially or otherwise in any Shares or shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any shares or securities in any member of our Group.

8. Taxation of holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate chargeable on each of the seller and purchaser is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

9. Binding Effect

This document shall have the effect, if an application is made in pursuance of this document, 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 insofar as applicable.

10. Miscellaneous

(i) within the two years immediately preceding the date of this document, to the best of our knowledge,

(a) save as disclosed in "History, Development and Corporate Structure" and this Appendix, neither our Company nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash; and

(b) save as disclosed in "History, Development and Corporate Structure" and this Appendix, no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;

(c) save as disclosed in "**[REDACTED]**" in this document, no commissions, discounts, brokerages or other special terms have 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) save as disclosed in "**[REDACTED]**" in this document, no commission has 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 nor any debenture in our Company or any of our subsidiaries have been issued or agreed to be issued;

(iii) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the 12 months preceding the date of this document; and

(iv) there has been no material adverse change in the financial or trading position or prospects of our Group since May 31, 2026 (being the latest end date of the periods reported on in the Accountants' Report in Appendix I to this document);

(v) save for Cowell, no company within our Group is presently listed on any stock exchange or traded on any trading system;

(vi) all necessary arrangements have been made to enable our H Shares to be admitted to **[REDACTED]** for clearing and settlement;

(vii) our Company has no outstanding convertible debt securities or debentures;

(viii) there is no arrangement under which future dividends are waived or agreed to be waived; and

(ix) 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.

11. Bilingual Document

The English 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). In case of any discrepancies between the English language version and Chinese language version of this document, the English version shall prevail.

A. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to the copy of this document delivered to the Registrar of Companies in Hong Kong for registration were:

(a) the written consents referred to in "Appendix IV — Statutory and General Information — E. Other Information — 6. Qualifications and Consents of Experts" to this document; and

(b) a copy of each of the material contracts referred to in "Appendix IV — Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts" to this document.

B. DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (**www.hkexnews.hk**) and our Company (**www.luxvisions-inno.com**) up to and including the date which is 14 days from the date of this document:

(a) the Articles of Association;

(b) the Accountants' Report from the Reporting Accountants, the text of which is set out in Appendix I to this document;

(c) the report from the Reporting Accountants in respect of the unaudited **[REDACTED]** financial information, the text of which is set out in Appendix II to this document;

(d) the consolidated financial statements of our Group for the three years ended December 31, 2025 and [the five months ended May 31, 2026];

(e) the legal opinion issued by Zhong Lun Law Office, our PRC Legal Advisors, in respect of certain general corporate matters of our Group;

(f) the legal opinion issued by Mingforever Law Firm, our Taiwan Legal Advisors, in respect of Taiwan Laws;

(g) the written consents referred to in "Appendix IV — Statutory and General Information — E. Other Information — 6. Qualifications and Consents of Experts" to this document;

(h) the material contracts referred to in "Appendix IV — Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts" to this document;

(i) the service agreements and letters of appointment entered into between our Company and each of our Directors (as applicable) referred to in "Appendix IV — Statutory and General Information — C. Further Information about Directors, Chief Executive And Substantial Shareholders of Our Company — 2. Particulars of Directors' service contracts and appointment letters" to this document;

(j) the industry report issued by Frost & Sullivan, the summary of which is set forth in "Industry Overview" in this document;

(k) the PRC Company Law, the PRC Securities Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, together with their unofficial English translation; and

(l) the rules of the Share Incentive Scheme.