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FURTHER INFORMATION ABOUT THE COMPANY

Incorporation

The Company was established as a limited liability company under the laws of the PRC on December 21, 2006 and was converted into a joint stock company with limited liability on June 13, 2011.

The Company has established a place of business at Unit A, 7/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong. The Company [was registered] as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Non-Hong Kong Companies) Regulation (Chapter 622J of the Laws of Hong Kong) on [●], 2025, with Ms. Yu Wing Sze of 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong appointed as the Hong Kong authorised representative of the Company for acceptance of the service of process and any notices required to be served on the Company in Hong Kong.

As the Company was incorporated in the PRC, its operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in “Regulatory Overview” and “Appendix III — Summary of the Articles of Association” in this Document, respectively.

Changes in the Share Capital of the Company

As approved by the Board on September 22, 2023, a total of 9,747,983 Type I Restricted Shares were granted to eligible participants pursuant to the 2023 Restricted Share Incentive Plan. The Company completed the share registration of such 9,747,983 Shares on October 16, 2023 and the total issued share capital of the Company was increased from 4,973,479,998 A Shares to 4,983,227,981 A Shares.

As approved by the Board on April 19, 2024, a total of 158,200 Type I Restricted Shares were repurchased by the Company under a repurchase mandate pursuant to the 2023 Restricted Share Incentive Plan and cancelled on May 30, 2024. The total issued share capital of our Company was then decreased from 4,983,227,981 A Shares to 4,983,069,781 A Shares.

As approved by the Board on September 25, 2024, a total of 190,510 Type I Restricted Shares were repurchased by the Company under a repurchase mandate pursuant to the 2023 Restricted Share Incentive Plan and cancelled on November 21, 2024. The total issued share capital of our Company was then decreased from 4,983,069,781 A Shares to 4,982,879,271 A Shares.

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

Resolutions Passed by Our Shareholders’ General Meeting in Relation to the [REDACTED]

At the general meeting of the Shareholders held on March 28, 2025, the following resolutions, among other things, were duly passed:

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

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- (ii) the number of H Shares to be [REDACTED] shall be no more than [REDACTED] of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant of the [REDACTED] in respect of no more than [REDACTED] of the number of H Shares [REDACTED] pursuant to the [REDACTED];
- (iii) authorization of the Board or its authorized individuals to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of H Shares on the Hong Kong Stock Exchange; and
- (iv) subject to the completion of the [REDACTED], the conditional adoption of the revised Articles of Association, which shall become effective on the [REDACTED], and the authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Hong Kong Listing Rules.

Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 44 to the Accountant’s Report as set out in Appendix I.

The following sets out the changes in the share capital of the Company’s subsidiaries during the two years immediately preceding the date of this Document:

- on June 26, 2023, the registered capital of Lens Intelligent Control was increased from RMB716,112,640 to RMB826,112,640;
- on August 28, 2023, the registered capital of Shenzhen Lens Intelligent Manufacturing Technology Company Limited* (深圳藍思智造科技有限公司) was decreased from RMB50,000,000 to RMB2,000,000;
- on September 28, 2023, the registered capital of Lens Taizhou was increased from RMB4,151,397,559 to RMB4,511,397,559;
- on December 25, 2023, the registered capital of Lens Taizhou was increased from RMB4,511,397,559 to RMB4,611,397,559;
- on August 20, 2024, the registered capital of Lens Changsha was decreased from US\$3,543,887,632 to US\$3,103,032,467;
- on August 20, 2024, the registered capital of Lens System Integration was decreased from RMB271,325,618 to RMB110,116,718; and
- on September 5, 2024, the registered capital of Shenzhen Lens System Integration Company Limited* (深圳市藍思系統集成有限公司) was decreased from RMB50,000,000 to RMB5,000,000.

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

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FURTHER INFORMATION ABOUT THE BUSINESS

Summary of Material Contract

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







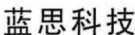


- (a) the [REDACTED].

Intellectual Property

As of December 31, 2024, the following intellectual property rights are material to the Group’s business.

Trademarks

As of December 31, 2024, the Group had registered the following trademarks which are material to our business.

| No. | Trademark | Class | Registered Owner | Place of Registration | Registration Number | Expiry Date |
|-----|---|-------|------------------|-----------------------|---------------------|-------------------|
| 1. |  | 40 | the Company | PRC | 22602816 | February 13, 2028 |
| 2. |  | 40 | the Company | PRC | 16852935 | July 13, 2026 |
| 3. |  | 9 | the Company | PRC | 16820789 | October 13, 2026 |
| 4. |  | 40 | the Company | PRC | 16852911 | June 27, 2026 |
| 5. |  | 14 | the Company | PRC | 16850827 | June 27, 2026 |
| 6. |  | 9 | the Company | PRC | 16820788 | October 13, 2026 |
| 7. |  | 6 | the Company | PRC | 22602857 | February 13, 2028 |
| 8. |  | 40 | the Company | PRC | 16852883 | June 27, 2026 |
| 9. |  | 9 | the Company | PRC | 16820787 | October 13, 2026 |

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Domain Names

As of December 31, 2024, the Group had registered the following domain names which are material to our business.

| No. | Domain Name | Registered Owner | Expiry Date |
|-----|-------------|------------------|------------------|
| 1. | hnlens.com | the Company | October 9, 2029 |
| 2. | hnlens.net | the Company | May 6, 2028 |
| 3. | tzlens.com | Lens Taizhou | October 22, 2025 |

Patents

As of December 31, 2024, the Group had registered the following patents which are material to our business.

| No | Patent Name | Type | Patent Holder | Jurisdiction of Registration | Patent Number | Date of Registration |
|----|--|------------------|---------------|------------------------------|------------------|----------------------|
| 1. | A Multi-in-one Polishing Machine and Polishing Method (一種多位一體拋光機及拋光方法) | Invention Patent | the Company | PRC | ZL202311006892.1 | August 11, 2023 |
| 2. | Copper Disc for Sapphire Polishing, and Method of Repairing Double-Face Copper Disc (一種藍寶石拋光用銅盤及其修盤方法) | Invention Patent | the Company | PRC | ZL201410272515.7 | June 18, 2014 |
| 3. | Copper Disc for Sapphire Polishing, and Method of Repairing Double-Face Copper Disc (一種藍寶石拋光用銅盤及其修盤方法) | Invention Patent | the Company | Japan | JP6364508B2 | June 18, 2015 |
| 4. | Copper Disc for Sapphire Polishing, and Method of Repairing Double-Face Copper Disc (一種藍寶石拋光用銅盤及其修盤方法) | Invention Patent | the Company | South Korea | KR101930240B1 | June 18, 2015 |
| 5. | Copper Disc for Sapphire Polishing, and Method of Repairing Double-Face Copper Disc (一種藍寶石拋光用銅盤及其修盤方法) | Invention Patent | the Company | U.S. | US10220486B2 | June 18, 2015 |
| 6. | A Strengthening Method for Tempered Glass (一種強化玻璃的強化方法) | Invention Patent | the Company | PRC | ZL201510422554.5 | July 17, 2015 |
| 7. | A Pretreatment Method before Glass Strengthening and a Glass Strengthening Method including the Same (玻璃強化處理前的預處理方法及包含其的玻璃強化處理方法) | Invention Patent | the Company | PRC | ZL202111097535.1 | September 18, 2021 |

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| No | Patent Name | Type | Patent Holder | Jurisdiction of Registration | Patent Number | Date of Registration |
|-----|---|------------------|---------------|------------------------------|------------------|----------------------|
| 8. | A Method for Reducing the Stress in Tempered Glass and a Recycling Method for Defective Glass Products (降低強化玻璃應力的方法及玻璃不良品的回收利用方法) | Invention Patent | the Company | PRC | ZL201811233295.1 | October 22, 2018 |
| 9. | An Additive Capable of Extending the Service Life of Chemical Tempering Molten Salt (一種能延長化學鋼化熔鹽使用壽命的添加劑) | Invention Patent | the Company | PRC | ZL201010555918.4 | November 19, 2010 |
| 10. | Low-reflection AR Film, Ultra-hard AR-AS Film, Glass Display Cover Plate, Display Device, and Electronic Device (低反射AR膜、超硬AR-AS膜、玻璃顯示蓋板、顯示裝置和電子設備) | Utility Model | the Company | PRC | ZL202321769489.X | July 6, 2023 |
| 11. | A Scratch-resistant Transparent Film and Its Preparation Method (一種耐劃傷透明膜及其製備方法) | Invention Patent | the Company | PRC | ZL201610349436.0 | May 24, 2016 |
| 12. | Manufacturing Method for Ink Pattern-containing Curved Glass (一種含油墨圖案的曲面玻璃的製備方法) | Invention Patent | the Company | PRC | ZL201610863923.9 | September 29, 2016 |
| 13. | Manufacturing Method for Ink Pattern-containing Curved Glass (一種含油墨圖案的曲面玻璃的製備方法) | Invention Patent | the Company | South Korea | KR102221933B1 | October 21, 2016 |
| 14. | A Silkscreen Protective Ink Composition and Silkscreen Printing Method (一種絲印保護油墨組合物及絲印方法) | Invention Patent | the Company | PRC | ZL201410739835.9 | December 8, 2014 |
| 15. | A Production Process for Gradient Color Film Sheets (一種漸變色菲林膜片的生產工藝) | Invention Patent | the Company | PRC | ZL201810928278.3 | August 15, 2018 |
| 16. | CNC Positioning Device and CNC Equipment (CNC定位裝置及CNC設備) | Utility Model | the Company | PRC | ZL202121507431.9 | July 5, 2021 |
| 17. | A CNC Processing Equipment and Its Positioning Device (一種CNC加工設備及其定位裝置) | Utility Model | the Company | PRC | ZL202122478915.1 | October 14, 2021 |
| 18. | Touch Panel and Preparation Method Therefor (一種觸控面板及其製備方法) | Invention Patent | Lens Changsha | PRC | ZL201410504010.9 | September 26, 2014 |
| 19. | Touch Panel and Preparation Method Therefor (觸控面板及其製備方法) | Invention Patent | Lens Changsha | U.S. | US9971182B2 | September 10, 2015 |

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| No | Patent Name | Type | Patent Holder | Jurisdiction of Registration | Patent Number | Date of Registration |
|-----|--|------------------|---------------|------------------------------|------------------|----------------------|
| 20. | Touch Panel and Preparation Method Therefor (觸控面板及其製備方法) | Invention Patent | Lens Changsha | South Korea | KR101914301B1 | September 10, 2015 |
| 21. | A Touch Panel and Its Preparation Method (一種觸控面板及其製備方法) | Invention Patent | Lens Changsha | PRC | ZL201510616127.0 | September 24, 2015 |
| 22. | UV Film Sensor and Preparation Method Therefor, and Touch Control Screen (UV菲林感應器、其製備方法及觸控屏) | Invention Patent | Lens Changsha | PRC | ZL201410640101.5 | November 13, 2014 |
| 23. | UV Film Sensor and Preparation Method Therefor, and Touch Control Screen (UV薄膜傳感器及其製造方法和觸摸屏) | Invention Patent | Lens Changsha | Japan | JP6386671B2 | September 10, 2015 |
| 24. | UV Film Sensor and Preparation Method Therefor, and Touch Control Screen (UV薄膜傳感器及其製造方法和觸摸屏) | Invention Patent | Lens Changsha | South Korea | KR101957192B1 | September 10, 2015 |
| 25. | UV Film Sensor and Preparation Method Therefor, and Touch Control Screen (UV薄膜傳感器及其製造方法和觸摸屏) | Invention Patent | Lens Changsha | U.S. | US10698539B2 | September 10, 2015 |
| 26. | Pressure Touch Screen, and Display Device (壓力觸控屏及顯示裝置) | Invention Patent | Lens Changsha | PRC | ZL201611186164.3 | December 20, 2016 |
| 27. | A Touchscreen with 3D Display Function and Its Manufacturing Method (一種具備3D顯示功能的觸摸屏及其製作方法) | Invention Patent | Lens Changsha | PRC | ZL201510508058.1 | August 18, 2015 |
| 28. | A Strengthening Method for Ultra-thin Glass, and Ultra-thin Glass, Flexible Screens, and Devices (超薄玻璃的強化方法及超薄玻璃、柔性屏幕和設備) | Invention Patent | Lens Changsha | PRC | ZL202110308469.1 | March 23, 2021 |
| 29. | Glass Strengthening Method (玻璃強化方法) | Invention Patent | Lens Changsha | PRC | ZL202210031638.6 | January 12, 2022 |
| 30. | A Tempered Glass Molten Salt and a Processing Method for Tempered Glass (一種鋼化玻璃熔鹽及鋼化玻璃的處理方法) | Invention Patent | Lens Changsha | PRC | ZL201810619981.6 | June 15, 2018 |
| 31. | Anti-fingerprint Film, Glass Products, and Their Preparation Method (防指紋膜、玻璃製品及其製備方法) | Invention Patent | Lens Changsha | PRC | ZL202110470486.5 | April 29, 2021 |
| 32. | A Colorless Hard AR film and Its Preparation Method (一種無色硬質AR膜及其製備方法) | Invention Patent | Lens Changsha | PRC | ZL201510808227.3 | November 19, 2015 |
| 33. | Preparation Method for Non-metal Absorptive Gradient Films, Membrane-equipped Devices, and Electronic Products (非金屬吸收漸變薄膜的製備方法、具膜器件和電子產品) | Invention Patent | Lens Changsha | PRC | ZL202110488326.3 | May 6, 2021 |

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| No | Patent Name | Type | Patent Holder | Jurisdiction of Registration | Patent Number | Date of Registration |
|-----|--|------------------|---------------|------------------------------|------------------|----------------------|
| 34. | Coating Umbrella and Coating Equipment (鍍膜傘及鍍膜設備) | Utility Model | Lens Changsha | PRC | ZL201720910200.X | July 25, 2017 |
| 35. | Method for Forming Curved Glass (一種曲面玻璃的成型方法) | Invention Patent | Lens Changsha | PRC | ZL201410782315.6 | December 16, 2014 |
| 36. | Method for Forming Curved Glass (一種曲面玻璃的成型方法) | Invention Patent | Lens Changsha | Japan | JP6542895B2 | September 10, 2015 |
| 37. | Method for Forming Curved Glass (一種曲面玻璃的成型方法) | Invention Patent | Lens Changsha | South Korea | KR102025686B1 | September 10, 2015 |
| 38. | Method for Forming Curved Glass (一種曲面玻璃的成型方法) | Invention Patent | Lens Changsha | U.S. | US10759689B2 | September 10, 2015 |
| 39. | A Glass Heat Bending Machine and Its Heat Bending Process (一種玻璃熱彎機及其熱彎工藝) | Invention Patent | Lens Changsha | PRC | ZL201710390508.0 | May 27, 2017 |
| 40. | Electronic Devices, Curved Lenses, and Their Processing Methods (電子設備、曲面鏡片及其加工方法) | Invention Patent | Lens Changsha | PRC | ZL201710725434.1 | August 22, 2017 |
| 41. | Transfer Equipment and Its Printing Method (轉印設備及其印刷方法) | Invention Patent | Lens Changsha | PRC | ZL202110465880.X | April 28, 2021 |
| 42. | Printing Equipment and Its Printing Method (印刷設備及其印刷方法) | Invention Patent | Lens Changsha | PRC | ZL202110466733.4 | April 28, 2021 |
| 43. | A Method of Preparing a Gradient Color Film (一種漸變色薄膜的製備方法) | Invention Patent | Lens Changsha | PRC | ZL202110000869.6 | January 4, 2021 |
| 44. | A Method for Polishing AG Glass, Luminance Gradient AG Glass, and Mobile Phone (拋光AG玻璃的方法、亮度漸變的AG玻璃和手機) | Invention Patent | Lens Changsha | PRC | ZL202110396920.X | April 13, 2021 |
| 45. | Gradient Color Spraying Process, Cover Plate, and Electronic Devices (漸變色噴塗工藝、蓋板及電子設備) | Invention Patent | Lens Changsha | PRC | ZL202110748393.4 | July 1, 2021 |
| 46. | Loading Equipment, and CNC Processing Equipment (上料設備及CNC加工設備) | Invention Patent | Lens Changsha | PRC | ZL201810398845.9 | April 28, 2018 |

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| No | Patent Name | Type | Patent Holder | Jurisdiction of Registration | Patent Number | Date of Registration |
|-----|--|------------------|---------------|------------------------------|------------------|----------------------|
| 47. | Optical Fingerprint Sensor Structures and Electronic Devices (光學指紋傳感器結構及電子設備) | Invention Patent | Lens Changsha | PRC | ZL201711062368.0 | November 2, 2017 |
| 48. | Covers, Ultrasonic Fingerprint Sensor Structures and Electronic Devices (蓋板、超聲指紋傳感器結構及電子設備) | Invention Patent | Lens Changsha | PRC | ZL201710956811.2 | October 13, 2017 |
| 49. | Optical Fingerprint Sensors, Terminal Equipment and Optical Fingerprint Sensor Processing Technology (光學式指紋傳感器、終端設備及光學式指紋傳感器加工工藝) | Invention Patent | Lens Changsha | PRC | ZL201710796548.5 | September 6, 2017 |
| 50. | Optical Fingerprint Sensor Device and Electronic Devices (光學指紋傳感裝置與電子設備) | Invention Patent | Lens Changsha | PRC | ZL201710797091.X | September 6, 2017 |
| 51. | Fingerprint Sensor Device and Smart Terminal (指紋傳感裝置及智能終端) | Invention Patent | Lens Changsha | PRC | ZL201710797085.4 | September 6, 2017 |
| 52. | Fingerprint Sensor, Smart Terminal, and Fingerprint Sensor Packaging Method (指紋傳感器、智能終端及指紋傳感器封裝方法) | Invention Patent | Lens Changsha | PRC | ZL201710796564.4 | September 6, 2017 |
| 53. | Fingerprint Recognition Component, and Smart Terminal (指紋識別組件及智能終端) | Invention Patent | Lens Changsha | PRC | ZL201710733627.1 | August 24, 2017 |
| 54. | A Fingerprint Recognition Module and Its Preparation Method (一種指紋識別模組及其製備方法) | Invention Patent | Lens Changsha | PRC | ZL201611095313.5 | December 2, 2016 |
| 55. | A Flexible Cover Plate and Its Preparation Method, Flexible OLED Display Screen (一種柔性蓋板及其製備方法、柔性OLED顯示屏) | Invention Patent | Lens Changsha | PRC | ZL201910671706.3 | July 24, 2019 |
| 56. | A Method for Preparing Glass Plate with Color Ink Pattern and the Glass Plate (一種含彩色油墨紋路圖案的玻璃板的製備方法及玻璃板) | Invention Patent | Lens Changsha | PRC | ZL201610371096.1 | May 30, 2016 |
| 57. | Processing Method for Ultra-thin Glass Edges (超薄玻璃邊緣加工方法) | Invention Patent | Lens Changsha | PRC | ZL202211268684.4 | October 17, 2022 |
| 58. | A Film Sticking Device and Method for 3D Glass with Two Curved Edges (一種用於兩對邊為曲邊的3D玻璃的貼膜裝置及貼膜方法) | Invention Patent | Lens Changsha | PRC | ZL201610277657.1 | April 28, 2016 |

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| No | Patent Name | Type | Patent Holder | Jurisdiction of Registration | Patent Number | Date of Registration |
|-----|---|------------------|------------------------|------------------------------|------------------|----------------------|
| 59. | Method for Preparing Sapphire Lens and Sapphire Lens (一種藍寶石鏡片的製備方法及一種視窗鏡片) | Invention Patent | Lens Changsha | U.S. | US10532525B2 | December 10, 2015 |
| 60. | Method for Preparing Sapphire Lens and Sapphire Lens (一種藍寶石鏡片的製備方法及一種視窗鏡片) | Invention Patent | Lens Changsha | South Korea | KR102103945B1 | December 10, 2015 |
| 61. | A Polishing Method for Round Holes and Its Polishing System, Polishing Device, and Polishing Equipment (一種圓孔的拋光方法及其拋光系統、拋光裝置和拋光設備) | Invention Patent | Lens Intelligent Robot | PRC | ZL202110366123.7 | April 6, 2021 |
| 62. | A Glass Polishing Machine and Polishing Method (一種玻璃拋光機及拋光方法) | Invention Patent | Lens Intelligent Robot | PRC | ZL202110768260.3 | July 7, 2021 |
| 63. | A Polishing Machine (一種拋光機) | Invention Patent | Lens Intelligent Robot | PRC | ZL202110467743.X | April 28, 2021 |
| 64. | A Hot Bending Production Line and Its Loading and Unloading Equipment (一種熱彎生產線及其上下料設備) | Invention Patent | Lens Intelligent Robot | PRC | ZL201910641169.8 | July 16, 2019 |
| 65. | Pad Printing Machine (移印機) | Invention Patent | Lens Intelligent Robot | PRC | ZL201910954695.X | October 9, 2019 |
| 66. | A Pad Printing Machine (一種移印機) | Invention Patent | Lens Intelligent Robot | PRC | ZL201910954221.5 | October 9, 2019 |
| 67. | A Method for Electroplating Gradient Color (電鍍漸變色的方法) | Invention Patent | Lens Dongguan | PRC | ZL201711297626.3 | December 8, 2017 |
| 68. | Ultra-hard Anti-reflection Film and Electronic Devices (超硬增透膜和電子設備) | Utility Model | Lens Dongguan | PRC | ZL202323145522.4 | November 21, 2023 |
| 69. | Curved Cover Plate, Display Screen, and Electronic Devices (曲面蓋板、顯示屏及電子設備) | Utility Model | Lens Dongguan | PRC | ZL202320391195.1 | March 3, 2023 |
| 70. | A Middle Frame Processing Method and Processing Equipment (一種中框加工方法及加工裝置) | Invention Patent | Lens Taizhou | PRC | ZL202111453511.5 | December 1, 2021 |
| 71. | Pipe Cutting Equipment and Cutting Method (管材切割設備及切割方法) | Invention Patent | Lens Taizhou | PRC | ZL201810812281.9 | July 23, 2018 |

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Software copyrights

As of December 31, 2024, the Group had registered the following software copyrights which are material to our business.

| No | Software Name | Registrant | Registration Number | Date of Initial Publication |
|----|--|----------------------------|---------------------|-----------------------------|
| 1. | Smart Factory Digital Twin Platform (Abbreviation: DTP) V1.0 (智慧工廠數字孿生平台【簡稱：DTP】V1.0) | Lens System Integration | 2023SR1582859 | August 28, 2023 |
| 2. | Big Data Quality Analysis System V1.0 (大數據品質分析系統V1.0) | Lens System Integration | 2023SR1078065 | April 28, 2023 |
| 3. | Intelligent Tool Management System V1.0 (刀具智能管理系統V1.0) | Lens System Integration | 2023SR1082064 | December 15, 2022 |
| 4. | CNC Machine Tool Operation Management System V1.0 (數控機床運行管理系統V1.0) | Lens System Integration | 2023SR1083560 | April 21, 2023 |
| 5. | Smart Energy Monitoring and Control Platform (Abbreviation: EMS) V1.0 (智慧能源監測控制平台【簡稱：EMS】V1.0) | Lens System Integration | 2022SR0737492 | March 15, 2022 |
| 6. | Production Management System (Abbreviation: PMS) V1.0 (生產管理系統【簡稱：PMS】V1.0) | Lens System Integration | 2021SR1692472 | September 21, 2019 |
| 7. | AI-Based Visual Positioning System V1.0 (基於人工智能的視覺定位系統V1.0) | Lens System Integration | 2021SR1692544 | November 29, 2019 |
| 8. | Intelligent Warehouse Management System (Abbreviation: WMS) V1.0 (智能倉儲管理系統【簡稱：WMS】V1.0) | Lens System Integration | 2021SR1530883 | March 18, 2021 |
| 9. | Product Quality Traceability Management System V1.0 (產品質量追溯管理系統V1.0) | Lens System Integration | 2021SR1440860 | December 31, 2020 |

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| No | Software Name | Registrant | Registration Number | Date of Initial Publication |
|-----|--|----------------------------|---------------------|-----------------------------|
| 10. | Single Sign-On Platform (Abbreviation: SSO) V1.0 (單點登錄平台【簡稱：SSO】V1.0) | Lens System Integration | 2021SR1440839 | October 24, 2019 |
| 11. | Enterprise Asset Management System (Abbreviation: EAM) V1.0 (企業資產管理系統【簡稱：EAM】V1.0) | Lens System Integration | 2021SR0986842 | February 19, 2020 |
| 12. | Customer Relationship Management System (Abbreviation: CRM) V1.0 (客戶關係管理系統【簡稱：CRM】V1.0) | Lens System Integration | 2021SR0965318 | April 1, 2020 |
| 13. | Quality Management System (Abbreviation: QMS) V1.2.0 (品質管理系統【簡稱：QMS】V1.2.0) | Lens System Integration | 2021SR0901667 | December 1, 2020 |
| 14. | Manufacturing Execution System (Abbreviation: MES) V2020 (生產製造執行管理系統【簡稱：MES】V2020) | Lens System Integration | 2021SR0901666 | December 31, 2019 |
| 15. | Supply Chain Relationship Management System (Abbreviation: SRM) V1.0 (供應鏈關係管理系統【簡稱SRM】V1.0) | Lens System Integration | 2021SR0901665 | December 31, 2019 |
| 16. | Dynamic Environment Monitoring Platform V1.2.6 (動環監控平台V1.2.6) | Lens System Integration | 2021SR0833776 | March 25, 2021 |
| 17. | Access Control Management System V1.8.1.2 (門禁管理系統V1.8.1.2) | Lens System Integration | 2021SR0764275 | March 10, 2020 |
| 18. | Industrial Internet Platform V1.2.0 (工業互聯網平台V1.2.0) | Lens System Integration | 2021SR0426732 | November 3, 2020 |
| 19. | Recruitment Management System (Abbreviation: RMS) V1.4 (招聘管理系統【簡稱：RMS】V1.4) | Lens System Integration | 2020SR1855566 | September 27, 2019 |
| 20. | Human Resource Management System V1.1.4.0 (人力資源管理系統V1.1.4.0) | Lens System Integration | 2020SR1610000 | July 15, 2019 |
| 21. | Electronic Contract Signing System V1.0 (電子合同簽約系統V1.0) | Lens System Integration | 2020SR1592507 | May 28, 2020 |
| 22. | Dart Low-Code Development Platform V1.0 (Dart低代碼開發平台V1.0) | Lens System Integration | 2020SR0839193 | July 31, 2019 |

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| No | Software Name | Registrant | Registration Number | Date of Initial Publication |
|-----|--|---------------|---------------------|-----------------------------|
| 23. | Comprehensive Laboratory Management System V1.0 (綜合實驗室管理系統V1.0) | the Company | 2020SR0270916 | September 20, 2019 |
| 24. | Dormitory Management System V1.0 (宿舍管理系統V1.0) | the Company | 2020SR0259407 | January 15, 2019 |
| 25. | Two-Factor Authentication System V1.0 (雙因子認證系統V1.0) | Lens Changsha | 2020SR0279412 | January 30, 2018 |

DISCLOSURE OF INTERESTS

Disclosure of Interests of Directors, Supervisors and Chief Executive of the Company

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the interests and/or short positions (as applicable) of the Directors, Supervisors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any interests and/or short positions (as applicable) in shares, underlying Shares or debentures of any of the Company’s associated corporations (within the meaning of Part XV of the SFO) which (i) will have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have under such provisions of the SFO), (ii) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (iii) will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules, to be notified to the Company and the Hong Kong Stock Exchange, in each case once the H Shares are [REDACTED] on the

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Hong Kong Stock Exchange, will be as follows:

(i) *Interests in the Shares of our Company*

| <u>Name of Director or Supervisor</u> | <u>Nature of Interest</u> | <u>Type of Shares</u> | <u>Number of Shares Held or Interested</u> | <u>Approximate % of Interests in Shares of Our Company Immediately after the [REDACTED]</u> |
|---------------------------------------|---|-----------------------|--|---|
| Ms. Chau | Interest in controlled corporation ⁽¹⁾⁽²⁾⁽³⁾ | A Shares | [REDACTED] | [REDACTED] |
| | Interest of spouse ⁽⁴⁾ | A Shares | [REDACTED] | [REDACTED] |
| Mr. Cheng | Beneficial owner | A Shares | [REDACTED] | [REDACTED] |
| | Interest of spouse ⁽⁴⁾ | A Shares | [REDACTED] | [REDACTED] |
| Mr. Rao Qiaobing | Beneficial owner | A Shares | [REDACTED] | [REDACTED] |
| Mr. Tang Jun | Beneficial owner | A Shares | [REDACTED] | [REDACTED] |
| Mr. Chen Xiaoqun | Beneficial owner | A Shares | [REDACTED] | [REDACTED] |
| Ms. Zhou Xinyi | Beneficial owner | A Shares | [REDACTED] | [REDACTED] |
| | Interest of spouse ⁽⁵⁾ | A Shares | [REDACTED] | [REDACTED] |

Notes:

- (1) As of the Latest Practicable Date, Lens Technology (HK) held 2,804,509,821 A Shares. Lens Technology (HK) was directly wholly owned by Ms. Chau. As such, Ms. Chau will be deemed to be interested in the A Shares held by Lens Technology (HK) by virtue of the SFO.
- (2) As of the Latest Practicable Date, Changsha Qunxin held 288,025,612 A Shares. Changsha Qunxin is a limited liability company established in the PRC, which is owned as to 97.9% by Ms. Chau and 2.1% by Mr. Cheng. As such, Ms. Chau is deemed to be interested in the A Shares held by Changsha Qunxin by virtue of the SFO.
- (3) As of the Latest Practicable Date, there were 23,817,167 A Shares repurchased and held in our Company’s stock repurchase account as treasury shares. Ms. Chau, directly and indirectly through Lens Technology (HK) and Changsha Qunxin, controls more than one-third of the voting power at the general meetings of our Company and would be taken to have an interest in such repurchased A Shares held by our Company by virtue of the SFO.
- (4) Ms. Chau is the spouse of Mr. Cheng. Therefore, each of Ms. Chau and Mr. Cheng is deemed to be interested in the Shares held by each other by virtue of the SFO.
- (5) As of the Latest Practicable Date, the spouse of Ms. Zhou Xinyi held 125,083 A Shares. Therefore, Ms. Zhou Xinyi is deemed to be interested in the A Shares held by her spouse by virtue of the SFO.

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(ii) *Interests in our associated corporations*

| <u>Name of Director</u> | <u>Nature of Interest</u> | <u>Name of Associated Corporation</u> | <u>Number of Shares</u> | <u>Approximate % of Shareholding</u> |
|-------------------------|---|---------------------------------------|-------------------------|--------------------------------------|
| Ms. Chau | Interest in controlled corporation ⁽¹⁾ | Lens Technology (HK) | 100 | 100.00% |
| Mr. Cheng | Interest of spouse ⁽²⁾ | Lens Technology (HK) | 100 | 100.00% |

Notes:

- (1) Lens Technology (HK), one of the Controlling Shareholders, is a company incorporated in Hong Kong with limited liability. As of the Latest Practicable Date, Lens Technology (HK) was directly wholly owned by Ms. Chau.
- (2) Ms. Chau is the spouse of Mr. Cheng. Therefore, Mr. Cheng is deemed to be interested in all the shares that Ms. Chau is interested in by virtue of the SFO.

Disclosure of Interests of Substantial Shareholders

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

| <u>Member of Our Group</u> | <u>Name of Substantial Shareholder</u> | <u>Approximate % of Shareholding</u> |
|--|--|--------------------------------------|
| Lens Intelligent Robot | Mr. Qiu Huisheng | 20.00% |
| Lens Intelligent Robot | Mr. Gou Hua | 15.00% |
| Lens Hualian | Hunan Hualian Ceramics Co., Ltd.* (湖南華聯瓷業股份有限公司) | 49.00% |
| Changsha Yongan New Material Company Limited* (長沙永安新材料有限公司) | Shenzhen Yong'an Fine Chemical Engineering Company Limited* (深圳市永安精細化工有限公司) | 49.00% |

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FURTHER INFORMATION ABOUT DIRECTORS AND SUPERVISORS

Particulars of the Service Contracts

Each of our Directors and Supervisors [has entered] into a service contract with our Company.

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

Remuneration of Directors and Supervisors

For details of the remuneration of Directors and Supervisors, see “Directors, Supervisors and Senior Management — Remuneration of the Directors, Supervisors and Senior Management” and Note 13 to “Appendix I — Accountants’ Report” of this Document.

Agency Fees or Commissions Received

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

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

Personal Guarantees

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

Disclaimers

- (a) Save as disclosed in Note 42 to “Appendix I — Accountants’ Report” of this Document, none of the Directors, Supervisors nor any of the experts referred to in “— Other Information — Qualifications and Consents of Experts” below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this Document, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.

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- (b) Save in connection with the [REDACTED], none of the Directors, Supervisors nor any of the experts referred to in “Other Information — Qualifications and Consents of Experts” below is materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to the business of the Group.
- (c) So far as is known to the Directors, none of the Directors or their associates or any Shareholders who are expected to be interested in 5% or more of the issued share capital of the Company has any interest in the five largest customers or the five largest suppliers of the Group for each year/period during the Track Record Period.
- (d) Save as disclosed in the section headed “— Disclosure of Interests — Disclosure of Interests of Directors, Supervisors and Chief Executive of the Company,” none of our Directors, Supervisors or the chief executive of our Company has any interest or short position in the shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED] on the Hong Kong Stock Exchange.

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SHARE INCENTIVE SCHEME

2023 Restricted Share Incentive Plan

The following is a summary of the principal terms of the 2023 Restricted Share Incentive Plan. The terms of the 2023 Restricted Share Incentive Plan are not subject to the provisions of Chapter 17 of the Hong Kong Listing Rules as they do not involve any grant of restricted Shares by our Company after the [REDACTED].

(i) *Purpose*

The purpose of the 2023 Restricted Share Incentive Plan is to improve our Group’s incentive mechanism and to attract and retain talents to achieve a sustained and healthy development of our Group in order to realize our Group’s long-term objectives. The 2023 Restricted Share Incentive Plan is implemented to align the interests of the Shareholders with the interests of the Group and employees which will benefit the sustained development of our Group.

(ii) *Types*

Pursuant to the 2023 Restricted Share Incentive Plan, there are two types of restricted Shares, namely Type I Restricted Shares and Type II Restricted Shares. The grantees of Type I Restricted Shares shall be entitled to receive newly issued A Shares, with certain restrictions stipulated under the 2023 Restricted Share Incentive Plan. The grantees of Type II Restricted Shares shall have the right to receive A Shares repurchased by the Company from secondary market upon the satisfaction of vesting conditions under the 2023 Restricted Share Incentive Plan.

The 2023 Restricted Share Incentive Plan include two parts with respect to each of the Type I Restricted Shares (the “**Type I Scheme**”) and the Type II Restricted Shares (the “**Type II Scheme**”), respectively.

(iii) *Administration*

The 2023 Restricted Share Incentive Plan is subject to the approval of the Shareholders’ general meeting, administration of the Board and the supervision of Supervisory Committee and independent non-executive Directors.

(iv) *Participants*

The participants of the 2023 Restricted Share Incentive Plan include key personnels of our Group such as our Directors (excluding independent non-executive Directors), senior management and core technical or business staff. The scope of participants under the 2023 Restricted Share Incentive Plan excludes Supervisors and independent non-executive Directors.

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(v) *Source and maximum number of Shares*

Type I Restricted Shares are A Shares to be newly issued by our Company and Type II Restricted Shares are A Shares repurchased by our Company from the secondary market. Type I Restricted Shares are subject to a lock-up period and will only be unlocked upon fulfilling the unlocking conditions stipulated under the 2023 Restricted Share Incentive Plan. Similarly, Type II Restricted Shares are subject to a vesting period and will only be vested upon fulfilling the vesting conditions stipulated under the 2023 Restricted Share Incentive Plan.

The maximum number of Restricted Shares that can be granted under the 2023 Restricted Share Incentive Plan is 53,159,866 A Shares, including 10,631,973 Type I Restricted Shares and 42,527,893 Type II Restricted Shares.

(vi) *Term and date of grant*

The date on which the Restricted Shares are granted shall be determined by the Board after the approval by the Shareholders’ general meeting. The grant of Restricted Shares shall be registered and announced by the Company within 60 days after the approval of the 2023 Restricted Share Incentive Plan by the Shareholders’ general meeting.

The Type I Restricted Share Incentive Scheme shall be effective from the completion date of the grant of Type I Restricted Shares up to the date when all the Type I Restricted Shares are unlocked or have been repurchased and cancelled pursuant to the 2023 Restricted Share Incentive Plan, provided that the term of the Type I Scheme shall not exceed 48 months in any event.

The Type II Restricted Share Incentive Scheme shall be effective from the date of the initial grant of Type II Restricted Shares up to the date when all the Type II Restricted Shares have been vested or lapsed pursuant to the 2023 Restricted Share Incentive Plan, provided that the term of the Type II Scheme shall not exceed 48 months in any event.

The date of grant for each of the Type I Scheme and the Type II Scheme shall be determined by the Board after the 2023 Restricted Share Incentive Plan is approved by the Shareholders’ general meeting.

(vii) *Lock-up requirements for Directors and the senior management*

If the grantee is a Director or a senior management of our Company, the Shares to be transferred each year shall not exceed 25% of the total Shares he or she holds, and no Share held by such Director or senior management shall be transferred within six months after termination of his or her employment with the Company. If the grantee is a Director or senior management of our Company, income gained through sale of Shares within six months of the purchase or purchase of Shares within six months of the sale shall belong to our Company and

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will be forfeited by the Board. If there is any change in the applicable laws and regulations on the foregoing lock-up requirements, the grantee shall comply with the revised laws and regulations.

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

The Restricted Shares (including the Type I Restricted Shares and the Type II Restricted Shares) under the 2023 Restricted Share Incentive Plan shall be granted to eligible participants if the following conditions are fulfilled:

- (a) with respect to our Company, none of the following circumstances having occurred:
 - (1) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the reporting accountants with respect to our Company’s accountants’ report for the most recent fiscal year;
 - (2) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the reporting accountant with respect to internal control contained in accountants’ report for the most recent fiscal year;
 - (3) our Company has not distributed dividends in accordance with the laws and regulations, our Articles of Association or our public commitment within the last 36 months after its listing;
 - (4) applicable laws and regulations prohibit the implementation of any share incentive plan; or
 - (5) any other circumstances determined by the CSRC.
- (b) with respect to the grantee, none of the following circumstances having occurred:
 - (1) the grantee has been regarded as an inappropriate person by the stock exchange within the last 12 months;
 - (2) the grantee has been regarded as an inappropriate person by the CSRC or its local office within the last 12 months;
 - (3) the grantee has been punished or prohibited from entering into the securities market by the CSRC or its local office due to material non-compliance of laws and regulations within the last 12 months;
 - (4) the grantee is not qualified to serve as a director or senior management according to the PRC Company Law;
 - (5) the grantee is prohibited from participating in any share incentive plan of listed companies according to applicable laws and regulations; or
 - (6) any other circumstances determined by the CSRC.

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(ix) *Unlocking and vesting of Restricted Shares*

The lock-up period or vesting period (where applicable) for Type I Restricted Shares or Type II Restricted Shares commences from completion date of registration of grant to the grantee and the interval between the grant date and the date of unlocking or vesting of the Restricted Shares shall be 12 or 24 months.

For both types of Restricted Shares, the Restricted Shares will be unlocked or vested (where applicable) in tranches of 50% and 50% in each of the two lock-up or vesting periods (where applicable) that occur between the first trading date after the 12-month anniversary from the grant date and the last trading day up to the 36-month anniversary of the grant date. The grantees shall pay the price of RMB6.34 per Share upon fulfilment of all the unlocking or vesting conditions of the Restricted Shares to purchase A Shares pursuant to the 2023 Restricted Share Incentive Plan. On September 25, 2024, as approved by the Board and pursuant to share adjustment mechanism under the 2023 Restricted Share Incentive Plan, the grant price was adjusted from RMB6.34 per Share to RMB6.04 per Share due to distribution of dividend by the Company.

The number of Restricted Shares granted and/or the grant prices will be adjusted upon the occurrence of certain events, including, among others, increase of share capital by way of capitalization of capital reserves, issue of bonus shares, subdivision of shares and issue of new shares. Our Company may repurchase and cancel the granted but not unlocked Type I Restricted Shares or void the granted but not vested Type II Restricted Shares upon occurrence of certain events, including, among others, the change of the positions of the grantee or termination of employment. Subject to the price adjustment mechanisms and other terms and conditions as set out under the 2023 Restricted Share Incentive Plan, the price payable by our Company for the repurchase of Restricted Shares shall be equivalent to the grant price of the relevant Restricted Shares.

(x) *Dividend and voting rights*

Upon unlocking or vesting of the A Shares by our Company, the grantees of Restricted Shares will be entitled to exercise the right of Shareholders, including, among others, the right to receive dividends and voting rights. Before the unlocking or vesting of the Restricted Shares, the Restricted Shares (including the right to receive dividends) shall be locked and such Restricted Shares shall not be transferred or used to guarantee or repay debts.

(xi) *Outstanding Restricted Shares*

As of the Latest Practicable Date, the number of outstanding Restricted Shares granted under the 2023 Restricted Share Incentive Plan was 23,522,457, representing approximately [REDACTED] of the issued Shares immediately following the completion of the [REDACTED] (assuming no changes to our issued Shares between the Latest Practicable Date and the [REDACTED] and before the exercise of the [REDACTED]).

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The following table sets forth the number of outstanding Restricted Shares granted to Directors and senior management of our Company under the 2023 Restricted Share Incentive Plan as of the Latest Practicable Date:

| Name of grantee | Position in our Company | Date of grant | Number of outstanding restricted Shares | Grant Price | Lock-up/ vesting period | Approximate percentage of total issued Shares immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised) |
|-----------------------|---|--------------------|---|-------------|-------------------------|---|
| Mr. Rao Qiaobing . . | Executive Director and deputy general manager | September 22, 2023 | 10,000 Type I Restricted Shares | RMB6.04 | Note 1 | [REDACTED] |
| | | September 22, 2023 | 40,000 Type II Restricted Shares | RMB6.04 | Note 2 | [REDACTED] |
| Mr. Jiang Nan . | Deputy general manager, president of China region and Board Secretary | September 22, 2023 | 10,000 Type I Restricted Shares | RMB6.04 | Note 1 | [REDACTED] |
| | | September 22, 2023 | 40,000 Type II Restricted Shares | RMB6.04 | Note 2 | [REDACTED] |
| Mr. Cai Xinfeng . . . | Deputy general manager | September 22, 2023 | 15,000 Type I Restricted Shares | RMB6.04 | Note 1 | [REDACTED] |
| | | September 22, 2023 | 60,000 Type II Restricted Shares | RMB6.04 | Note 2 | [REDACTED] |
| Mr. Chen Yunhua . . . | Deputy general manager | September 22, 2023 | 10,000 Type I Restricted Shares | RMB6.04 | Note 1 | [REDACTED] |
| | | September 22, 2023 | 40,000 Type II Restricted Shares | RMB6.04 | Note 2 | [REDACTED] |
| Mr. Liu Shuguang . . | Deputy general manager and chief financial officer | September 22, 2023 | 10,000 Type I Restricted Shares | RMB6.04 | Note 1 | [REDACTED] |
| | | September 22, 2023 | 40,000 Type II Restricted Shares | RMB6.04 | Note 2 | [REDACTED] |

Notes:

- (1) Type I Restricted Shares shall be unlocked in tranches of 50% and 50% in each of the two lock-up periods that occur between the first trading day after the 12-month anniversary from the grant date and the last trading day up to the 36-month anniversary of the grant date.
- (2) Type II Restricted Shares shall be vested in tranches of 50% and 50% in each of the two vesting periods that occur between the first trading day after the 12-month anniversary from the grant date and the last trading day up to the 36-month anniversary of the grant date.

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The following table sets forth the number of outstanding Restricted Shares granted to other grantees (excluding Directors and senior management of our Company) under the 2023 Restricted Share Incentive Plan as of the Latest Practicable Date:

| <u>Number of Grantees</u> | <u>Date of grant</u> | <u>Number of outstanding Restricted Shares</u> | <u>Grant Price</u> | <u>Lock-up/ vesting period</u> | <u>Approximate percentage of total issued Shares immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised)</u> |
|---------------------------|----------------------|--|--------------------|--|--|
| 2,382 | September 22, 2023 | 4,649,491 Type I Restricted Shares | RMB6.04 | Note 1 | [REDACTED] |
| 2,375 | September 22, 2023 | 18,597,966 Type II Restricted Shares | RMB6.04 | Note 2 | [REDACTED] |

Notes:

- (1) Type I Restricted Shares shall be unlocked in tranches of 50% and 50% in each of the two lock-up periods that occur between the first trading day after the 12-month anniversary from the grant date and the last trading day up to the 36-month anniversary of the grant date.
- (2) Type II Restricted Shares shall be vested in tranches of 50% and 50% in each of the two vesting periods that occur between the first trading day after the 12-month anniversary from the grant date and the last trading day up to the 36-month anniversary of the grant date.

OTHER INFORMATION

Estate Duty

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

Litigation

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

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Sole Sponsor

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Hong Kong Listing Rules.

Pursuant to the engagement letter entered into between the Company and the Sole Sponsor, the Sole Sponsor’s fees payable by the Company to the Sole Sponsor in respect of its services as sponsor in connection with the [REDACTED] is US\$500,000.

Compliance Advisor

The Company has appointed Gram Capital Limited as the Compliance Advisor upon [REDACTED] in compliance with Rule 3A.19 of the Hong Kong Listing Rules.

Preliminary Expenses

As of the Latest Practicable Date, our Company has not incurred any material preliminary expenses.

Promoters

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

Qualifications and Consents of Experts

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

| <u>Name of Expert</u> | <u>Qualifications</u> |
|--|--|
| CITIC Securities (Hong Kong) Limited | A licensed corporation under the SFO to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO |
| Deloitte Touche Tohmatsu | Certified Public Accountants and Registered Public Interest Entity Auditor |
| Sundial Law Firm | Company’s PRC Legal Advisor |
| Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. | Independent industry consultant |

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Each of the experts listed above has given and has not withdrawn their respective written consents to the issue of this Document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respective included.

Binding Effect

This Document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

Bilingual Document

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

Miscellaneous

- (a) save as disclosed in “— Further Information about the Company” of this section, within the two years preceding the date of this Document, no share or loan capital of the Company or any of its subsidiary has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
- (b) no share or loan capital of the Company or any of its subsidiary is under option or is agreed conditionally or unconditionally to be put under option;
- (c) no founder, management or deferred shares of the Company or any of its subsidiary have been issued or have been agreed to be issued;
- (d) none of the equity and debt securities of the Company or its subsidiary is presently listed or dealt in on any other stock exchange nor is any listing or permission to deal being or proposed to be sought;
- (e) the Company has no outstanding convertible debt securities or debentures;
- (f) none of the experts listed under “— Qualifications and Consents of Experts”:
 - (i) is interested beneficially or non-beneficially in any shares in any member of the Group; or
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group save in connection with the [REDACTED].

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

- (g) the English text of this Document shall prevail over their respective Chinese text;
- (h) there has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this Document;
- (i) the Company currently is a joint stock limited company and is subject to the PRC Company Law; and
- (j) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business.