
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Iluvatar CoreX Semiconductor Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Shanghai Iluvatar CoreX Semiconductor Co., Ltd.
上海天數智芯半導體股份有限公司

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

(Stock Code: 9903)

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
PROPOSED RE-APPOINTMENT OF AUDITOR FOR 2026
PROPOSED GRANT OF GENERAL MANDATE
TO ISSUE SHARES
PROPOSED GRANT OF GENERAL MANDATE
TO REPURCHASE H SHARES
PROPOSED ADOPTION OF THE H SHARE AWARD SCHEME
PROPOSED AUTHORIZATION TO THE BOARD
AND/OR AUTHORIZED PERSON(S) TO HANDLE MATTERS
RELATED TO THE H SHARE AWARD SCHEME
2025 PROFIT DISTRIBUTION PLAN
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Shanghai Iluvatar CoreX Semiconductor Co., Ltd. to be held at 4:00 p.m. on Monday, June 29, 2026 at Zhikai Conference Room, 6th Floor, Building 3, Pujiang Smart Plaza, Minhang District, Shanghai, PRC is set out on pages 43 to 44 of this circular. A form of proxy for use at the AGM is also enclosed and is available on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.iluvatar.com).

Whether or not you are able to attend the AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same as soon as possible but in any event not later than 24 hours before the time appointed for holding the AGM (i.e. not later than 4:00 p.m. on Sunday, June 28, 2026) or any adjournment thereof to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the completed and returned form of proxy will be deemed to be revoked.

All references to dates and times in this circular refer to dates and times in Hong Kong.

June 5, 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“Adoption Date”	the date on which the H Share Award Scheme is conditionally approved by the Shareholders at the AGM
“AGM”	the annual general meeting of the Company to be held at 4:00 p.m. on Monday, June 29, 2026 at Zhikai Conference Room, 6th Floor, Building 3, Pujiang Smart Plaza, Minhang District, Shanghai, PRC or any adjournment thereof
“AI”	artificial intelligence
“Articles of Association”	the articles of association of our Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors of our Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “the PRC”	the People’s Republic of China, excluding, for the purpose of this circular (unless otherwise indicated), Hong Kong, the Macau Special Administrative Region, and the Taiwan Region
“Company” or “our Company”	Shanghai Iluvatar CoreX Semiconductor Co., Ltd. (上海天數智芯半導體股份有限公司) (formerly known as 上海天數智芯半導體有限公司), a joint stock company with limited liability established in China on December 29, 2015
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“Director(s)”	the director(s) of our Company
“Eligible Participant(s)”	an individual or a corporate entity (as the case may be), being any of the following: (a) any Employee Participant(s); (b) any Related Entity Participant(s); and (c) any Service Provider Participant(s)
“GPGPU”	general-purpose computing on graphics processing units
“Grantee”	grantee of Share Award(s) under the H Share Award Scheme

DEFINITIONS

“Group”	our Company and its subsidiaries, or our Company and any one or more of its subsidiaries, as the context may require
“H Share(s)”	shares in the share capital of our Company with a nominal value of RMB1.0 each, which are subscribed for and traded in Hong Kong dollars and are listed on the Stock Exchange
“H Share Award Scheme”	the H share award scheme proposed to be approved by the Shareholders at the AGM
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“IP”	intellectual property
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with additional Shares (including any disposal or transfer of treasury shares) not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution to grant such mandate
“Latest Practicable Date”	June 3, 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Listing Date”	January 8, 2026, being the date on which dealings in our H Shares first commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“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 of the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC Company Law”	the Company Law of the PRC
“R&D”	research and development

DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	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 shares in the capital of our Company with a nominal value of RMB1.0 each, comprising the Unlisted Shares and H Shares
“Share Award(s)”	share award(s) granted to Grantee(s) under the H Share Award Scheme
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution to grant such mandate
“Shareholder(s)”	holder(s) of our Share(s)
“Single Largest Group of Shareholders”	refers to Shanghai Sushi Business Consulting Partnership (Limited Partnership) (上海溯識商務諮詢合夥企業(有限合夥)), Shanghai Yishi Enterprise Management Consulting Partnership (Limited Partnership) (上海溢識企業管理諮詢合夥企業(有限合夥)), Shanghai Xishi Enterprise Management Consulting Partnership (Limited Partnership) (上海曦識企業管理諮詢合夥企業(有限合夥)), Shanghai Nashi Business Consulting Partnership (Limited Partnership) (上海納識商務諮詢合夥企業(有限合夥)), Shanghai Yueshi Enterprise Management Consulting Partnership (Limited Partnership) (上海悅識企業管理諮詢合夥企業(有限合夥)), Shanghai Yuanshi Enterprise Management Consulting Partnership (Limited Partnership) (上海源識企業管理諮詢合夥企業(有限合夥)), Shanghai Qiongyu Business Consulting Partnership (Limited Partnership) (上海琼羽商務諮詢合夥企業(有限合夥)) and Shanghai Shuqi Business Consulting Co., Ltd. (上海數麒商務諮詢有限公司)
“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 thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury share(s)”	has the meaning ascribed thereto under the Listing Rules
“Trustee”	the trustee appointed by the Company for the administration of the H Share Award Scheme, which is independent of and not connected with the Company
“Unlisted Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi and are unlisted shares which are currently not listed or traded on any stock exchange
“%”	per cent



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上海天數智芯半導體股份有限公司

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

(Stock Code: 9903)

Executive Directors:

Mr. Gai Lujiang

(Chairman of the Board and Chief Executive Officer)

Mr. Sun Yile

Mr. Liu Zheng

Mr. Yang Lei *(Employee Representative Director)*

Non-executive Director:

Mr. Wang Chen

Independent Non-executive Directors:

Dr. Teng Yong

Mr. Ren Jintao

Dr. Wang Yan

*Head office, registered office and
principal place of business
in the PRC:*

Room 101, Building 3

No. 2168 Chenhang Road

Minhang District

Shanghai

PRC

*Principal place of business
in Hong Kong:*

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

June 5, 2026

To the Shareholders

Dear Sir or Madam,

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
PROPOSED RE-APPOINTMENT OF AUDITOR FOR 2026
PROPOSED GRANT OF GENERAL MANDATE
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LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information on certain resolutions to be proposed at the AGM.

2. WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025

An ordinary resolution will be proposed at the AGM to consider and approve the work report of the Board of Directors for 2025. The full text of which is included in the 2025 annual report of the Company published on April 27, 2026.

3. PROPOSED RE-APPOINTMENT OF AUDITOR FOR 2026

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the re-appointment of Ernst & Young as the auditor of the Company for 2026, which will hold office until the conclusion of the next annual general meeting of the Company and the authorization to the Board to determine its remuneration.

The relevant annual audit fees will be determined by the management, as to be authorized at the AGM through a proposal of the Board, based on the specific efforts and market price level of the audit work in 2026. It is currently estimated that the preliminary estimated audit fee for the audit services in respect of the financial year ending December 31, 2026 is approximately in the range of RMB4.6 million to RMB5.0 million. The estimated audit fee represents a fair and reasonable estimation after due consideration and arm's length negotiation between the Company and the auditor, and was determined after taking into account various factors, including but not limited to the size, organizational structure, and geographical presence of the Group, the nature, complexity, and regulatory environment of the Group's business operations, the expected scope, timetable, and direction of the audit work, and the time, expertise, and level of resources required to be deployed by the auditor for the audit engagement, as well as additional factors impacting the audit fee where applicable, such as the adoption of new or revised accounting standards, changes in the Group's corporate structure, non-recurring transactions, and any supplementary procedures arising from regulatory requirements.

The estimated audit fee is based on the information currently available as at the Latest Practicable Date. The final audit fee may be adjusted if there is a material change in the basis or assumptions upon which the estimated audit fee was determined, including any material change in the scope of the audit work, the complexity of the Group's operations, the regulatory environment, or other relevant circumstances arising in the course of the audit. Save for such material changes, the final audit fee is not expected to differ materially from the estimated audit fee disclosed above. The Board considers that the estimated audit fee is commensurate with the level of work and professional judgment required, and is in line with prevailing market rates for audit services of comparable scope and complexity.

For the Shareholders' reference, the historic audit fee for 2025 was approximately RMB2.2 million.

LETTER FROM THE BOARD

4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

In order to meet the operational and developmental needs of the Company and provide the Company with the flexibility to issue Shares in a timely manner, a special resolution will be proposed at the AGM to approve the granting of the Issue Mandate to the Board to allot, issue or deal with additional Shares (including the sale or transfer of any treasury shares) not exceeding 20% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing of the relevant resolution, and to authorize the Board to take all actions, acts, matters and business necessary or desirable in connection with or relating to the Issue Mandate, including but not limited to making such corresponding amendments, supplements or restatements to the Articles of Association as it deems appropriate, and to handle all registration, filing, alteration and other procedures with relevant authorities, so as to reflect the share capital structure of the Company following the allotment or issuance of additional Shares pursuant to such mandate.

As at the Latest Practicable Date, the registered capital of the Company comprised 254,317,736 Shares with a nominal value of RMB1.00 each (including 9,215,771 Unlisted Shares and 245,101,965 H Shares) and the Company did not hold any treasury shares. Subject to the passing of the resolution regarding the grant of the Issue Mandate to the Board and on the assumption that no new Shares will be issued by the Company prior to the AGM, the Board may allot, issue and/or deal with (including any sale or transfer of treasury shares, if permitted under the Listing Rules) up to a maximum of 50,863,547 Shares, either separately or concurrently, under the Issue Mandate to be granted by the Shareholders.

The Issue Mandate will expire on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation of the mandate under this resolution by a special resolution at any general meeting of the Company.

5. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE H SHARES

In order to provide the Board with flexibility to repurchase H Shares in appropriate circumstances, a special resolution will be proposed at the AGM to approve the granting of the Share Repurchase Mandate to the Board to repurchase H Shares not more than 10% of the total number of H Shares in issue (excluding any treasury shares) as at the date of passing of the relevant resolution, i.e. 24,510,196 H Shares on the basis that the total issued Shares remains unchanged as at the date of the AGM, and to authorize the Board to take all actions, acts, matters and business necessary or desirable in connection with or relating to the exercise of the general mandate to repurchase H Shares.

The Share Repurchase Mandate would expire on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation of the mandate under this resolution by a special resolution at any general meeting of the Company.

LETTER FROM THE BOARD

Appendix I to this circular contains the explanatory statement required under the Listing Rules to provide Shareholders with the necessary information reasonably required to enable them to make an informed decision on whether to vote for or against the grant of the Share Repurchase Mandate.

6. PROPOSED ADOPTION OF THE H SHARE AWARD SCHEME

I. Introduction

The Board proposes to adopt the H Share Award Scheme, the provision of which will comply with the requirements of Chapter 17 of the Listing Rules, subject to approval of Shareholders by a special resolution at the AGM. The H Share Award Scheme shall take effect upon the approval by the Shareholders at the AGM. The H Share Award Scheme will be valid for ten (10) years commencing from the Adoption Date. The Board considers that the adoption of the H Share Award Scheme is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no plan or intention to grant any Share Awards under the H Share Award Scheme.

II. Purpose

The H Share Award Scheme aims to attract and retain Eligible Participants who make significant contributions to the long-term growth and success of the Group, and to recognize and reward Eligible Participants for their past contributions to the Group; to encourage Eligible Participants to make further contributions to the Company and to endeavor to enhance the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole; to strengthen the Company's long-term remuneration incentive strategy; and to align the interests of Eligible Participants with those of the Company and its Shareholders to drive the Group's long-term performance (whether financial, business or operational).

The H Share Award Scheme will be funded by the issue of new H Shares (including the transfer of treasury shares) and/or by procuring the Trustee to purchase existing H Shares of the Company, and therefore constitutes a share scheme involving issue of new Shares (including the transfer of treasury shares) by the Company under Chapter 17 of the Listing Rules.

III. Conditions

The H Share Award Scheme is conditional upon:

- (i) the passing of special resolution by the Shareholders at the AGM to approve and adopt the H Share Award Scheme, and to authorize the Board and/or its authorized person(s) to grant Share Awards under the H Share Award Scheme and to allot, issue and deal with H Shares (including treasury shares) underlying the Share Awards to be granted in accordance with the terms and conditions of the H Share Award Scheme; and

LETTER FROM THE BOARD

- (ii) the listing committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, new H Shares to be allotted and issued (and/or transferred out of treasury) underlying the Share Awards to be granted in accordance with the terms and conditions of the H Share Award Scheme.

As at the Latest Practicable Date, none of the aforesaid conditions of the H Share Award Scheme had been fulfilled. An application will be made to the listing committee of the Stock Exchange for the listing of, and permission to deal in, new H Shares to be allotted and issued (and/or transferred out of treasury) underlying the Share Awards granted in accordance with the terms and conditions of the H Share Award Scheme.

IV. Participants of the H Share Award Scheme and the Basis of Determining the Eligibility of Participants

The Board and/or its authorized persons may from time to time, at their absolute discretion, select any of the following eligible participants as Eligible Participants to participate in the H Share Award Scheme and, subject to the provisions of the H Share Award Scheme and in accordance with such terms and conditions as the Board and/or its authorized persons may in their absolute discretion determine, grant Share Awards to any of the following Eligible Participants:

- (i) Directors, supervisors, senior management personnel or employees (whether full-time or part-time) of the Company or any of its subsidiaries (“**Employee Participants**”);
- (ii) directors and employees of any associated company of the Company (“**Related Entity Participants**”); and
- (iii) service provider participants are independent contractors providing essential, recurring services integral to the Group’s core operations, comprising: (i) foundry service providers responsible for the physical fabrication of the Group’s GPGPU chips; (ii) outsourced semiconductor assembly and testing (“**OSAT**”) service providers which perform the assembly, packaging, and testing of fabricated chips; (iii) electronic design automation (“**EDA**”) software vendors which supply the specialized design tools indispensable to the Group’s chip design workflow; and (iv) labor dispatch agencies which provide specialized human resources, including back-end design hardware engineers and software engineers, deployed on-site to perform technical functions that are functionally complementary to the Group’s own employees (“**Service Provider Participants**”).

The Group is a fabless chip design company that offers GPGPU products and AI computing solutions across diverse industries. Its product portfolio includes GPGPU chips and accelerators, as well as customized AI computing solutions such as GPGPU servers and clusters. Adopting a software-hardware co-design philosophy, the Group operates under a fabless model and does not own or operate any semiconductor fabrication facilities. As such, the Group relies on specialized third-party service

LETTER FROM THE BOARD

providers across the development, and manufacturing value chain to bring its products to market. In particular, the Group's key service providers — including foundry partners, outsourced semiconductor assembly and testing service providers, and electronic design automation software vendors — operate in highly specialized and concentrated markets with significant barriers to entry, and qualified alternatives are limited and difficult to substitute given the advanced technical expertise, proprietary process technologies, and substantial capital investment required in each segment.

Service Provider Participants are independent contractors providing essential, recurring services integral to the Group's core operations, comprising: (i) foundry service providers, which are responsible for the physical fabrication of the Group's GPGPU chips and whose production capabilities, process technology, and capacity allocation directly determine the Group's product delivery timelines and manufacturing quality; (ii) OSAT service providers, which perform the assembly, packaging, and testing of fabricated chips to convert bare wafers into functional, market-ready accelerator products, and which, together with foundry services, form the backbone of the Group's manufacturing supply chain. As the Group operates under a fabless model and does not own or operate any semiconductor fabrication or assembly facilities, it is reliant on these foundry and OSAT service providers for the entirety of its manufacturing processes, making the stability and continuity of these partnerships essential to the Group's ability to deliver products to market; (iii) EDA software vendors, which supply the specialized design tools indispensable to the Group's chip design workflow, covering the entire development process from architectural design and simulation to verification and physical layout. EDA tools constitute the foundational infrastructure upon which all chip design activities depend — without continuous and uninterrupted access to such tools, the Group's entire R&D pipeline would be unable to function. Given the mission-critical nature of these tools and the limited number of qualified vendors in the market, maintaining stable and long-term cooperative relationships with EDA providers is of paramount strategic importance to the Group. Accordingly, the Group considers it appropriate to offer equity incentives to eligible EDA vendors to further strengthen the partnership, safeguard supply continuity, and mitigate the risk of future disruptions; and (iv) labor dispatch agencies, which provide specialized human resources, including back-end design hardware engineers and software engineers, deployed on-site to perform technical functions that are functionally complementary to the Group's own employees and enable the Group to flexibly scale its engineering capacity in response to project demands. The Group's reliance on dispatched personnel is particularly pronounced in the back-end chip design segment who are primarily responsible for physical verification, where project-driven demand often requires the rapid deployment of highly specialized engineers on a periodic basis. Given the increasing scarcity of qualified talent in this field and the competitive dynamics whereby such personnel may simultaneously serve multiple clients, it is of strategic importance for the Group to establish deeper alignment with these service providers. By offering equity incentives, the Group aims to foster long-term partnerships that encourage these agencies to prioritize the allocation of their best resources to the Group's projects, thereby ensuring continuity, stability, and preferential access to critical technical talent in an increasingly tight labor market. Accordingly, the Group considers it appropriate to

LETTER FROM THE BOARD

include eligible dispatched personnel within the scope of its employee stock ownership plan to align their incentives with the Group's long-term objectives and retain key technical talent. These service providers collectively play a critical role in enabling the Group to deliver products on a timely basis, maintain its competitive edge, and scale its operations in response to the rapidly growing demand for AI computing power. By granting equity incentives to these Service Provider Participants, the Group seeks to further strengthen and deepen its strategic partnerships with key service providers, thereby securing priority supply allocation, more favorable pricing terms, and more stable production capacity commitments — all of which are of critical importance to the Group given the highly concentrated nature of the semiconductor supply chain and the scarcity of qualified service providers in each segment.

Notwithstanding the foregoing, no person shall be regarded as an Eligible Participant if, as at the date of grant, any of the following circumstances exists in respect of such person:

- (i) the person has been publicly censured by a securities regulatory authority or identified as an inappropriate candidate for participation in an equity incentive plan or similar scheme of a listed company within the preceding 12 months;
- (ii) the person has been penalized by a securities regulatory authority for a material breach of any law or regulation or has been prohibited from trading in securities within the preceding 12 months;
- (iii) the person is disqualified from acting as a director or senior management member of a company pursuant to the Listing Rules or the PRC Company Law;
- (iv) the person is prohibited by any applicable law or regulation from participating in the H Share Award Scheme;
- (v) the person has committed a serious breach of any relevant rules or policies of the Group, or any other circumstances which the Board and/or its authorized persons determine to have caused material harm to the interests of the Group; or
- (vi) any other circumstances as the Board and/or its authorized persons may determine for the purpose of safeguarding the interests of the Group and ensuring compliance with applicable laws and regulations relating to the operation of the H Share Award Scheme.

LETTER FROM THE BOARD

Categories of Eligible Participants and Basis of Eligibility

(i) Employee Participants and the Basis of Eligibility

In assessing the eligibility of the Employee Participants, the Board will consider all relevant factors as appropriate, including, among others, (i) his/her skills, knowledge, experience, expertise and other relevant personal qualities; (ii) his/her performance, time commitment, responsibilities or employment conditions and the prevailing market practice and industry standard; (iii) his/her contribution made or expected to be made to the growth of the Group; and (iv) his/her educational and professional qualifications, and knowledge in the industry.

(ii) Related Entity Participants and the Basis of Eligibility

As at the Latest Practicable Date, the Company held minority interests in certain investee companies and the Company has not made any historical grant to any Related Entity Participants. The Company did not have any current intention or concrete plan to grant Share Awards to directors or employees of these existing investee companies. The Company anticipates that future grants to Related Entity Participants of any investee company (including associated companies the Company may invest in the future) would be limited to those of joint ventures or associates over which the Group exercises certain influence, such as through the appointment of directors or the secondment of employees to their management.

Such entities would usually serve as technology or IP collaboration partners whose operations are closely connected with and strategically supportive of the Group's core business. Given the Group's software-hardware co-design philosophy, the successful development of its GPGPU products requires deep collaboration with partners possessing complementary capabilities across the technology stack. These partners may contribute critical expertise or proprietary IP in areas such as advanced process node optimization, high-speed multi-GPGPU interconnect technology, specialized computing libraries, or AI model adaptation and optimization, which are integral to the Group's continuous improvements in computing performance and its expansion of AI computing solutions into new application scenarios. The Group may also second its own Directors or employees to serve in the management or the board of directors of such entities, reinforcing close operational ties. Accordingly, Related Entity Participants are those with whom the Group maintains deep strategic collaboration characterized by joint governance and shared technology development, enabling them to meaningfully influence the Group's business, operations, and performance. The grant of awards to Related Entity Participants serves to align the interests of these strategic partners with those of the Group and its Shareholders, incentivize their continued commitment to joint technology development, and reinforce the long-term stability of these partnerships essential to the Group's competitiveness in the AI computing industry.

LETTER FROM THE BOARD

The Board and/or its authorized persons will exercise their absolute discretion in selecting Related Entity Participants as Eligible Participants under the H Share Award Scheme. In assessing the eligibility of Related Entity Participants, the Board and/or its authorized persons shall consider a number of factors, including but not limited to: (a) the current and anticipated contribution made by the Related Entity Participant to the Group's profitability; (b) the Group's overall financial position; (c) the Group's overall business objectives and future development plans; and (d) any other matters deemed relevant by the Board and/or its authorized persons. In particular, the Board will assess whether the relevant Related Entity Participant's role and responsibilities within the associated company are of significance to the Company from a financial, business or operational perspective, including without limitation: (a) whether the Related Entity Participant is instrumental in advancing R&D projects, technology transfers or commercial collaborations between the Group and the relevant related entity; (b) whether the Related Entity Participant holds a key management or technical position that is critical to the success of joint business initiatives or the realization of synergies between the Group and the relevant related entity; (c) the actual degree of involvement in and/or cooperation with the Group and length of collaborative relationship the Related Entity Participant has established with the Group via its role and position held with the related entity; (d) the number, scale and nature of the projects which promote the business, development and growth of the Group in which the Related Entity Participant is involved; and (e) whether incentivizing the Related Entity Participant through Share Awards would serve to strengthen the strategic alignment between the Group and the relevant related entity and drive the Group's long-term performance.

For Related Entity Participants, any vesting of Share Awards shall be subject to the performance targets as determined by the Board or its authorized persons from time to time, which may include the Grantee's anticipated future contribution to the long-term development of the Group, including with respect to their experience, expertise, insight, participation in specific projects or achievement of specific work targets or business collaboration targets.

(iii) Service Provider Participants and the Basis of Eligibility

As at the Latest Practicable Date, the Company has not made any historical grant to any Service Provider Participants. The Group maintains ongoing contractual relationships with service providers in the ordinary and usual course of its business, such as the service agreements entered into with the independent contractors. The Board will assess the eligibility of independent contractors, namely foundry and OSAT service providers, EDA software vendors, and labor dispatch agencies, based on various factors. These include their expertise and experience in areas such as manufacturing, assembly and testing, EDA tool development, and back-end design engineering; their track record in contributing to the Group's operations through production support, design tool optimization, and on-site engineering services; and their tangible impact on the Group's business performance through ensuring production capacity, maintaining

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design workflow continuity, or enabling timely product delivery. The strategic value of the capacity, tools, or specialized talent provided by these contractors, as well as their roles in securing stable supply chain access and sustaining long-term technical collaboration, are also essential considerations.

Independent Non-executive Directors as Eligible Participants

Under the H Share Award Scheme, independent non-executive Directors may be Eligible Participants. The Company considers that the inclusion of independent non-executive Directors as Eligible Participants is in line with H Share Award Scheme's objective of attracting and retaining Eligible Participants who make a significant contribution to the long-term growth and success of the Group. The flexibility to grant Share Awards to the independent non-executive Directors will enable the Company to maintain its competitive remuneration package. In addition, when considering the inclusion of independent non-executive Directors as Eligible Participants, the Company has taken into account the important contribution that independent non-executive Directors may make to the development and business of the Group, such as providing valuable advice and recommendations to the Board by virtue of their industry knowledge, experience and diverse professional backgrounds, and the fact that share-based compensation is an important means of ensuring that Shareholders' interests are aligned with those of the members (including the independent non-executive Directors) of the Board.

The Company is of the view that the independence and impartiality of the independent non-executive Directors will not be jeopardized by any Share Award that may be granted, for the following reasons:

- (i) the independent non-executive Directors are required to follow the independence requirements under Rule 3.13 of the Listing Rules;
- (ii) when considering granting Share Awards to independent non-executive Directors, the Board will take note of paragraph E.1.9 of the Corporate Governance Code of the Listing Rules, which advises that an issuer should not normally remunerate independent non-executive directors for their shareholdings with performance-related elements. Although no performance targets have been set out in the H Share Award Scheme, if the Grantee is an independent non-executive Director, the Board will grant Share Awards only if it is satisfied that there will be no bias in decision-making or impact on the objectivity and independence of the Grantee in discharging his/her duties as an independent non-executive Director;
- (iii) the Company has considered the important contribution that the independent non-executive Directors may make to the development and business of the Group, such as providing valuable advice and recommendations to the Board by virtue of their industry knowledge, experience and diverse professional backgrounds. Share-based

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compensation is an important means of ensuring that Shareholders' interests are aligned with those of the members of the Board, including the independent non-executive Directors; and

- (iv) as at the Latest Practicable Date, the Company has no plan to grant any Share Award to the independent non-executive Directors. The inclusion of independent non-executive Directors as Eligible Participants is intended to provide the Company with the flexibility to offer competitive remuneration packages and is consistent with the H Share Award Scheme's objective of attracting and retaining persons who make a significant contribution to the long-term growth and success of the Group.

At this stage, the Company has no plan to grant any Share Award to the independent non-executive Directors.

Rationale for Including Related Entity Participants and Service Provider Participants in the H Share Award Scheme

(i) Related Entity Participants

The Board and the independent non-executive Directors consider that the inclusion of Related Entity Participants in the H Share Award Scheme is necessary for the following reasons:

First, the Group's success depends substantially on the efforts and collaboration of key external parties, including Related Entity Participants, whose close relationship with the Group enables them to meaningfully influence its business, reputation, operations and performance. By extending the grant of Share Awards to Related Entity Participants, the Company can strengthen their loyalty to the Group and provide a meaningful incentive that encourages a deeper level of engagement in advancing the Group's business objectives.

Second, the Company operates in a dynamic and capital-intensive semiconductor industry where strategic investments in complementary businesses and technologies may be pursued as part of the Group's long-term growth strategy. It is foreseeable that the Company may establish joint ventures or associates, or acquire equity interests in investee companies in the future whose operations contribute to the Company's development and competitiveness. The inclusion of Related Entity Participants as Eligible Participants at this stage affords the Company the flexibility to incentivize and align the interests of key personnel of such future investee companies with those of the Company from the outset of any investment, without the need to seek further Shareholders' approval to amend the scope of the H Share Award Scheme at a later date.

Third, granting Share Awards to Related Entity Participants supports the maintenance of stable and enduring relationships with key partners and helps preserve the Group's cash resources by utilizing equity-based incentives to attract

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and retain external talent and collaborators. By holding a direct ownership interest in the Company through such Share Awards, Related Entity Participants will become Shareholders of the Company, thereby aligning their interests with those of the Company and the wider Shareholder base.

Fourth, taking into consideration the nature of the Group's business model and the participant scopes adopted by comparable listed companies on the Stock Exchange, the Board and the independent non-executive Directors are of the view that including Related Entity Participants in the H Share Award Scheme is consistent with the operational requirements of the Group and with prevailing industry norms. The criteria established for selecting Related Entity Participants are also aligned with the purposes of the H Share Award Scheme.

The Company further notes that no Share Awards have been granted to any Related Entity Participants as at the Latest Practicable Date, and the Company has no current plan or intention to grant any Share Awards under the H Share Award Scheme. The inclusion of Related Entity Participants is intended as a forward-looking measure to provide the Company with the necessary flexibility as its business evolves and strategic investment opportunities arise.

(ii) Service Provider Participants

The Board and the independent non-executive Directors consider that the inclusion of Service Provider Participants in the H Share Award Scheme is necessary because the Group's success depends substantially on the efforts and collaboration of key external parties. Service Provider Participants provide essential expertise and services critical to the Group's operational capabilities and future development. Extending Share Awards to Service Provider Participants will strengthen their loyalty to the Group, encourage deeper engagement in advancing the Group's business objectives, support the maintenance of stable and enduring relationships with key partners, and help preserve the Group's cash resources by utilizing equity-based incentives to attract and retain external collaborators. By holding a direct ownership interest in the Company, these participants will become Shareholders, thereby aligning their interests with those of the Company and the wider Shareholder base.

The services provided by Service Provider Participants are akin to those of employees in the following respects: (a) their services form an integral part of the Group's core business processes, without which R&D and production activities cannot function; (b) the Group maintains long-term, continuous engagement with them due to the long-term chip development lifecycle, and switching costs are prohibitively high; (c) their personnel work closely with the Group's internal teams on an ongoing basis, often with dedicated resources assigned to the Group's projects; and (d) the quality and continuity of their services directly impact the Group's business performance, similar to the contribution of the Group's own employees. Consequently, they are included as Eligible Participants to align their long-term interests with those of the Company and its Shareholders, thereby

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incentivizing prioritized capacity allocation, preferential pricing, stable production supply, and sustained technical collaboration essential to the Group's long-term growth. The ongoing and recurring nature of these engagements is consistent with the Note to Rule 17.03A(1), which contemplates persons who work for the issuer as independent contractors where the continuity and frequency of their services are akin to those of employees.

The Board and each independent non-executive Director consider that, in addition to the contributions of employees, the Group's success also depends substantially on the efforts and collaboration of key external parties. Related Entity Participants, whose close relationship with the Group enables them to meaningfully influence its business, reputation, operations and performance, and Service Provider Participants, who provide essential expertise and services critical to the Group's operational capabilities and future development, are integral to the Group's continued growth and competitiveness.

The Board and the independent non-executive Directors believe that extending the grant of Share Awards to Related Entity Participants and Service Provider Participants will strengthen their loyalty to the Group and serve as a meaningful incentive, encouraging a deeper level of engagement in advancing the Group's business objectives. This will support the maintenance of stable and enduring relationships with key partners and help preserve the Group's cash resources by utilizing equity-based incentives to attract and retain external talent and collaborators.

The basis of eligibility of the grants to Related Entity Participants and Service Provider Participants have been structured so as to align with the stated purposes of the H Share Award Scheme. The vesting conditions and performance targets applicable to such grants will be designed to ensure that the interests of these participants remain closely aligned with those of the Company and its Shareholders over the medium to long term. Furthermore, the quantum of awards granted to each participant will be determined by reference to, among other things, the nature and strategic importance of the services rendered, the participant's anticipated contribution to the Group's future development, and the overall objectives of the H Share Award Scheme, ensuring that the scale of each grant is proportionate to the value delivered to the Group and consistent with the purpose of incentivizing long-term collaboration.

Taking into consideration the nature of the Group's business model, together with an assessment of participant scopes adopted by comparable listed companies on the Stock Exchange, the Board (including the independent non-executive Directors) are of the view that including Related Entity Participants and Service Provider Participants in the H Share Award Scheme is consistent with the operational requirements of the Group and with prevailing industry norms. The criteria established for selecting these participants are also aligned with the purposes of the H Share Award Scheme. On this basis, the Board (including independent non-executive Directors) consider the inclusion of Related Entity

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Participants and Service Provider Participants to be fair and reasonable, in line with the Group's business needs, in the interest of the H Share Award Scheme's purposes, and conducive to the long-term interests of the Company and its Shareholders as a whole.

V. Vesting Period

The vesting period in respect of any Share Award shall be not less than twelve (12) months, except that only with respect to Employee Participants, may be subject to a shorter vesting period in the circumstances set out below and subject to the discretion of the Board and/or its authorized person:

- (i) grant of "make-whole" Share Awards to new joiners to replace the share awards forfeited when leaving their previous employers;
- (ii) grants to an Employee Participant whose employment is terminated due to death or disability or occurrence of any out-of-control event (in those circumstances the vesting of Share Awards may accelerate);
- (iii) grants to an Employee Participant that are subject to performance-based conditions, rather than time-based conditions;
- (iv) grants that are made in batches during a year for administrative or compliance reasons, which include Share Awards that should have been granted earlier if not for such administrative or compliance reasons but had to wait for a subsequent batch. In such case, the vesting period may be shortened to reflect the time from which the Share Awards should have been granted;
- (v) grants with a mixed or accelerated vesting schedule such as where the Share Awards may vest evenly over a period of 12 months; and
- (vi) grants with a total vesting period of more than 12 months.

To ensure the practicability in fully achieving the purpose of the H Share Award Scheme, the Board and the Remuneration Committee consider that (i) there are certain instances where a strict 12-month vesting requirement may not work or would be unfair to Employee Participant(s), such as those set out above; (ii) there is a need for the Company to retain flexibility in exceptional circumstances where justified; and (iii) the Company should be allowed discretions to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition. Accordingly, the Directors (including the independent non-executive Directors) are of the view that the discretion in allowing a shorter vesting period in each of the circumstances for Employee Participant(s) as detailed above is appropriate and in line with the purpose of the H Share Award Scheme.

VI. Purchase Price

Under the H Share Award Scheme, an Eligible Participant is generally not required to pay any purchase price or make any other payment to the Company for accepting an offer of Share Awards, nor is the Eligible Participant required to pay any subscription or purchase price for the vesting of the Share Awards or the receipt of the Share Awards, unless otherwise determined by the Board or the Remuneration Committee. The Board or the Remuneration Committee may, at its full discretion and in line with the purpose of the H Share Award Scheme, determine the purchase price payable (for the avoidance of doubt, such purchase price payable may be nil), for the acceptance of an offer of Share Awards, the vesting of the Share Awards, or the receipt of the Share Awards.

In circumstances where the Board or the Remuneration Committee determines that a purchase price is required, the Board or the Remuneration Committee will determine the purchase price by reference to the following factors, as applicable: (a) the purpose of the H Share Award Scheme and the need to provide meaningful incentive to the Grantee; (b) the market price of the H Shares at or around the time of the grant; (c) the contribution or anticipated contribution made by the Grantee to the Group; (d) the prevailing market conditions and comparable market practices; and (e) any other factors that the Board or the Remuneration Committee considers relevant.

The Board does not intend to provide any loans to Eligible Participants for the purposes of acquiring Share Awards under the H Share Award Scheme. Upon being notified of the grant, Eligible Participants shall accept the Share Awards within ten (10) business days.

The Board considers that it is consistent with the purpose of the H Share Award Scheme for the Company to retain discretion to consider the purchase price, if any, so that meaningful reward may be provided to Eligible Participants in recognition of their contribution or potential contribution to the Group.

VII. Performance Targets

Vesting of Share Awards shall be subject to the performance targets, if any, to be satisfied by the Grantees as determined by the Board or its authorized person from time to time. Such performance targets shall include, without limitation, the Company's business, financial, or operational performance, or any performance assessment criteria deemed reasonable and applicable to the Eligible Participant as determined by the Board and/or its authorized persons in their absolute discretion, based on, among other considerations:

- (i) for Directors and members of senior management of the Company: business or financial milestones, transaction milestones, performance appraisal within a specified period reaching a desirable level, or the Grantee's anticipated future contribution to the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets etc.);

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- (ii) for other Employee Participants (except a Director or member of senior management of the Company): performance appraisal within a specified period reaching a desirable level, or the Grantee's anticipated future contribution to the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets etc.); and
- (iii) for Related Entity Participants and Service Provider Participants: the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.).

In assessing a Grantee's anticipated future contribution to the Group, the Board or the Remuneration Committee will consider their expertise, technical skills, and track record of delivering value to the Group. For internal employees, this includes contributions to R&D, production efficiency, fostering innovation, and leading teams, as well as measurable impacts such as reduced costs, improved gross margins, and achievement of strategic goals. For external partners, the focus will be on their industry expertise, ability to meet production requirements, drive technological advancements, secure customers, and contribute to key projects or collaborations that enhance the Group's growth, competitiveness, and long-term success.

The Board or the Remuneration Committee shall review and determine whether the performance targets for the relevant Eligible Participant(s) have been achieved.

The Board believes that it is in the best interests of the Company to retain the flexibility to impose appropriate conditions in light of the particular circumstances of each grant of Share Awards, which would then be a more meaningful reward for each Eligible Participant's contribution or potential contribution. It is considered that by allowing the Company to require the Eligible Participant to achieve such performance targets as may be stipulated in the award letter on a case-by-case basis, the Company may be in a better position to incentivise suitable Eligible Participants to deliver high quality work or to complete specified projects or goals important to the Group, which is in line with the purpose of the H Share Award Scheme. Where Share Awards are granted to Directors or senior management of the Company without performance targets, the views of the Remuneration Committee on why performance targets are not necessary and how the grants align with the purpose of the H Share Award Scheme, will be included in the announcement to be issued after any grant of Share Awards as required by the Listing Rules.

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VIII. Lapse, Cancellation and Clawback Mechanism

Lapse

Any unvested Share Awards granted to an Eligible Participant shall immediately and automatically lapse in the following circumstances:

- (i) where any Eligible Participant is deemed to no longer be an Eligible Participant under the H Share Award Scheme including by reason of departure, termination of employment or service relationship with the Company, cessation of providing services to the Company, loss of working capacity or death, being declared missing or dead, or reaching the statutory retirement age, any unvested Share Awards granted to such Eligible Participant shall immediately and automatically lapse, and the relevant vesting period shall cease to apply. Any vested Shares shall be retained, provided that such Eligible Participant shall sell all vested Shares within six (6) months from the date on which he/she ceases to be an Eligible Participant, unless the Board and/or its authorized person(s) in their sole discretion resolve otherwise; and
- (ii) under the following circumstances, where any Eligible Participant ceases to be an Eligible Participant, any unvested Share Awards shall immediately and automatically lapse, and the relevant vesting dates shall cease to apply:
 - (a) where the Eligible Participant has committed misconduct (whether or not the Eligible Participant's continuous service has ceased);
 - (b) colluding with competitors to poach business opportunities from the Company, thereby causing substantial detriment to its interests (except for the purchase of no more than 1% of such competing entity's equity in the aggregate on the open market), or breaches any non-competition obligations undertaken by him/her to the Company;
 - (c) where the Eligible Participant has caused material detriment to the Company's interests, disclosed the Company's commercial or technical secrets, breached the Company's confidentiality agreements, violated the employment contract or the Company's rules and regulations, or committed serious violations of laws or regulations;
 - (d) failure to perform or improper performance of duties by the Eligible Participants resulting in significant asset losses or other major adverse impacts to the Company;

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- (e) accepting or soliciting bribes, embezzlement, theft that jeopardizes the Company's interests and reputation or other unlawful acts that have a material adverse impact on the image of the Company, and have been penalized;
- (f) maliciously destroying the Company's materials and resources;
- (g) the Eligible Participant is convicted or held liable for breaching the Securities and Futures Ordinance or other securities laws or regulations of Hong Kong, or any other applicable laws or regulations in force from time to time, or for breaching relevant regulations, laws and statutes; or
- (h) any other conduct which the Board and/or its authorized persons may in good faith determine to be reasonable grounds for terminating his/her contract.

The Share Awards lapsed will not be regarded as utilized for the purpose of calculating the Scheme Mandate Limit and Service Provider Sublimit.

Clawback Mechanism

In the event that any of the circumstances set out in paragraphs (ii) (a) to (h) above occurs, the clawback mechanism shall be triggered, and the Board and/or its authorized person(s) shall have the right (but not the obligation) to determine that the Company shall repurchase the Share Awards and the corresponding interests at such consideration as may be determined from time to time. The Company shall also have the right to reserve the power to take legal action to recover the relevant gains derived by such person from vested Share Awards, including but not limited to requiring such person to repay all cash profits (including any dividends) realized through the sale of Shares vested under the Share Awards, or deducting an equivalent amount or value of Share Awards from any amounts owed by the relevant Group company to such Grantee.

The Board is of the view that the clawback mechanism in the H Share Award Scheme provides a choice for the Company to claw back the Share Award(s) granted to Grantee(s) culpable of misconduct and is in line with the purpose of the H Share Award Scheme and the interests of Shareholders.

Cancellation

Any unvested Share Awards granted to an Eligible Participant may be cancelled by the Board in the following circumstances:

- (a) with the consent of the relevant Grantee;
- (b) where the Board determines, in its absolute discretion, that the cancellation is in the best interests of the Company; and

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- (c) where the relevant Eligible Participant sells, transfers, charges, mortgages, creates an encumbrance over, or otherwise disposes of any Share Awards or any property held by the Trustee on trust for such Eligible Participant, or creates any interest in favour of, or enters into any agreement with, any third party in respect of such Share Awards or property, in contravention of the H Share Award Scheme Rules.

The Share Awards cancelled will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit and Service Provider Sublimit.

IX. Scheme Mandate Limit

The total number of H Shares which may be issued in respect of all options, if any, and/or incentives and/or awards involving new H Shares which may be granted under the H Share Award Scheme and any other share schemes shall not in aggregate exceed 5% of the total number of the relevant class of Shares in issue (excluding treasury shares) as at the Adoption Date in compliance with Rule 17.03B (the “**Scheme Mandate Limit**”). The Company’s relevant class of Shares in issue consisted of H Shares and Unlisted Shares.

The Scheme Mandate Limit may be refreshed by the Shareholders at general meeting after three years from (i) the date of Shareholders’ approval for the last refreshment; or (ii) the Adoption Date (whichever is later), provided that:

- (i) the total number of H Shares which may be issued in respect of all options, if any, and/or incentives and/or awards involving new H Shares which may be granted under the H Share Award Scheme or any other share schemes of the Company under the Scheme Mandate Limit as “refreshed” shall not in aggregate exceed 10% of the total number of the relevant class of Shares in issue (excluding treasury shares) as at the date of approval of the refreshed scheme mandate in compliance with Rule 17.03C; and
- (ii) a circular on the proposed refreshed Scheme Mandate Limit and/or refreshed Service Provider Sublimit has been sent to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules, including but not limited to the number of awards that were already granted under the existing Scheme Mandate Limit and/or the existing Service Provider Sublimit and the reason for the refreshment.

As at the Latest Practicable Date, there were 254,317,736 Shares in issue (including 9,215,771 Unlisted Shares and 245,101,965 H Shares). Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, the total number of H Shares (including treasury shares) which may be issued in respect of the Share Awards to be granted under the H Share Award Scheme and any other schemes shall not in aggregate exceed 12,715,886 H Shares, representing approximately 5% of the total number of the relevant class of Shares in issue (excluding treasury shares) as at the Adoption Date, to Eligible

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Participants. The Company will satisfy the vesting and/or exercising of Share Awards by issue of new H Shares (including transfer of treasury shares) and/or procure the Trustee to purchase existing H Shares of the Company. As at the Latest Practicable Date, the Company did not hold any treasury shares. However, the Company may in the future acquire H Shares through the exercise of the Share Repurchase Mandate, which may be held as treasury shares. In such event, the Company may utilize such treasury shares, and such treasury shares will be treated as new Shares for the purpose of satisfying Share Awards granted under the H Share Award Scheme, subject to compliance with the Listing Rules and applicable laws and regulations.

The basis for determining the Scheme Mandate Limit includes (i) the potential dilution effect of the voting rights arising from grants to the Eligible Participants; (ii) the importance of striking a balance between achieving the purpose of the H Share Award Scheme and protecting the Shareholders from the dilution effect of the voting rights from granting a substantial amount of Share Awards to the Eligible Participants; and (iii) the expected contribution to the development and growth of the Group attributable to the Eligible Participants. Taking into account the above, the Board considers that the Scheme Mandate Limit would not lead to an excessive dilution of voting rights of the existing Shareholders and is appropriate and reasonable.

X. Individual Limit

Unless approved by the Shareholders in the manner set out in the H Share Award Scheme, the total number of the relevant class of Shares issued and to be issued involving issue of new H Shares (including transfer of treasury shares (if any)) in respect of all awards and options (if any) granted under the H Share Award Scheme and any other share scheme(s) (if any) of the Company to each Eligible Participant in the 12-month period up to and including the date of such grant shall not in aggregate over 1% of the total number of the relevant class of Shares in issue (excluding treasury shares (if any)) (the “**Individual Limit**”). Where any grant of Share Awards under the H Share Award Scheme to an Eligible Participant would result in the aggregate number of Shares issued and to be issued involving issue of new H Shares (including transfer of treasury shares (if any)) in respect of all awards and options (if any) granted under the H Share Award Scheme and any other share scheme(s) (if any) of the Company to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the H Share Award Scheme and any other share scheme(s) (if any) of the Company) in the 12-month period up to and including the date of such grant exceeding the Individual Limit, such grant must be separately approved by Shareholders in general meeting with such Eligible Participant and his/her close associates (or his/her associates if the Eligible Participant is a connected person of the Company) abstaining from voting. The Company must send a circular to Shareholders.

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Any grant of Share Awards to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates under the H Share Award Scheme must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the Grantee of the Share Awards).

Where any grant of awards (excluding grant of options (if any)) to a Director (other than an independent non-executive Director) or chief executive of the Company (or any of their associates) would result in the number of Shares issued and to be issued in respect of all awards involving issue of new H Shares (including the Shares to be allotted and issued using treasury shares (if any)) already granted under the H Share Award Scheme and any other share scheme(s) (if any) of the Company (excluding any awards lapsed in accordance with the terms of the H Share Award Scheme or any other share scheme(s) (if any) of the Company) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the total number of the relevant class of Shares in issue (excluding treasury shares (if any)) as at the date of grant, such further grant of Share Awards must be approved by Shareholders in general meeting with such Eligible Participant and his/her associate and all core connected persons of the Company abstaining from voting in favor at such general meeting. The Company must send a circular to the Shareholders within such time as may be specified in the Listing Rules and shall comply with the requirements under Rules 13.40, 13.41 and 13.42 of the Listing Rules.

Where any grant of awards or options to a substantial shareholder or an independent non-executive Director of the Company (or any of their respective associates) would result in the number of Shares issued and to be issued in respect of all awards and options (if any) involving issue of new H Shares (including the Shares to be allotted and issued using treasury shares (if any)) already granted under the H Share Award Scheme and any other share scheme(s) (if any) of the Company (excluding any awards lapsed in accordance with the terms of the H Share Award Scheme or any other share scheme(s) (if any) of the Company) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the total number of the relevant class of Shares in issue (excluding treasury shares (if any)) as at the date of grant, such further grant of Share Awards must be approved by the Shareholders in general meeting with such Eligible Participant and his/her associate and all core connected persons of the Company abstaining from voting in favor at such general meeting. The Company must send a circular to the Shareholders within such time as may be specified in the Listing Rules and shall comply with the requirements under Rules 13.40, 13.41 and 13.42 of the Listing Rules.

XI. Service Provider Sublimit

Within the Scheme Mandate Limit, the maximum number of Shares which may be allotted and issued in respect of all Share Awards to be granted under the H Share Award Scheme to Service Provider Participants, shall not exceed 1% of the total

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number of issued shares of the Company (excluding treasury shares, if any) as at the date of Shareholders' approval of the Scheme Mandate Limit and such service provider sublimit (the "**Service Provider Sublimit**"). Assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, the Service Provider Sublimit shall not exceed 2,543,177 H Shares, representing 20% of the Scheme Mandate Limit and 1% of the total number of the relevant class of Shares in issue (excluding treasury shares). The Service Provider Sublimit will be subject to separate approval by the Shareholders at the AGM, in compliance with Rule 17.03B(2) of the Listing Rules.

The basis for determining the Service Provider Sublimit includes (a) the potential dilution effect arising from Share Awards to the Service Provider Participants; (b) the importance of striking a balance between achieving the purpose of the H Share Award Scheme and protecting the Shareholders from the dilution effect from granting a substantial amount of Share Awards to the Service Provider Participants; (c) the extent of use of Service Provider Participants in the Group's businesses; (d) the expected contribution to the development and growth of the Company attributable to the Service Provider Participants; and (e) the fact that the Company expects that a majority of Share Awards will be granted to the Employee Participants and as such there is a need to reserve a larger portion of the Scheme Mandate Limit for grants to the Employee Participants. Based on the above, the Board considers that the Service Provider Sublimit will not lead to an excessive dilution of shareholding of the existing Shareholders and is appropriate and reasonable.

Considering that there are no other share schemes over or funded by new Shares other than the H Share Award Scheme and the assessment criteria for the selection of Service Provider Participants allows flexibility for the Board to consider and evaluate a variety of factors at its discretion to ensure the Share Award(s) are granted to eligible Service Provider Participants, the Board is of the view that the Service Provider Sublimit is in line with the Company's business needs, and aligns with the purpose of the H Share Award Scheme and the long term interests of the Company and the Shareholders and is fair and reasonable as a whole.

The Service Provider Sublimit is subject to separate approval by the Shareholders at the AGM.

XII. Transferability

The Share Awards granted under the H Share Award Scheme are personal to the respective Grantees and are non-transferrable. During the scheme period, unless and until the Share Awards are vested and actually transferred to the Grantees in accordance with the H Share Award Scheme (if applicable), the Grantees shall not deal with the Share Awards granted in any way, including but not limited to the sale, transfer, pledge, mortgage, encumber or to create any benefits for others, or to enter into any agreement to do any of the foregoing. Any purported transfer, assignment,

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charge, pledge or other disposition of unvested Share Awards in contravention of this provision shall be void and the corresponding unvested Share Awards shall lapse and be cancelled.

XIII. Restrictions on the Time of Grant of Share Awards

Where the Listing Rules and any code or provision of applicable law from time to time prohibit the trading of H Shares, the Board and/or its authorized persons shall not grant any Share Awards pursuant to the H Share Award Scheme nor shall they issue any instructions to the Trustee under the H Share Award Scheme to acquire any H Shares. Without limiting the generality of the foregoing, no such instructions shall be issued nor any such grants made during the following periods:

- (i) from the time the Company becomes aware of information required to be disclosed under Rule 13.09 of the Listing Rules or inside information required to be disclosed under Part XIVA of the Securities and Futures Ordinance, until and including the trading day on which such information is publicly announced in accordance with the Listing Rules, the Securities and Futures Ordinance and/or applicable law;
- (ii) the period commencing 30 days immediately before the earlier of: (a) the date of the Board meeting for approving the Company's results for any year, half-year, quarterly or other interim period (whether or not required under the Listing Rules), as such date is first notified to the Stock Exchange; and (b) the deadline for the Company to announce its results for any year, half-year, quarterly or other interim period (whether or not required under the Listing Rules) in accordance with the Listing Rules, and ending on (and including) the date of the results announcement, including any period of delay in publishing such results announcement;
- (iii) (where the Eligible Participant is a Director or a chief executive of the Company) during the 60-day period immediately preceding the date of publication of the annual results for any financial period of the Company, during the 30-day period immediately preceding the date of publication of the interim results for any financial period of the Company, or (whichever is shorter) from the end of the relevant financial period until the date of publication of the results;
- (iv) during any period in which the Eligible Participant (including a Director of the Company) is prohibited from dealing in Shares under the Listing Rules, the Securities and Futures Ordinance or any other applicable law or regulation;
- (v) where any necessary governmental or regulatory approvals have not been obtained; and

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- (vi) where the grant of Share Award(s) is prohibited by the Listing Rules, the Securities and Futures Ordinance or any other applicable laws or regulations, or would result in a breach of the Listing Rules, the Securities and Futures Ordinance or any other applicable laws or regulations.

No Share Awards involving issue of new Shares will be granted during the six months from January 8, 2026, the date on which H Shares were listed and on which dealings in H Shares were first permitted to commence on the Stock Exchange.

XIV. Voting Rights and Dividends

Pursuant to the H Share Award Scheme, the Trustee holding unvested Share Awards, whether directly or indirectly, shall abstain from voting or exercising any voting rights in respect of any Shares held, whether directly or indirectly, under the trust or as nominee on matters that require approval of the Shareholders under the Listing Rules, unless otherwise required by applicable laws or regulations to vote in accordance with the beneficial owner's direction and such a direction is given.

Grantees shall not be entitled to any voting rights or dividend rights in respect of unvested Share Awards (including those arising on a liquidation of the Company) prior to vesting. However, Grantee(s) shall be entitled to any dividends on all vested Share Award(s). Dividends received on pre-vested Share Award(s) held by the Trustee shall be treated as cash income of the relevant trust.

Unvested Share Awards are personal to the Grantee and the transfer rights and other rights attached thereto shall not be transferable, assignable, charged, pledged or otherwise encumbered or disposed of in any manner by the Grantee, whether voluntarily or involuntarily, to any third party. Any purported transfer, assignment, charge, pledge or other disposition of the transfer rights and other rights in respect of unvested Share Awards in contravention of this provision shall be void and the corresponding unvested Share Awards shall lapse and be cancelled. Upon vesting, the Grantee shall be entitled to exercise the transfer rights and other rights in respect of the vested Shares in accordance with applicable laws, regulations and the Listing Rules, subject to any restrictions or lock-up periods as may be imposed by the Board and/or its authorized person(s) from time to time.

The new H Shares allotted and issued by the Company under the H Share Award Scheme are identical with other Shares in issue and shall rank *pari passu* in all respects with the fully paid Shares in issue on the date of allotment.

XV. Alteration

The H Share Award Scheme may be amended at the discretion of the Board and/or its authorized persons in accordance with applicable laws and regulations, provided that the amended terms of the H Share Award Scheme or the Share Awards must still comply with the relevant requirements of Chapter 17 of the Listing Rules. In the event of any inconsistency between the rules of the H Share Award Scheme and relevant laws, regulations, agreements or the Listing Rules, the provisions of the

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relevant laws, regulations, agreements and the Listing Rules shall prevail. Subject to the provisions of the relevant laws, regulations, agreements and the Listing Rules, the Board and/or its authorized persons shall obtain the approval of the Shareholders for any amendment to the H Share Award Scheme.

The H Share Award Scheme may be amended in any respect by resolution of the Board, provided that (i) no such amendment or modification shall impose any additional or more onerous duties, responsibilities or obligations upon the Trustee unless the Trustee has given its prior written consent; and (ii) any change of a material nature to the terms and conditions of the H Share Award Scheme, or any change to the power of the Board and/or its authorized persons to amend the terms of the H Share Award Scheme, or any change to specific terms of the H Share Award Scheme relating to matters set out in Rule 17.03 of the Listing Rules which are favourable to the Grantee(s) or proposed Grantee(s), shall be subject to the approval of the Shareholders at a general meeting. The determination by the Board and/or its authorized persons as to whether any proposed amendment to the terms and conditions of the H Share Award Scheme is material shall be final.

Where the initial grant of relevant Share Award under the H Share Award Scheme is approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be), any variation to the terms of Share Awards granted to Grantee(s) shall be subject to approval by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be), save for variations which take effect automatically under the existing terms of the H Share Award Scheme. The Board and/or its authorized persons may amend the provisions of the H Share Award Scheme to reflect any amendments made to the Listing Rules after the Adoption Date in order to comply with the relevant provisions of the Listing Rules.

XVI. Change in Capital Structure

In the event of a change of control of the Company, such as by takeover bid, merger, or other means, the Board and/or its authorized person shall have absolute discretion to determine whether any Share Awards shall vest for the Grantee(s) and the timing of such vesting. Should the Board elect to vest any Share Award(s) in favor of a Grantee, the Trustee shall distribute the Shares as outlined in the H Share Award Scheme to the Grantee(s) or an entity controlled by them, such as a trust or private company. Any such decision to accelerate vesting shall be made in accordance with the terms of the H Share Award Scheme and comply with Chapter 17 of the Listing Rules. Unless shortening of vesting period is permitted under the circumstances provided pursuant to the terms of the H Share Award Scheme, the Board shall not shorten the vesting period of any Share Awards to less than 12 months due to a change of control.

Any change in the Company's capital structure, including a capitalisation or bonus issue, rights issue with price-dilutive element or open offer with price-dilutive element and sub-division or consolidation of Shares while Share Awards remain unvested, may lead the Board to make necessary and equitable adjustments at their

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discretion. This includes adjusting (i) the maximum number of H Shares under the H Share Award Scheme and/or (ii) the number of H Shares available for Grantee(s) regarding unvested Share Awards. Adjustments must ensure that the proportion of the Company's share capital represented by the H Shares remains consistent with prior entitlements and require prior approval from the Shareholders if favorable to the Grantee(s).

The adjustment mechanism shall follow the principles and formulas prescribed under Appendix I of FAQ13 of the Listing Rules for a capitalisation or bonus issue, rights issue or open offer and sub-division or consolidation of Shares:

- (1) In the case of a capitalisation issue or bonus issue and rights issue with price-dilutive element or open offer with price-dilutive element, the Company would calculate the adjusted number of Share Awards and adjusted purchase price by applying the formula prescribed (and as updated from time to time) by the Stock Exchange in section I entitled "Capitalisation or Bonus Issue and Rights Issue or Open Offer of Shares" of the Supplemental Guidance published by the Stock Exchange, set out below:

$$\text{New number of Share Awards} = \text{Existing Share Awards} \times F$$

$$\text{New purchase price} = \text{Existing purchase price} \times 1/F$$

Where

$$F = \text{CUM}/\text{TEEP}$$

CUM = Closing price as shown in the daily quotation sheet of the Stock Exchange on the last day of trading before going ex-entitlement

$$\text{TEEP (theoretical ex entitlement price)} = [\text{CUM} + [\text{M} \times \text{R}]]/[1 + \text{M}]$$

M = Entitlement per existing Share

R = Subscription price

- (2) In the case of a consolidation or subdivision of share capital or reduction of the share capital, the Company would calculate the adjusted number of Share Awards and purchase price by applying the formula prescribed (and as updated from time to time) by the Stock Exchange in section II entitled "Subdivision or Consolidation of Shares" of the Supplemental Guidance published by the Stock Exchange, set out below:

$$\text{New number of Share Awards} = \text{Existing Share Awards} \times F$$

$$\text{New purchase price} = \text{Existing purchase price} \times 1/F$$

Where F = Subdivision or consolidation or reduction of share capital factor

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All adjustments must be confirmed by an independent financial adviser or auditor, ensuring compliance with the H Share Award Scheme and relevant Listing Rules. No such adjustments may be made to the extent that a Share would be issued at less than its nominal value, and the issue of Shares as consideration in a transaction may not be regarded as a circumstance requiring adjustment.

Unless otherwise determined, in the event of a public offering involving securities held by the Trustee, the Trustee shall not subscribe for new Shares. For rights issues, the Trustee shall sell the unpaid rights and hold the net proceeds as part of the trust. Regarding bonus warrants or Shares, the Trustee shall not subscribe or procure subscriptions, but shall instead sell such warrants or Shares, with net proceeds being held in trust. In cases of scrip dividends or other non-cash distributions, the Trustee shall elect to receive or sell such distributions, holding the proceeds as cash of the trust.

If the Company announces a general meeting to consider voluntary winding up or is ordered to be wound up, the Board shall decide whether any Share Award(s) shall vest for Grantee(s) and determine the timing thereof. Upon vesting, the Board will notify the relevant Grantee(s) and ensure that the Trustee facilitates the transfer of legal and beneficial title to the Share Award(s). Should the Board determine that unvested awards will not vest, those awards shall immediately lapse, and the vesting period shall not be shortened to less than 12 months unless circumstances permitted under the H Share Award Scheme apply. Any decision regarding vesting or acceleration in this scenario will be made in accordance with the terms of the H Share Award Scheme and Chapter 17 of the Listing Rules.

XVII. Termination

The H Share Award Scheme shall terminate on the earlier of (i) the tenth anniversary of the Adoption Date; and (ii) an earlier determination date as determined by the Board and/or its authorized person, provided that such termination shall not affect any continuing rights of any Eligible Participants.

Upon termination of the H Share Award Scheme, no further Share Award(s) shall be granted, and all Share Award(s) granted to Grantee(s) shall remain with the Trustee, vesting in accordance with specified conditions. The Trustee shall sell all remaining H Shares in the trust (excluding vested Share Award(s)) within 28 business days, or an extended period as determined by the Trustee and the Board. All net proceeds from such sale, along with any remaining funds or property in the trust, shall be remitted to the Company after deducting relevant costs, liabilities, and expenses. The Trustee shall neither transfer H Shares to the Company nor allow the Company to hold any H Shares, except for its interest in sale proceeds.

XVIII. Others

As at the Latest Practicable Date, the Company had one employee incentive plan (“**Employee Incentive Plan**”). The terms of the Employee Incentive Plan do not involve the issue of new Shares or the grant of options to subscribe for new Shares upon Listing. All underlying Shares under the Employee Incentive Plan have already been

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issued to the employee platforms prior to the Listing, and the Company has no intention to grant new Shares under the Employee Incentive Plan. Accordingly, the Employee Incentive Plan will not have any dilution effect on the issued Shares after Listing and is not subject to Chapter 17 of the Listing Rules. As at the Latest Practicable Date, the total number of Shares available for issue under the Employee Incentive Plan is nil.

As at the Latest Practicable Date, the Company has not appointed a Trustee under the H Share Award Scheme. None of the Director is and will be a Trustee of the H Share Award Scheme or has a direct or indirect interest in the Trustee.

So far as the Directors are aware of, as at the Latest Practicable Date, none of the Shareholders is required to abstain from voting for said resolution(s).

7. PROPOSED AUTHORIZATION TO THE BOARD AND/OR AUTHORIZED PERSON(S) TO HANDLE MATTERS RELATED TO THE H SHARE AWARD SCHEME

To procure the implementation of the H Share Award Scheme, the Board has proposed that, subject to the approval of the H Share Award Scheme by the Shareholders at the AGM, the Shareholders also grant an authorization to the Board and/or its authorized person to deal with matters in relation to the H Share Award Scheme with full authority, including but not limited to:

- (a) administer and operate the H Share Award Scheme, establish detailed implementation rules, and take necessary measures to implement the H Share Award Scheme;
- (b) interpret the H Share Award Scheme, and subject to compliance with the H Share Award Scheme and the restrictions under Chapter 17 of the Listing Rules, amend and/or revise the rules of the H Share Award Scheme from time to time, provided that such amendments and/or revisions shall be made in accordance with the provisions of the H Share Award Scheme relating thereto and shall comply with Chapter 17 of the Listing Rules;
- (c) assess Eligible Participants and grant Share Award(s), determine the purchase price (if applicable), vesting period and vesting conditions such as performance assessment criteria, and execute agreements relating to Share Award(s), such as grant letters, on behalf of the Company to Eligible Participant(s);
- (d) subject to approval by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be), amend the purchase price (if applicable), vesting period and vesting conditions (such as performance assessment criteria) set out in the grant letter from time to time in light of market changes to better achieve the objectives of the H Share Award Scheme; in such circumstances, issue a notice to the relevant Eligible

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Participant(s) setting out the adjustments. For the avoidance of doubt, this requirement does not apply where alterations take effect automatically under the existing terms of the H Share Award Scheme;

- (e) determine the method of vesting of the Share Award(s);
- (f) allot and issue new H Shares, or transfer treasury shares, from time to time in accordance with the terms and conditions of the H Share Award Scheme and the Listing Rules, based on the number of H Shares required to be granting of the Share Award(s);
- (g) apply to the Stock Exchange for the listing of and permission to deal in the relevant H Shares at the appropriate time or period;
- (h) make necessary adjustments to the Scheme Mandate Limit, in the event of, including but not limited to: (a) capitalisation of reserves; (b) distribution of bonus shares; (c) Share consolidation or subdivision; or (d) issue of additional Shares pursuant to the terms of the H Share Award Scheme;
- (i) make necessary adjustments to the purchase price (if applicable) or the number of Shares subject to Share Awards granted under the H Share Award Scheme, in the event of a capitalisation or bonus issue, rights issue or open offer and sub-division or consolidation of Shares pursuant to Appendix I of FAQ13 of the Listing Rules;
- (j) complete any necessary approvals, registrations, filings, authorizations, consents or similar formalities (if any) with relevant governmental authorities, institutions or bodies in connection with the H Share Award Scheme; sign, execute, amend and complete documents submitted to relevant governmental authorities, institutions, organisations or individuals; and perform all acts deemed necessary, proper or appropriate in connection with the H Share Award Scheme;
- (k) execute, sign, amend and terminate all documents relating to the H Share Award Scheme; handle all procedures relating to the H Share Award Scheme; and take all actions deemed necessary, expedient or appropriate to give effect to the H Share Award Scheme;
- (l) appoint trustees, banks, accountants, solicitors, advisers and other professional bodies in connection with the H Share Award Scheme;
- (m) determine all matters relating to any trust deed(s) in respect of the execution of the H Share Award Scheme and sign such trust deed(s) on behalf of the Company; and
- (n) manage and execute such other matters as are necessary for the implementation of the H Share Award Scheme.

The aforementioned authorization to the Board and/or its authorized person shall be valid for the term of the H Share Award Scheme.

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8. 2025 PROFIT DISTRIBUTION PLAN

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 profit distribution plan. According to the financial status and the operation and development status of the Company, the Company did not have any profit available for distribution so far. The Board did not recommend the payment of a final dividend to Shareholders for the year ended December 31, 2025.

9. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Based on the nomination of the Nomination Committee and the deliberation by the Board, the Board proposed to appoint Mr. Ding Junbo (丁俊博) (“**Mr. Ding**”) as a non-executive Director.

The biographical details of Mr. Ding are set out below:

Mr. Ding Junbo (丁俊博), aged 35, served as a senior advisory consultant for transaction services of PricewaterhouseCoopers Consulting (Shenzhen) Limited, Shanghai Branch (普華永道諮詢(深圳)有限公司上海分公司) from September 2014 to May 2018. From May 2018 to December 2021, Mr. Ding served successively as a vice president and head of fund risk management at Hubei Yuanchuang Equity Investment Management Co., Ltd. (湖北元創股權投資管理有限公司). Since December 2021, he has been serving at Shanghai Lingang Technology Innovation Investment Management Co., Ltd. (上海臨港科創投資管理有限公司), a company focused on investment in the hard technology sector, where he has held the positions of senior risk management manager and director of post-investment risk management.

Mr. Ding obtained his bachelor’s degree in auditing from Nanjing Audit University (南京審計大學) in China. He obtained his MBA degree from Shanghai Jiao Tong University (上海交通大學) in China. Mr. Ding was admitted as an associate of the Association of Chartered Certified Accountants (ACCA) in 2014, and obtained his qualification of Certified Public Accountant of China in 2018. He is currently a non-practising member of the Chinese Institute of Certified Public Accountants (CICPA) and a fellow of the Association of Chartered Certified Accountants (FCCA).

As at the Latest Practicable Date, save as disclosed in this circular, Mr. Ding has confirmed that (i) he has not held any position in the Company or any other members of the Company; (ii) he has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) he has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company; and (iv) he does not hold any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Ding will enter into a service contract with the Company and will not receive remuneration for his position as a non-executive Director.

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As at the Latest Practicable Date, save as disclosed in this circular, the Board is not aware of any other information which shall be disclosed nor is/was Mr. Ding involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter in relation to his appointment that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The proposed appointment of Mr. Ding as a non-executive Director is subject to the approval of the Shareholders by way of ordinary resolution at the AGM. The term of office commences from the date of approval by the Shareholders at the AGM until the expiry of the term of office of the first session of the Board, which shall not exceed three years. Pursuant to the Articles of Association, Mr. Ding will be subject to re-election upon the expiry of his term of office.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

11. DOCUMENT AVAILABLE ON DISPLAY

A copy of the H Share Award Scheme will be published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.iluvatar.com) for at least 14 days prior to the date of the AGM and will be available for inspection at the AGM.

12. NOTICE OF ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 43 to 44 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of shareholders at general meetings must be taken by poll except where the chairman of the annual general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, resolutions to be proposed at the AGM will be voted on by poll. The Company will publish an announcement of the poll results after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, June 24, 2026 to Monday, June 29, 2026 (both days inclusive), during which period no transfer of H Shares will be effected. The record date for determining the entitlement of holders of H Shares to attend and vote at the AGM will be June 29, 2026. In order to be eligible to attend and vote at the AGM, holders of unregistered H Shares of the

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Company must ensure that all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, June 23, 2026, being the closing date for registration.

A proxy form for use at the AGM is enclosed with this circular and is also available on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.iluvatar.com). You must complete and sign the proxy form in accordance with the instructions printed thereon and deposit it together with the power of attorney or other authority (if any) signed or a notarized copy of such power of attorney or authority with Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not later than 24 hours before the time appointed for holding the AGM (or any adjournment thereof), i.e. not later than 4:00 p.m. on Sunday, June 28, 2026. Completion and return of the proxy form shall not preclude you from attending and voting at the AGM or any adjourned meeting if you so wish, in which case the completed and returned proxy form shall be deemed to have been withdrawn.

13. RECOMMENDATION

The Directors are of the view that the proposed resolutions at the AGM are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

By order of the Board
Shanghai Iluvatar CoreX Semiconductor Co., Ltd.
上海天數智芯半導體股份有限公司
Mr. Gai Lujiang
Chairman of the Board

The following explanatory statement is required under the Listing Rules to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM in relation to the grant of the Share Repurchase Mandate.

1. REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB254,317,736, comprising 9,215,771 Unlisted Shares and 245,101,965 H Shares with a par value of RMB1.00 each.

Subject to the passing of the special resolution for the granting of the Share Repurchase Mandate at the AGM and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM (i.e. 9,215,771 Unlisted Shares and 245,101,965 H Shares), the Directors will be allowed to repurchase, pursuant to the Share Repurchase Mandate, during the period in which the Share Repurchase Mandate remains in force a total of 24,510,196 H Shares, representing 10% of the total number of H Shares in issue (excluding any treasury shares) as at the date of the AGM.

2. REASONS FOR REPURCHASE

The Directors believe that the grant of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Depending on the prevailing market conditions and funding arrangements, such repurchases may enhance net asset value per Share and/or earnings per Share and will only be made if the Directors consider such repurchases beneficial to the Company and the Shareholders.

3. FUNDS FOR SHARE REPURCHASE

The Company may only use funds that may lawfully be used for the repurchase of Shares under its Articles of Association, the Listing Rules, PRC laws and/or any other applicable laws, as the case may be.

4. EFFECT OF SHARE REPURCHASE

The Share Repurchase Mandate, if exercised in full at any time during the proposed repurchase period, may have a material adverse effect on the working capital or gearing position of the Company as compared to the position disclosed in the audited accounts of the Company in its annual report for the year ended December 31, 2025. However, the Directors do not intend to exercise the Share Repurchase Mandate in circumstances where the exercise of the Share Repurchase Mandate would have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which, in the opinion of the Directors, are appropriate.

The Company will cancel any repurchased Shares and/or hold the repurchased Shares as treasury shares depending on the circumstances at the time of the repurchases, such as market conditions and its capital management requirements.

5. PRICE OF H SHARES

The highest and lowest prices per H Share traded on the Stock Exchange since January 8, 2026 (the Listing Date) up to and including the Latest Practicable Date are as follows:

Month	Highest (HK\$)	Lowest (HK\$)
2026		
January (<i>since the Listing Date</i>)	220.0	148.9
February	310.6	163.0
March	342.0	204.0
April	500.0	217.4
May	663.0	431.0
June (<i>up to the Latest Practicable Date</i>)	500.5	423.0

6. GENERAL

To the best knowledge of the Directors having made all reasonable enquiries, neither the Directors nor any of their respective close associates (as defined in the Listing Rules) have any current intention to sell any H Shares to the Company if the grant of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not received notification from any of the core connected persons (as defined in the Listing Rules) of the Company that they currently intend to sell any H Shares to the Company, or have undertaken not to sell any H Shares held by them to the Company, subject to the Shareholders' approval of the grant of the Share Repurchase Mandate.

The Directors will exercise the power of the Company to repurchase Shares under the Share Repurchase Mandate in compliance with the Listing Rules and applicable laws and regulations of the PRC. To the best knowledge of the Directors, there is nothing unusual about this explanatory statement and the Share Repurchase Mandate.

7. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If the repurchase of H Shares under the Share Repurchase Mandate results in an increase in a Shareholder's proportionate interest in the voting rights of the Company, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) may acquire or consolidate control of the Company (depending on the level of increase in Shareholders' interest) and thus be required to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the shareholding table of the Company is as follows:

Name of Shareholders	Number of H Shares	Number of Unlisted Shares	Shareholding percentage of total issued Shares
Single Largest Group of Shareholders	54,034,125	—	21.25%
Centurium Capital Entities	52,452,943	—	20.62%
— Fujian Centurium Phase I Investment Partnership (Limited Partnership) (福建大鈺一期投資合 夥企業(有限合夥)) (“ Centurium Phase I Investment Fund ”)			
— Nanjing Youxu Equity Investment Partnership (Limited Partnership) (南京優煦股權投資合夥企業(有限 合夥)) (“ Nanjing Youxu ”)			
— Xiamen Zhengmei Enterprise Management Partnership (Limited Partnership) (廈門鉦美企業管理合 夥企業(有限合夥)) (“ Xiamen Zhengmei ”)			
— Masterwork Holdings Limited (“ Masterwork Holdings ”)			
Xicheng Zhiyuan Entities	2,801,403	2,504,153	2.09%
— Beijing Ruifeng Equity Investment Fund (Limited Partnership)) (北京 瑞豐股權投資基金(有限合夥)) (“ Beijing Ruifeng ”)			
— Xicheng Zhiyuan Digital Power Selection (Beijing) Investment Center (Limited Partnership) (熙 誠致遠數字動力精選(北京)投資中 心(有限合夥)) (“ Xicheng Zhiyuan PE Fund ”)			
Shanghai Linke Zhixin Private Equity Investment Fund Partnership (Limited Partnership) (上海臨科智芯私募投資基 金合夥企業(有限合夥)) (“ Linke Zhixin ”)	3,083,654	2,055,769	2.02%

Name of Shareholders	Number of H Shares	Number of Unlisted Shares	Shareholding percentage of total issued Shares
Zhuhai Yueteng Ruiwen Equity Investment Partnership (Limited Partnership) (珠海悦騰睿文股權投資合 夥企業(有限合夥)) (“Zhuhai Yueteng”)	—	3,418,543	1.34%
Sichuan Xingchuan Entities	—	1,221,509	0.48%
— Sichuan Regional Collaborative Development Investment Guidance Fund Partnership (Limited Partnership) (四川區域協 同發展投資引導基金合夥企業(有 限合夥)) (“Sichuan Regional Collaborative Fund”)			
— Mianyang Gaochuang Equity Investment Fund Partnership (Limited Partnership) (綿陽高創股 權投資基金合夥企業(有限合夥)) (“Mianyang Gaochuang”)			
Shanghai Kuanqing Management Consulting Partnership (Limited Partnership) (上海寬青管理諮詢合夥企 業(有限合夥)) (“Shanghai Kuanqing”)	947,618	15,797	0.38%
Other Shareholders	<u>131,782,222</u>	<u>—</u>	<u>51.82%</u>
Total	<u>245,101,965</u>	<u>9,215,771</u>	<u>100.00%</u>

As of the Latest Practicable Date, the 9,215,771 Unlisted Shares held by our Shareholders, and the 106,487,068 H Shares held by the Single Largest Group of Shareholders and the Centurium Capital Entities, were not considered as part of the public float for the purpose of Rule 19A.13A of the Listing Rules. Therefore, the total number of listed H Shares of our Company held by the public represents 54.50% of the total number of issued Shares of our Company.

Based on the above shareholdings of the Company, in the event that the Directors exercise the Share Repurchase Mandate in full, which is not presently contemplated, and that there is no change in the issued share capital of the Company after the Latest Practicable Date, then the shareholding table of the Company is as follows:

Name of Shareholders	Number of H Shares	Number of Unlisted Shares	Shareholding percentage of total issued Shares
Single Largest Group of Shareholders	54,034,125	—	23.51%
Centurium Capital Entities	52,452,943	—	22.82%
— Centurium Phase I Investment Fund			
— Nanjing Youxu			
— Xiamen Zhengmei			
— Masterwork Holdings			
Xicheng Zhiyuan Entities	2,801,403	2,504,153	2.31%
— Beijing Ruifeng			
— Xicheng Zhiyuan PE Fund			
Linke Zhixin	3,083,654	2,055,769	2.24%
Zhuhai Yueteng	—	3,418,543	1.49%
Sichuan Xingchuan Entities	—	1,221,509	0.53%
— Sichuan Regional Collaborative Fund			
— Mianyang Gaochuang			
Shanghai Kuanqing	947,618	15,797	0.42%
Other Shareholders	<u>107,272,026</u>	<u>—</u>	<u>46.68%</u>
Total	<u>220,591,769</u>	<u>9,215,771</u>	<u>100.00%</u>

Therefore, in the event of the full exercise of the Share Repurchase Mandate, the total number of listed H Shares of our Company held by the public will represent 49.65% of the total number of issued Shares of our Company. The Company has maintained the minimum prescribed percentage of public float under Rule 19A.28B(1) of the Listing Rules.

To the best knowledge of the Company, as at the Latest Practicable Date, the Single Largest Group of Shareholders holds an aggregate of 54,034,125 H Shares representing approximately 21.25% of the total number of issued Shares of the Company (excluding any treasury shares). If the Directors exercise the proposed Share Repurchase Mandate, the shareholding of the Single Largest Group of Shareholders will increase to approximately 23.51% of the issued share capital of the Company (excluding any treasury shares). The Directors are not aware of any consequences that may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the Share Repurchase Mandate in circumstances where such exercise would result in an obligation to make a mandatory offer pursuant to Rule 26 of the Takeovers Code and/or in the aggregate number of Shares held by the public falling below the specified minimum percentage as required by the Stock Exchange.

8. SHARES REPURCHASED BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has not repurchased any Shares on the Stock Exchange or elsewhere.

9. INTENTION STATEMENT REGARDING SHARE BUY-BACK

The Company may cancel the H Shares bought back following settlement of any such buy-back or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the buy-backs. Should the Company decide to hold H Shares bought back as treasury shares, the Company will, upon completion of the Share buy-back, withdraw the H Shares bought back from CCASS and register the treasury shares in the Company's name in the register of members of the Company.

The Company may re-deposit its treasury shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it should complete the resale as soon as possible. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will have appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws with respect to treasury shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS pending resale; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

Holders of treasury shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.



Shanghai Iluvatar CoreX Semiconductor Co., Ltd.

上海天数智芯半导体股份有限公司

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

(Stock Code: 9903)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Shanghai Iluvatar CoreX Semiconductor Co., Ltd. (the “**Company**”) will be held at 4:00 p.m. on Monday, June 29, 2026 at Zhikai Conference Room, 6th Floor, Building 3, Pujiang Smart Plaza, Minhang District, Shanghai, PRC for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board of Directors for 2025.
2. To consider and approve the re-appointment of Ernst & Young as the auditor of the Company for 2026 and the authorization to the Board to determine its remuneration.
3. To consider and approve the profit distribution plan of the Company for the year 2025.
4. To consider and approve the appointment of Mr. Ding Junbo (丁俊博) as a non-executive Director.

SPECIAL RESOLUTIONS

5. To consider and approve the grant of general mandate to the Board to issue additional Shares, sell and/or transfer treasury shares, with the details of the general mandate as set out in the circular of the Company dated June 5, 2026 (the “**Circular**”).
6. To consider and approve the grant of general mandate to the Board to repurchase H Shares, with the details of the general mandate as set out in the Circular.
7. To consider and approve the proposed adoption of the H Share Award Scheme.
8. To consider and approve the resolution on proposed Scheme Mandate Limit.
9. To consider and approve the resolution on proposed Service Provider Sublimit.

NOTICE OF ANNUAL GENERAL MEETING

10. To consider and approve the proposed authorization to the Board and/or authorized person(s) to handle matters related to the H Share Award Scheme.

By order of the Board
Shanghai Iluvatar CoreX Semiconductor Co., Ltd.
上海天數智芯半導體股份有限公司
Mr. Gai Lujiang
Chairman of the Board

Hong Kong, June 5, 2026

As at the date of this notice, the Board comprises Mr. Gai Lujiang, Mr. Sun Yile, Mr. Liu Zheng and Mr. Yang Lei as executive Directors, Mr. Wang Chen as non-executive Director, and Dr. Teng Yong, Mr. Ren Jintao and Dr. Wang Yan as independent non-executive Directors.

Notes:

1. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all resolutions at meetings will be voted on by poll (except where the chairman decides to allow a resolution on a procedural or administrative matter to be voted on by a show of hands). Poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at meetings shall be entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is appointed, the number of Shares to which each proxy relates shall be stated in the relevant proxy form. Every member present in person or by proxy shall have one vote for every Share held by him.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 24 hours before the time appointed for holding the AGM (or any adjournment thereof), that is, not later than 4:00 p.m. on Sunday, June 28, 2026. After completing and returning the proxy form, a Shareholder of the Company may still attend and vote in person at the meeting, in which case the instrument appointing a proxy will be deemed to be revoked.
4. For the purpose of determining the identity of the holders of H Shares entitled to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, June 24, 2026 to Monday, June 29, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The record date for determining the entitlement of holders of H Shares to attend and vote at the AGM will be June 29, 2026. In order to be eligible to attend and vote at the AGM, holders of unregistered H shares of the Company must ensure that all transfers accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, June 23, 2026, being the closing date for registration.
5. All times and dates referred to in this notice are Hong Kong time and dates.