
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If **you have sold or transferred** all your shares in **Fibocom Wireless Inc.** (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

- (1) PROPOSED ADOPTION OF THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN;**
- (2) PROPOSED ADOPTION OF THE MEASURES FOR EVALUATION AND MANAGEMENT OF THE IMPLEMENTATION OF THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN;**
- (3) PROPOSED AUTHORIZATION FOR THE BOARD TO HANDLE MATTERS RELATED TO THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN;**
- (4) PROPOSED CANCELLATION OF REMAINING TREASURY SHARES UNDER THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN;**
- (5) PROPOSED ADOPTION OF THE 2026 H-SHARE SHARE AWARD PLAN;**
- (6) PROPOSED AUTHORIZATION FOR THE BOARD AND/OR ITS AUTHORIZED PERSONS TO HANDLE MATTERS RELATED TO THE H-SHARE SHARE AWARD PLAN;**
- (7) PROPOSED APPLICATION FOR BANKING CREDIT FACILITIES; AND**
- (8) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalized terms used on this cover page shall have the same meaning as those defined in this circular. A notice convening the EGM of the Company to be held at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC, at 2:30 p.m., Beijing time, on Monday, September 28, 2026 is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form for H Shareholders for the EGM is published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.fibocom.com.

Any Shareholder(s) entitled to attend and vote at the EGM are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by hand, by post or by facsimile 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 (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 2:30 p.m., Beijing time, on Sunday, September 27, 2026). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment hereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

September 4, 2026

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DEFINITIONS

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

“Company” or “Fibocom”	Fibocom Wireless Inc. (深圳市廣和通無線股份有限公司), a joint stock company incorporated in the PRC, the A Shares and H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 300638) and the Main Board of the Hong Kong Stock Exchange (stock code: 00638), respectively
“A Share(s)”	ordinary shares of the Company with nominal value of RMB1.00 each, which are issued in China, subscribed for in RMB and listed on the Shenzhen Stock Exchange (stock code: 300638)
“H Share(s)”	ordinary shares of the Company with nominal value of RMB1.00 each, which are issued in Hong Kong, subscribed for in HKD and listed on the Stock Exchange (stock code: 00638)
“Restricted Shares (Type I Restricted Shares)”	the Company’s shares obtained by Participants in accordance with the conditions specified in the equity incentive plan, with partial rights such as transfer restricted
“2026 A-Share Incentive Plan”	the Company’s 2026 A-Share Restricted Share Incentive Plan, as approved by the Board and subject to the approval of the extraordinary general meeting
“2026 H-Share Share Award Plan”	the Company’s 2026 H-Share Share Award Plan, as approved by the Board and subject to the approval of the extraordinary general meeting
“EGM”	the 2026 third extraordinary general meeting of the Company to be held at 2:30 p.m. on Monday, September 28, 2026
“Board”	the Board of Directors of the Company
“the Remuneration and Appraisal Committee of the Board”	the Remuneration and Appraisal Committee of the Board of the Company

DEFINITIONS

“Participants”	the Company’s Directors, senior management personnel, middle-level management personnel and key technical (business) personnel who are granted Restricted Shares in accordance with the provisions of the 2026 A-Share Incentive Plan
“Validity Period”	the period from the date on which the grant registration of the Restricted Shares is completed to the date on which all Restricted Shares are unlocked or repurchased and canceled
“Restricted Share Grant Date”	the date on which the Company grants the Restricted Shares to Participants, which must be a trading day
“Grant Price”	the price at which the Company grants each Restricted Share to an incentive recipient
“Restriction Period”	the period during which the Restricted Shares granted to an incentive recipient under the 2026 A-Share Incentive Plan are prohibited from being transferred, pledged as security, or used to repay debts
“Unlocking Period”	the period during which the Restricted Shares held by an incentive recipient may be unlocked and listed for trading upon satisfaction of the unlocking conditions stipulated in the 2026 A-Share Incentive Plan
“Unlocking Conditions”	the conditions that must be satisfied for the Restricted Shares granted to an incentive recipient to be unlocked under the 2026 A-Share Incentive Plan
“Company Law” (《公司法》)	the Company Law of the People’s Republic of China (《中華人民共和國公司法》)
“Securities Law” (《證券法》)	the Securities Law of the People’s Republic of China (《中華人民共和國證券法》)
“Administrative Measures” (《管理辦法》)	the Administrative Measures for Equity Incentives of Listed Companies (《上市公司股權激勵管理辦法》)
“ChiNext Listing Rules” (《深交所上市規則》)	the Rules Governing the Listing of Shares on the ChiNext Market of Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》)

DEFINITIONS

“Guidelines for Business Handling” (《業務辦理指南》)	Shenzhen Stock Exchange Self-Regulatory Guidelines No. 1 for ChiNext Board-listed Companies – Business Handling (《深圳證券交易所創業板上市公司自律監管指南第1號—業務辦理》)
“Articles of Association” (《公司章程》)	the Articles of Association of Fibocom Wireless Inc. (《深圳市廣和通無線股份有限公司章程》)
“CSRC”	the China Securities Regulatory Commission
“SZSE”	Shenzhen Stock Exchange
“Yuan”	Renminbi Yuan
“Working Day”	any day except Saturday, Sunday, and statutory holidays in China
“Listing Rules of the Stock Exchange”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“China”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, China, the Macao Special Administrative Region of the People’s Republic of China and Chinese Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Adoption Date”	the date on which the 2026 H-Share Share Award Plan is adopted by the shareholders at the shareholders’ meeting
“Employee Participant”	any person who is an employee or director of the Company or any of its subsidiaries on the grant date
“Eligible Participant”	an employee participant who is determined by the Board from time to time to be eligible to participate under the 2026 H-Share Share Award Plan
“Trust”	the trust established for the administration of the 2026 H-Share Share Award Plan

DEFINITIONS

“Trustee”	the trustee of the Trust
“Award Letter”	the letter issued by the Company to each Eligible Participant in the form that the plan administrator may determine from time to time, setting out the terms and conditions of the share award
“Award Shares”	the Company’s existing H Shares purchased by the Trustee in the secondary market
“Purchase Price”	in relation to a share award, the price per H Share payable by an Eligible Participant to acquire the H Shares constituting the share award (if any), as specified in the Award Letter
“%”	percentage

LETTER FROM THE BOARD



Fibocom Wireless Inc.

深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

Executive Directors:

Mr. Zhang Tianyu (*Chairman of the Board*)
Mr. Ying Lingpeng
Mr. Xu Ning
Ms. Chen Qihua

Independent Non-executive Directors:

Mr. Wang Ning
Ms. Zhao Jing
Mr. Wu Chenggang

Registered Office:

Room 1101, Tower A, Building 6
Shenzhen International
Innovation Valley,
Dashi 1st Road
Xili Community,
Xili Subdistrict,
Nanshan District
Shenzhen, Guangdong
Province, the PRC

*Principal Place of Business
in Hong Kong:*

40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wan Chai
Hong Kong

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED ADOPTION OF THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN;
- (2) PROPOSED ADOPTION OF THE MEASURES FOR EVALUATION AND MANAGEMENT OF THE IMPLEMENTATION OF THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN;
- (3) PROPOSED AUTHORIZATION FOR THE BOARD TO HANDLE MATTERS RELATED TO THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN;
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- (5) PROPOSED ADOPTION OF THE 2026 H-SHARE SHARE AWARD PLAN;
- (6) PROPOSED AUTHORIZATION FOR THE BOARD AND/OR ITS AUTHORIZED PERSONS TO HANDLE MATTERS RELATED TO THE H-SHARE SHARE AWARD PLAN;
- (7) PROPOSED APPLICATION FOR BANKING CREDIT FACILITIES; AND
- (8) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you, as holders of H Shares, with the notice of the EGM and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM. For the details of the proposed resolutions at the EGM, please refer to the notice of the EGM enclosed with this circular.

LETTER FROM THE BOARD

At the EGM, special resolutions will be proposed to approve: (1) the resolution on the “2026 A-Share Restricted Share Incentive Plan (Draft)” and its summary; (2) the resolution on the “Measures for Evaluation and Management of the Implementation of the 2026 A-Share Restricted Share Incentive Plan”; (3) the resolution on authorizing the Board to handle matters related to the 2026 A-Share Restricted Share Incentive Plan; (4) the resolution on canceling the remaining treasury shares under the 2026 A-Share Restricted Share Incentive Plan; (5) the resolution on the 2026 H-Share Share Award Plan; and (6) the resolution on authorizing the Board and/or its authorized persons to handle matters related to the H-Share Share Award Plan. In addition, an ordinary resolution will be proposed to approve: (7) the resolution on application for banking credit facilities.

I. PROPOSED ADOPTION OF THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN

The details of the 2026 A-Share Restricted Share Incentive Plan (Draft) are set out as follows:

I. Purposes and Principles of the Incentive Plan

This Plan is formulated in accordance with the Company Law, the Securities Law, the Administrative Measures, the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange, the Guidelines for Business Handling and other laws, regulations and normative documents, as well as the Articles of Association, with a view to further establishing and improving the long-term incentive mechanism of the Company, attracting and retaining talented personnel, and fully mobilizing the enthusiasm of senior management, middle-level management and key technical (business) personnel of the Company, thereby effectively aligning the interests of shareholders, the Company and the individual interests of the core team, so as to enable all parties to jointly focus on the long-term development of the Company. This Plan is formulated on the basis of fully safeguarding the interests of shareholders and in accordance with the principle of matching rewards with contributions.

II. Administrative Bodies of this Incentive Plan

- (I) The general meeting, being the highest authority of the Company, shall be responsible for considering and approving the implementation, amendment and termination of this Plan. The general meeting may, to the extent of its authority, delegate certain matters relating to this Plan to the Board of Directors.
- (II) The Board of Directors is the executive administrative body responsible for the implementation of this Plan. The Remuneration and Appraisal Committee (the “**Remuneration Committee**”) established under the Board of Directors shall be responsible for formulating and revising this Plan and submitting the same to the Board of Directors for consideration. Upon approval by the Board of Directors, the Plan shall be submitted to the general meeting for consideration. The Board of Directors may, to the extent authorized by the general meeting, handle other matters relating to this Plan.

LETTER FROM THE BOARD

(III) The Remuneration and Appraisal Committee of the Board of Directors is the supervisory body of this Plan and shall express its opinion on whether this Plan is conducive to the sustainable development of the Company and whether there are circumstances which would materially prejudice the interests of the Company and its shareholders as a whole. The Remuneration and Appraisal Committee of the Board of Directors shall supervise whether the implementation of this Plan complies with relevant laws, regulations, normative documents and the business rules of the Stock Exchange, and shall be responsible for reviewing the list of participants.

If the Company amends the equity incentive plan prior to its approval by the general meeting, the Remuneration and Appraisal Committee of the Board of Directors shall express a clear opinion on whether the amended plan is conducive to the sustainable development of the Company and whether there are circumstances which would materially prejudice the interests of the Company and its shareholders as a whole.

Prior to granting rights and interests to participants, the Remuneration and Appraisal Committee of the Board of Directors shall express a clear opinion on whether the conditions for the participants to be granted rights and interests under this Plan have been satisfied. Where there is any discrepancy between the rights and interests granted to participants and the terms of this Plan, the Remuneration and Appraisal Committee of the Board of Directors shall concurrently express a clear opinion (in the event of changes to the participants).

Before the participants exercise their rights and interests, the Remuneration and Appraisal Committee of the Board of Directors shall express a clear opinion on whether the conditions for the participants to exercise their rights and interests under this Plan have been satisfied.

III. Basis and Scope for Determination of Participants

(I) Basis for Determination of Participants

1. Legal Basis for Determination of Participants

The participants under this Plan are determined in accordance with the Company Law, the Securities Law, the Administrative Measures, the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange, the Guidelines for Business Handling and other laws, regulations and normative documents, as well as the relevant provisions of the Articles of Association, taking into account the actual circumstances of the Company.

LETTER FROM THE BOARD

2. Basis for Determining the Position of the Participants

The participants under this Plan are the directors, senior management, middle-level management and key technical (business) personnel of the Company (excluding independent directors and any shareholders individually or jointly holding 5% or more of the shares of the Company, or de facto controllers, or their respective spouses, parents or children).

(II) Scope of Participants

A total of 258 participants shall be granted awards under this Plan, comprising:

1. directors and senior management of the Company;
2. middle-level management of the Company;
3. key technical (business) personnel of the Company.

The aforesaid participants do not include independent directors nor any shareholders individually or jointly holding 5% or more of the shares of the Company, or de facto controllers, or their respective spouses, parents or children.

Among the aforesaid participants, directors and senior management must be elected by the general meeting or appointed by the Board of Directors of the Company. All participants must maintain an employment or service relationship with the Company (including its branches and controlled subsidiaries) during the appraisal period of this Plan.

The participants under this Plan include some foreign employees. The foreign employees included as participants hold core and key positions in the Company. The implementation of equity incentives can better stabilize and attract foreign high-end talents to join. Through this incentive plan, the building and stability of the Company's core talent team will be further promoted, thereby contributing to the Company's long-term development.

(III) Verification of Participants

1. Upon approval of this Plan by the Board of Directors, the Company shall internally publish the names and positions of the participants for a public notice period of no less than 10 days.
2. The Remuneration and Appraisal Committee of the Board of Directors shall review the list of participants, give due consideration to comments received during the public notice period, and disclose its explanation on the review of the list of participants and the public notice results 5 days prior to the consideration of this Plan by the general meeting. Where the list of participants is adjusted by the Board of Directors, the adjusted list shall also be verified by the Remuneration and Appraisal Committee of the Board of Directors.

LETTER FROM THE BOARD

IV. Details of the Equity Incentive Plan

This Plan is a restricted share incentive plan. The incentive instrument adopted is type I restricted shares. The restricted shares shall be granted upon completion of the relevant procedures. The validity period of this Plan shall commence from the date of completion of grant registration of the restricted shares and end on the date on which all restricted shares are unlocked or repurchased and cancelled, and shall not exceed 60 months.

(I) Source of Shares under the Incentive Plan

The source of underlying shares under this Plan is the A-share ordinary shares repurchased by the Company through the special repurchase account.

(II) Number of Underlying Shares under the Incentive Plan

The Company proposes to grant 2,627,960 restricted shares to the participants, representing 0.29% of the total share capital of the Company of 899,265,844 shares as at the date of announcement of this draft Incentive Plan.

(III) Allocation of Restricted Shares among Participants

The allocation of the restricted shares to be granted among the participants is set out in the table below:

Name	Position	Nationality	Number of Restricted Shares Granted (shares)	Percentage of the Total Shares Granted under this Incentive Plan	Percentage of the Current Total Share Capital
Xu Ning	Executive Director and Deputy General Manager	PRC	158,850	6.04%	0.018%
Chen Qihua	employee representative director	PRC	15,885	0.60%	0.002%
Chen Shijiang	Deputy General Manager and Secretary to the Board of Directors	PRC	158,850	6.04%	0.018%
Wang Hongyan	Deputy General Manager and Chief Financial Officer	PRC	111,195	4.23%	0.012%

LETTER FROM THE BOARD

Name	Position	Nationality	Number of Restricted Shares Granted (shares)	Percentage of the Total Shares Granted under this Incentive Plan	Percentage of the Current Total Share Capital
Chen Shijie (陳世傑)	middle-level management	Taiwan, PRC	15,106	0.57%	0.002%
Yan Kuanhong (顏寬鴻)	middle-level management	Taiwan, PRC	15,106	0.57%	0.002%
Other middle-level management and key technical (business) personnel (252 persons)			2,152,968	81.93%	0.239%
Total			2,627,960	100.00%	0.29%

Notes:

1. The number of shares granted to any participant referred to above under all effective equity incentive plans does not exceed 1% of the total share capital of the Company. The aggregate number of underlying shares involved in all effective incentive plans of the Company does not exceed 20% of the total share capital of the Company at the time the equity incentive plan is submitted to the general meeting.
2. The participants under this Plan do not include independent directors or any shareholders, individually or jointly holding 5% or more of the shares of the Company, or de facto controllers, or their respective spouses, parents or children.

(IV) Validity Period, Grant Date, Restriction Period, Unlocking Arrangements and Lock-up Period of the Restricted Share Incentive Plan

1. Validity Period of the Restricted Share Incentive Plan

The validity period of this Plan shall commence from the date of completion of grant and registration of the restricted shares and end on the date on which all restricted shares granted to the participants are unlocked or repurchased and cancelled, and shall not exceed 60 months.

2. Grant Date

The grant date shall be determined by the Board of Directors after this Plan is approved by the general meeting and must fall on a trading day. The Company shall grant the restricted shares and complete the relevant announcement and registration within 60 days from approval by the general meeting. If the Company fails to complete the foregoing matters within 60 days, the implementation of this Plan shall be terminated and the ungranted restricted shares shall lapse.

LETTER FROM THE BOARD

The grant of restricted shares shall not be made during the following periods:

- (1) within 15 days prior to the announcement of the Company's annual report or interim report;
- (2) within 5 days prior to the announcement of the Company's quarterly report, results forecast or preliminary results announcement;
- (3) from the date of occurrence of a material event that may have a significant impact on the trading price of the Company's shares and their derivatives, or the date of commencement of the decision-making process, to the date of legal disclosure;
- (4) other periods as stipulated by the CSRC and the Shenzhen Stock Exchange.

The aforesaid periods during which the Company is prohibited from granting restricted shares shall not be counted within the 60-day period.

3. Restriction Period and Unlocking Arrangements of this Plan

The restriction period for the restricted shares granted under this Plan shall be 12 months from the date of completion of grant and registration. The restricted shares granted to the participants under this Plan shall not be transferred, provided as security or pledged for debt repayment prior to unlocking.

Upon expiry of the restriction period, the Company shall complete unlocking procedures for participants who meet the unlocking conditions. The restricted shares held by participants who fail to meet the unlocking conditions shall be repurchased and cancelled by the Company.

The unlocking periods and phased unlocking schedule of the restricted shares granted under this Plan are set out in the table below:

Unlocking Arrangements	Unlocking Period	Unlocking Proportion
1st Unlocking Period of Restricted Shares	Commencing from the first trading day after the expiry of 12 months from the date of completion of grant and registration and ending on the last trading day upon the expiry of 24 months from the date of completion of grant and registration	30%

LETTER FROM THE BOARD

Unlocking Arrangements	Unlocking Period	Unlocking Proportion
2nd Unlocking Period of Restricted Shares	Commencing from the first trading day after the expiry of 24 months from the date of completion of grant and registration and ending on the last trading day upon the expiry of 36 months from the date of completion of grant and registration	30%
3rd Unlocking Period of Restricted Shares	Commencing from the first trading day after the expiry of 36 months from the date of completion of grant and registration and ending on the last trading day upon the expiry of 48 months from the date of completion of grant and registration	40%

Shares obtained by the participants as a result of capitalization issue, share dividends or share subdivision in respect of the restricted shares granted to them shall also be subject to lock-up and shall not be sold on the secondary market or otherwise transferred. The unlocking period for such shares shall be the same as that for the restricted shares.

During the aforementioned periods, for any restricted shares in respect of which no application for unlocking has been made, in respect of which an application for unlocking cannot be made due to failure to meet the unlocking conditions, the Company will repurchase and cancel the corresponding restricted shares that are subject to lock-up held by participants in accordance with the provisions of this Plan.

4. Lock-up Period

The lock-up provisions of this Equity Incentive Plan shall be implemented in accordance with the Company Law, the Securities Law and other laws, regulations and normative documents, as well as the Articles of Association, as set out below:

- (1) Where a participant is a director or senior management of the Company, the number of shares transferred by him/her each year during his/her term of office shall not exceed 25% of the total shares of the Company held by him/her. Within six months after resignation, he/she shall not transfer any shares of the Company held by him/her.

LETTER FROM THE BOARD

- (2) Where a participant is a director or senior management of the Company, or their respective spouses, parents or children, any profit derived from selling shares of the Company within six months after purchase, or purchasing shares of the Company within six months after sale, shall be vested in the Company, and the Board of Directors of the Company shall recover such profit.
- (3) Any reduction in the Company's shares by the participants shall also comply with the Administrative Rules on Shares Held by Directors and Senior Management of Listed Companies and Their Changes, the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 18 – Reduction of Shareholdings by Shareholders, Directors, Supervisors and Senior Management, and other relevant rules.
- (4) During the validity period of this Plan, if there are any changes to the relevant provisions governing the transfer of shares held by directors and senior management of the Company under the Company Law, the Securities Law and other laws, regulations, normative documents or the Articles of Association, any transfer of shares of the Company held by such participants shall comply with the provisions of the Company Law, the Securities Law and other laws, regulations and normative documents, and the Articles of Association, as amended.

(V) Grant Price of the Restricted Shares and Method for Determining the Grant Price

1. Grant Price

The grant price of the restricted shares is RMB9.93 per share, which means that upon satisfaction of the grant conditions, the participants may purchase the restricted shares to be issued by the Company to them at a price of RMB9.93 per share.

2. Method for Determining the Grant Price

The grant price of the restricted shares shall be no less than the par value of the shares and no less than the higher of the following:

- (1) 50% of the average trading price of the Company's shares of RMB19.08 per share for the trading day preceding the announcement of this Plan (i.e. total trading value of the shares on the preceding trading day/total trading volume of the shares on the preceding trading day), namely RMB9.54 per share;
- (2) 50% of the average trading price of the Company's shares of RMB19.85 per share for the 60 trading days preceding the announcement of this Plan (i.e. total trading value of the shares on the 60 trading days preceding the announcement/total trading volume of the shares on the 60 trading days preceding the announcement), namely RMB9.93 per share.

LETTER FROM THE BOARD

(VI) Grant and Unlocking Conditions for the Restricted Shares

1. Conditions for Granting Restricted Shares

The Company shall grant the restricted shares to the participants when the grant conditions are satisfied. Conversely, if any of the following grant conditions is not satisfied, the restricted shares shall not be granted to the participants:

(1) The Company is not subject to any of the following circumstances:

- ① the financial accounting report for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
- ② the internal control over financial reporting for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
- ③ the Company has failed to conduct profit distribution in accordance with laws and regulations, the Articles of Association or its public undertakings within the most recent 36 months following its listing;
- ④ circumstances stipulated by laws and regulations where an Equity Incentive Plan shall not be implemented;
- ⑤ other circumstances as determined by the CSRC.

(2) The participant is not subject to any of the following circumstances:

- ① having been deemed by the Stock Exchange as an inappropriate candidate within the most recent 12 months;
- ② having been deemed by the CSRC or its local offices as an inappropriate candidate within the most recent 12 months;
- ③ having been subject to administrative penalties or market prohibition measures imposed by the CSRC or its local offices for material violations of laws and regulations within the most recent 12 months;
- ④ being subject to any circumstances which would disqualify a person from serving as a director or senior management of the Company under the Company Law;
- ⑤ being disqualified from participating in any equity incentive plan of a listed company under any laws and regulations;
- ⑥ other circumstances as determined by the CSRC.

LETTER FROM THE BOARD

2. *Unlocking Conditions for Restricted Shares*

During the unlocking period, the restricted shares granted to the participants may be unlocked only when the following conditions are simultaneously satisfied:

(1) The Company is not subject to any of the following circumstances:

- ① the financial accounting report for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
- ② the internal control over financial reporting for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
- ③ the Company has failed to conduct profit distribution in accordance with laws and regulations, the Articles of Association or its public undertakings within the most recent 36 months following its listing;
- ④ circumstances stipulated by laws and regulations where an Equity Incentive Plan shall not be implemented;
- ⑤ other circumstances as determined by the CSRC.

(2) The participant is not subject to any of the following circumstances:

- ① having been deemed by the Stock Exchange as an inappropriate candidate within the most recent 12 months;
- ② having been deemed by the CSRC or its local offices as an inappropriate candidate within the most recent 12 months;
- ③ having been subject to administrative penalties or market prohibition measures imposed by the CSRC or its local offices for material violations of laws and regulations within the most recent 12 months;
- ④ being subject to any circumstances which would disqualify a person from serving as a director or senior management of the Company under the Company Law;
- ⑤ being disqualified from participating in any equity incentive plan of a listed company under any laws and regulations;
- ⑥ other circumstances as determined by the CSRC.

LETTER FROM THE BOARD

If the Company falls under any of the circumstances stipulated in Article 1 above, all restricted shares that have been granted to the participants under this Incentive Plan but are subject to lock-up shall be repurchased and cancelled by the Company at the grant price plus the one-year deposit interest of financial institutions; if any participant falls under any of the circumstances stipulated in Article 2 above, the restricted shares that have been granted to that participant under this Incentive Plan but are subject to lock-up shall be repurchased and cancelled by the Company at the grant price.

(3) Corporate-level performance evaluation requirements

The evaluation periods for unlocking under this Incentive Plan cover three fiscal years from 2026 to 2028, with one evaluation conducted per fiscal year. The corporate performance targets for each year are set out in the table below:

Unlocking period	Corresponding Evaluation Year	Annual Operating Revenue Growth Rate of the Company for the Evaluation Year (A)	
		Target Value (Am)	Trigger Value (An)
1st Unlocking Period of Restricted Shares	2026	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2026 shall be no less than 20%	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2026 shall be no less than 16%
2nd Unlocking Period of Restricted Shares	2027	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2027 shall be no less than 40%	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2027 shall be no less than 32%
3rd Unlocking Period of Restricted Shares	2028	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2028 shall be no less than 60%	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2028 shall be no less than 48%

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Evaluation Indicator	Performance Completion Level	Corporate-level Coefficient (X)
Annual Operating Revenue	$A \geq A_m$	$X=100\%$
Growth Rate of the Company for the Evaluation Year (A)	$A_n \leq A < A_m$	$X=A/A_m \times 100\%$
	$A < A_n$	$X=0$

Notes:

- The “operating revenue” indicator mentioned above shall be based on the data set out in the audited consolidated financial statements.
- The aforesaid performance targets shall not constitute a performance forecast or a substantive commitment by the Company to investors.

(4) Performance evaluation requirements for participants at individual level

During each year within the validity period of the Equity Incentive Plan, all the participants shall be subject to performance evaluation. The individual unlocking ratio for the current period shall be determined according to personal performance appraisal results. The actual number of restricted shares to be unlocked for each participant in the current period = Corporate-level coefficient $\times$ Individual unlocking ratio $\times$ Scheduled number of restricted shares to be unlocked for such participant in the current period.

Pursuant to the Company’s prevailing performance evaluation system, individual performance appraisal results are currently classified into five grades, namely S\A\B\C\D, with the corresponding unlocking ratio set out below:

Corresponding grades	S	A	B	C	D
Individual unlocking ratio		100%			0

Note: The actual number of restricted shares to be unlocked for each participant in the current period = Corporate- level coefficient $\times$ Individual unlocking ratio $\times$ Scheduled number of restricted shares to be unlocked for such participant in the current period.

Only where the participant receives a performance rating of “B” or above in the performance appraisal for the preceding year shall he/she be entitled to unlock all of the restricted shares scheduled to be unlocked for the current period. Where the participant receives a performance rating of “C” or below, the restricted shares scheduled to be unlocked for the current period shall not be unlocked and shall be repurchased and cancelled by the Company at the grant price plus the one-year deposit interest of financial institutions.

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- (5) Explanation of the scientific basis and reasonableness of the performance evaluation indicators

The establishment of the performance evaluation indicators under the Company's current Equity Incentive Plan complies with the fundamental requirements of applicable laws and regulations and the Articles of Association. The evaluation indicators under the Company's current Equity Incentive Plan are divided into two tiers, namely Company-level performance assessment and individual-level performance assessment.

At the Company level, the performance evaluation indicator is based on the growth rate of operating revenue. Operating revenue is an important indicator for measuring an enterprise's operating performance and market competitiveness, as well as for forecasting its future business expansion trends. Based on reasonable projections and taking into account the incentive effect of the Equity Incentive Plan, the Company has adopted the above performance evaluation indicator.

In addition to the company-level performance assessment, the Company has established a rigorous performance assessment system capable of providing a relatively accurate and comprehensive evaluation of participants' work performance. The Company shall determine whether each participant satisfies the unlocking conditions based on his/her performance evaluation results of the previous year. Participants may only have their restricted shares unlocked if both evaluation targets are met simultaneously.

In summary, the performance evaluation system under the Equity Incentive Plan of the Company is comprehensive, well-balanced and practicable. The performance evaluation indicators are scientifically designed and reasonable, while also providing appropriate constraints on the participants, thereby achieving the objectives of the current Equity Incentive Plan.

(VII) Adjustment Methods and Procedures of the Restricted Share Incentive Plan

1. Adjustment Methods for the Number of Restricted Shares

If, during the period from the date of announcement of this Plan to the date when participants complete the registration of restricted shares, the Company undertakes any capitalization issue, distribution of share dividends, share subdivision, rights issue or share consolidation, the number of restricted shares shall be adjusted accordingly. The adjustment methods are as follows:

- (1) Capitalization issue, distribution of share dividends, share subdivision

$$Q=Q_0\times(1+n)$$

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Where: Q_0 represents the number of restricted shares before adjustment; n represents the ratio of shares increased per share as a result of the capitalization issue, distribution of share dividends and share subdivision (i.e. the number of additional shares for each Share following capitalization, distribution of share dividends or share subdivision); and Q represents the adjusted number of restricted shares.

(2) Rights issue

$$Q = Q_0 \times P_1 \times (1+n) / (P_1 + P_2 \times n)$$

Where: Q_0 represents the number of restricted shares before adjustment; P_1 represents the closing price of the shares on the equity registration date; P_2 represents the price of the rights issue; n represents the ratio of the rights issue (i.e. the ratio of the number of shares issued under the rights issue to the Company's total share capital prior to the rights issue); and Q represents the adjusted number of restricted shares.

(3) Share consolidation

$$Q = Q_0 \times n$$

Where: Q_0 represents the number of restricted shares before adjustment; n represents the consolidation ratio (i.e. one share of the Company is consolidated into n shares); and Q represents the adjusted number of restricted shares.

2. *Adjustment Methods for the Grant Price*

If, during the period from the date of announcement of this Plan to the date when participants complete the registration of restricted shares, the Company undertakes any dividend distribution, capitalization issue, distribution of share dividends, share subdivision, rights issue or share consolidation, the grant price of the restricted shares shall be adjusted accordingly. The adjustment methods are as follows:

(1) Capitalization issue, distribution of share dividends, share subdivision

$$P = P_0 \div (1+n)$$

Where: P_0 represents the grant price before adjustment; n represents the ratio of shares increased per share as a result of the capitalization issue, distribution of share dividends and share subdivision; and P represents the adjusted grant price.

(2) Rights issue

$$P = P_0 \times (P_1 + P_2 \times n) / [P_1 \times (1+n)]$$

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Where: P_0 represents the grant price before adjustment; P_1 represents the closing price of the shares on the equity registration date; P_2 represents the price of the rights issue; n represents the ratio of the rights issue (i.e. the ratio of the number of shares issued under the rights issue to the total share capital of the Company prior to the rights issue); and P represents the adjusted grant price.

(3) Share consolidation

$$P = P_0 \div n$$

Where: P_0 represents the grant price before adjustment; n represents the consolidation ratio; and P represents the adjusted grant price.

(4) Dividend distribution

$$P = P_0 - V$$

Where: P_0 represents the grant price before adjustment; V represents the dividend per share; and P represents the adjusted grant price. Following the adjustment for dividend distribution, P shall remain a positive number.

3. *Where the Company Issues New Shares, no Adjustment Shall be Made with Respect to Either the Number of Restricted Shares or the Grant Price.*

4. *Procedures for Adjustment under the Restricted Share Incentive Plan*

The general meeting shall authorise the Board to adjust the grant price and the number of restricted shares upon the occurrence of any of the foregoing circumstances. The legal advisers shall issue a professional opinion to the Board as to whether such adjustment complies with the requirements of the Administrative Measures, the Articles of Association and the Restricted Share Incentive Plan.

(VIII) Accounting Treatment of Restricted Shares

Pursuant to the relevant provisions of the Accounting Standards for Business Enterprises No. 11 – Share-based Payment and Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments issued by the Ministry of Finance, on each balance sheet date during the lock-up period, the Company shall adjust the estimated number of restricted shares eligible for unlocking based on the latest subsequent information, including changes in the number of Eligible Participants and the completion status of performance targets, and, based on the fair value of the restricted shares on the grant date, recognize the employee services received during the current period in the relevant costs or expenses and capital reserves.

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1. *Grant Date*

The Company shall recognize share capital and capital reserves based on the private placement of shares to participants.

2. *Each Balance Sheet Date During the Lock-up Period*

In accordance with the Accounting Standards, on each balance sheet date during the lock-up period, employee services rendered during the current period shall be recognized in costs or expenses, with corresponding recognition of owners' equity or liabilities.

3. *Unlocking Date*

On the unlocking date, where the conditions for unlocking have been fulfilled, the relevant restricted shares may be unlocked. If all or part of the shares fail to be unlocked and become invalid or forfeited, they shall be accounted for in accordance with the Accounting Standards and relevant regulations.

4. *Fair Value of Restricted Shares and Determination Methods*

Pursuant to the relevant provisions of the Accounting Standards for Business Enterprises No. 11 – Share-based Payment and Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments, the Company has preliminarily calculated the fair value of the restricted shares to be granted by reference to the closing price (formal calculation shall be performed at the time of grant). Share-based payment per restricted share = Market price of the Company's shares – Grant price.

5. *Estimated Impact of the Implementation of the Restricted Share Incentive Plan on the Operating Results of Each Period*

The Company will grant 2,627,960 restricted shares to the participants. Based on the fair value of the restricted shares on the grant date determined in accordance with the relevant calculation methods, the total expenses in respect of the grant of the restricted shares are RMB24.0458 million. Such expenses shall be amortised over the vesting periods of the Plan in accordance with the proportion of restricted shares unlocked. The incentive costs arising from the Plan shall be recognized in recurring profit or loss.

Pursuant to the requirements of the Chinese Accounting Standards, the estimated impact of the restricted shares granted under the Plan on the accounting costs of each period is set out in the table below:

Number of Restricted Shares (10,000 shares)	2026 (RMB10,000)	2027 (RMB10,000)	2028 (RMB10,000)	2029 (RMB10,000)	Total Expenses to be Amortised (RMB10,000)
262.796	467.56	1,162.22	561.07	213.74	2,404.58

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Notes:

1. The above results do not represent the final accounting costs. The actual accounting costs will depend not only on the actual grant date, grant price and number of restricted shares granted, but also on the actual number of restricted shares that vest or lapse. Shareholders are also reminded to note the potential dilutive effect arising thereof.
2. The ultimate impact of the above cost amortization estimates on the Company's operating results shall be subject to the annual audit report issued by the accounting firm.

Based on the information currently available, the Company has made a preliminary estimate that, assuming no incentive effect of the Plan on the Company's performance, the amortisation of the expenses arising from the Incentive Plan will have a certain impact on the net profit during the validity period, although such impact is not expected to be material. Taking into account the positive impact of the Incentive Plan on the Company's development, which can motivate the management team, enhance operating efficiency and reduce agency costs, the performance improvement generated by the Plan will far outweigh the incremental expenses incurred therefrom.

(IX) Principles for Repurchase and Cancellation

Where the Company repurchases and cancels the restricted shares in accordance with the provisions of the Plan, unless otherwise specified herein, the repurchase price shall be the grant price.

Following the completion of the registration of the restricted shares granted to the participants, if the Company undertakes any capitalization issue, distribution of share dividends, share subdivision, rights issue or share consolidation, dividend distribution, or any other event affecting the Company's total share capital or the market price of its shares, the repurchase price of the restricted shares that are subject to lock-up shall be adjusted accordingly.

1. Adjustment Methods for the Repurchase Price

- (1) Capitalization issue, distribution of share dividends, share subdivision

$$P=P_0\div(1+n)$$

Where: P represents the adjusted repurchase price per restricted share; P_0 represents the grant price per restricted share; and n represents the ratio of shares increased per Share as a result of the capitalization issue, distribution of share dividends or share subdivision (i.e. the number of additional shares for each share following capitalization, distribution of share or share subdivision).

- (2) Rights issue

$$P=P_0\times(P_1+P_2\times n)\div[P_1\times(1+n)]$$

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Where: P represents the adjusted repurchase price per restricted share; P_0 represents the grant price per restricted share; P_1 represents the closing price of the shares on the equity registration date; P_2 represents the price under the rights issue; and n represents the ratio of the rights issue (i.e. the ratio of the number of shares issued under the rights issue to the total share capital of the Company prior to the rights issue).

(3) Share consolidation

$$P = P_0 \div n$$

Where: P represents the adjusted repurchase price per restricted share; P_0 represents the grant price per restricted share; and n represents the consolidation ratio on a per-share basis (i.e. one share is consolidated into n shares).

(4) Dividend distribution

$$P = P_0 - V$$

Where: P_0 represents the repurchase price per restricted share before adjustment; V represents the dividend per share; and P represents the adjusted repurchase price per restricted share. Following adjustment for dividend distribution, P shall remain greater than 1.

2. *Procedures for Adjustment of the Repurchase Price*

- (1) The general meeting shall authorise the Board to adjust the repurchase price of the restricted shares for the reasons set out above. After the Board has adjusted the repurchase price in accordance with the above provisions, the Company shall make a timely announcement.
- (2) Where it is necessary to adjust the repurchase price of the restricted shares for any other reason, the Board shall pass a resolution on such adjustment, which shall then be submitted to the general meeting for consideration and approval.

3. *Procedures for Repurchase and Cancellation*

- (1) The Company shall convene a Board meeting in a timely manner to consider the proposed repurchase of shares, submit the repurchase proposal to the general meeting for approval, and make a timely announcement thereof.
- (2) When the Company carries out share repurchases in accordance with the provisions of the Plan, such repurchases shall be handled pursuant to the Company Law.

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V. Implementation Procedures of the Restricted Share Incentive Plan

(I) Effectiveness Procedures of the Restricted Share Incentive Plan

1. The Board of Directors of the Company shall make a resolution on this Plan in accordance with the law. When the Board of Directors deliberates on this Plan, directors who are participants or have associated relationships with such participants shall recuse themselves from voting. Upon deliberation and approval of this Plan and completion of the public notice and announcement procedures, the Board of Directors shall submit this Plan to the general meeting for deliberation; meanwhile, it shall request the general meeting to grant authorization for the implementation of the granting, unlocking and repurchase of restricted shares.
2. The Remuneration and Appraisal Committee of the Board of Directors shall issue opinions on whether this Plan is conducive to the sustainable development of the Company and whether there exists any circumstance that obviously harms the interests of the Company and all shareholders.
3. This Plan shall only be implemented after it is reviewed and approved by the Company's general meeting. Prior to convening the general meeting, the Company shall publicize the names and positions of the participants internally via the Company's website or other channels for a publicity period of no less than 10 days. The Remuneration and Appraisal Committee of the Board of Directors shall review the list of equity incentive participants and fully consider opinions raised during the publicity period. The Company shall disclose a statement regarding the review of the participant list by the Remuneration and Appraisal Committee of the Board of Directors and the publicity status five days before the general meeting reviews this Plan.
4. Where this Restricted Share Incentive Plan is submitted for voting at the Company's general meeting, the matters concerning the Equity Incentive Plan specified in Article 9 of the Administrative Measures shall be voted upon. The resolution shall be approved by more than two-thirds of the voting rights held by shareholders present at the meeting. The voting results of shareholders other than the Company's directors, senior management and shareholders individually or jointly holding 5% or more of the Company's shares shall be separately tabulated and disclosed.

When the Restricted Share Incentive Plan is deliberated at the Company's general meeting, any shareholder who is a participant or has an associated relationship with a participant shall recuse themselves from voting.

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5. Where this Plan is reviewed and approved by the Company's general meeting and the grant conditions set out herein are satisfied, the Company shall grant restricted shares to participants within the prescribed period. Upon authorization by the general meeting, the Board of Directors shall be responsible for the granting, unlocking and repurchase of restricted shares.
6. The Company shall conduct a self-inspection on the trading of the Company's shares and their derivatives by insiders and participants within 6 months prior to the announcement of the draft Plan, and state whether any insider trading has occurred. Any person who trades the Company's shares while possessing inside information shall be ineligible to be a participant, save for circumstances that do not constitute insider trading as stipulated by laws, administrative regulations and relevant judicial interpretations. Any person who discloses inside information and thereby causes insider trading shall also be disqualified as a participant.
7. The Company shall engage a law firm to issue a legal opinion on this Plan and present professional opinions in accordance with laws, administrative regulations and the provisions of the Administrative Measures.

(II) Grant Procedures for Restricted Shares

1. After this Plan is reviewed and approved by the general meeting, the Company shall enter into a Restricted Share Incentive Agreement with participants to specify the rights and obligations of both parties.
2. Prior to granting rights and interests to participants, the Board of Directors shall review whether the conditions for participants to obtain the rights and interests as set forth in the Restricted Share Incentive Plan have been satisfied and make an announcement accordingly.

The Remuneration and Appraisal Committee of the Board of Directors shall concurrently issue explicit opinions. The law firm shall issue a legal opinion on the satisfaction of the conditions for participants to obtain the rights and interests.

3. The Remuneration and Appraisal Committee of the Board of Directors shall verify the grant date of restricted shares and the list of participants, and issue corresponding opinions thereon.
4. Where there is any discrepancy between the actual granting of rights and interests to participants and the arrangements under the Restricted Share Incentive Plan, the Remuneration and Appraisal Committee of the Board of Directors (in the event of any change to participants) and the law firm shall concurrently issue explicit opinions.

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5. After the Restricted Share Incentive Plan is reviewed and approved by the general meeting, the Company shall grant relevant rights and interests to participants and complete the relevant announcement and registration within 60 days. Upon completion of the registration of the granted restricted shares, the Board of Directors shall promptly disclose an announcement on the relevant implementation details. If the Company fails to complete the aforesaid procedures within 60 days, this Plan shall terminate. The Board of Directors shall promptly disclose the reasons for the failure, and no deliberation on any Restricted Share Incentive Plan shall be conducted again within three months (the period during which a listed company is prohibited from granting rights and interests under the Administrative Measures shall not be counted within the aforesaid 60-day period).
6. Prior to granting rights and interests, the Company shall submit an application to the stock exchange. Upon confirmation by the stock exchange, the securities registration and clearing institution shall handle the registration and clearing procedures.
7. Where any change in registered capital arises following the grant of restricted shares to participants, the Company shall go through the registration formalities for corporate changes with the industrial and commercial registration authority.

(III) Procedures for Unlocking of Restricted Shares

1. Prior to the unlocking date, the Company shall verify whether participants meet the unlocking conditions. The Board of Directors shall review whether the unlocking conditions set out in this Plan have been fulfilled, and the Remuneration and Appraisal Committee of the Board of Directors shall concurrently issue explicit opinions. The law firm shall issue a legal opinion on whether the unlocking conditions for participants have been met. The Company shall collectively handle the unlocking procedures for participants who satisfy the conditions. For participants failing to meet the conditions, the Company shall repurchase and cancel the restricted shares corresponding to the current unlocking. The Company shall promptly disclose an announcement on the relevant implementation details.
2. Participants may transfer the unlocked restricted shares, provided that the transfer of shares held by the Company's directors and senior management shall comply with relevant laws, regulations and normative documents.
3. Prior to unlocking the restricted shares held by participants, the Company shall submit an application to the stock exchange. Upon confirmation by the stock exchange, the securities registration and clearing institution shall handle the registration and clearing procedures.

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(IV) Procedures for Amendment and Termination of This Plan

1. Procedures for Amendment of This Plan

- (1) Any proposed amendment to this Plan prior to its consideration by the general meeting shall be reviewed and approved by the Board of Directors.
- (2) Any amendment to this Plan after its approval by the general meeting shall be subject to consideration and approval by the general meeting. The amendment shall not involve any of the following circumstances:
 - A. circumstances resulting in early unlocking of restricted shares;
 - B. circumstances involving a reduction of the grant price.

2. Procedures for Termination of This Plan

- (1) Any proposed termination of the implementation of this Plan prior to its consideration by the general meeting shall be reviewed and approved by the Board of Directors.
- (2) Any termination of the implementation of this Plan after its approval by the general meeting shall be subject to the consideration and approval by the general meeting.

VI. Rights and Obligations of the Company/Participants

(I) Rights and Obligations of the Company

1. The Company shall have the right to interpret and implement this Plan, and conduct performance appraisals on participants in accordance with the provisions herein. If a participant fails to meet the unlocking conditions specified in this Plan, the Company shall, pursuant to the principles set out herein, repurchase and cancel the corresponding restricted shares that are subject to lock-up held by such participant.
2. The Company undertakes not to provide loans or any other form of financial assistance, including loan guarantees, to participants for their acquisition of restricted shares under this Plan.
3. The Company shall promptly perform its obligations including filing of the Restricted Share Incentive Plan and information disclosure in accordance with relevant provisions.

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4. The Company shall, in accordance with this Plan and the relevant provisions of the CSRC, the stock exchange and China Securities Depository and Clearing Corporation Limited, actively cooperate with Eligible Participants in completing the unlocking procedures. However, the Company shall not be liable for any losses suffered by participants if they are unable to unlock the restricted shares as intended due to reasons attributable to the aforesaid regulatory institutions.
5. Other relevant rights and obligations stipulated by laws, regulations and this Restricted Share Incentive Plan.

(II) Rights and Obligations of Participants

1. Participants shall perform their duties diligently and faithfully, abide by professional ethics in accordance with the requirements of their positions, and make due contributions to the development of the Company.
2. Participants shall fund the acquisition of restricted shares with their own funds.
3. Prior to unlocking, the restricted shares granted to participants shall not be transferred, pledged or used for debt repayment.
4. When the Company distributes cash dividends, participants shall be entitled to the cash dividends attributable to their granted restricted shares after individual income tax is withheld and remitted. If such restricted shares fail to be unlocked, the Company shall deduct the cash dividends already received by the participants when repurchasing such restricted shares in accordance with this Plan, and conduct corresponding accounting treatments.
5. Participants shall pay individual income tax and other taxes and fees on the income derived from this Plan in accordance with national tax laws and regulations.
6. Participants undertake that if the Company does not meet the conditions for granting or exercising rights and interests due to false records, misleading statements or major omissions in its information disclosure documents, they shall return all benefits obtained from this Plan to the Company after the relevant information disclosure documents are confirmed to contain false records, misleading statements or major omissions.
7. After this Plan is reviewed and approved by the Company's general meeting, the Company shall enter into a Restricted Share Incentive Agreement with each participant to clearly specify their respective rights, obligations and other relevant matters hereunder.
8. Other relevant rights and obligations stipulated by laws, regulations and this Plan.

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VII. Handling of Material Changes in the Company/Participants

(I) Handling of Material Changes in the Company

1. If any of the following circumstances occurs to the Company, the implementation of this Plan shall be terminated. The restricted shares granted to participants but are subject to lock-up shall not be unlocked, and the Company shall repurchase and cancel such shares at the grant price:
 - (1) the financial accounting report for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
 - (2) the internal control over financial reporting for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
 - (3) the Company has failed to conduct profit distribution in accordance with laws and regulations, the Articles of Association or its public undertakings within the most recent 36 months following its listing;
 - (4) circumstances stipulated by laws and regulations where an Equity Incentive Plan shall not be implemented;
 - (5) other circumstances under which the Equity Incentive Plan needs to be terminated as determined by the CSRC.
2. If any of the following circumstances occurs to the Company, this Plan shall remain unchanged and continue to be implemented in accordance with this Plan:
 - (1) any change in the Company's control;
 - (2) occurrence of merger, division or other similar circumstances of the Company.
3. Where the Company's disclosure documents contain false records, misleading statements or material omissions, resulting in non-compliance with the grant conditions or unlocking arrangements, no ungranted restricted shares shall be granted. The restricted shares already granted to participants but are subject to lock-up shall be repurchased and cancelled by the Company at the grant price. If the restricted shares granted to participants have been unlocked, all participants shall return the relevant rights and interests obtained. Participants who are not liable for the aforesaid matters and suffer losses due to the return of rights and interests may

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claim compensation from the Company or the liable parties in accordance with relevant arrangements of this Plan. The Board of Directors shall recover the gains obtained by participants pursuant to this provision and relevant arrangements of this Plan.

If it is difficult for the Company to achieve the incentive objectives by continuing to implement this Plan due to changes in the operating environment, market conditions or other factors, the Plan may be terminated early upon approval by the general meeting. The restricted shares already granted to participants but are subject to lock-up shall be repurchased and cancelled by the Company at the grant price plus the one-year deposit interest of financial institutions.

(II) Changes in Personal Status of Participants

1. If a participant falls under any of the following circumstances, the restricted shares granted to such participant but are subject to lock-up shall not be unlocked, and the Company shall repurchase and cancel such shares at the grant price:
 - (1) having been deemed by the stock exchange as an inappropriate candidate within the most recent 12 months;
 - (2) having been deemed by the CSRC or its local offices as an inappropriate candidate within the most recent 12 months;
 - (3) having been subject to administrative penalties or market prohibition measures imposed by the CSRC or its local offices for material violations of laws and regulations within the most recent 12 months;
 - (4) being subject to any circumstances which would disqualify a person from serving as a director or senior management of the Company under the Company Law;
 - (5) being disqualified from participating in any Equity Incentive Plan of a listed company under any laws and regulations;
 - (6) other circumstances as determined by the CSRC.
2. Where a participant undergoes a position change but continues to work for the Company or its branches and subsidiaries, the restricted shares granted to such participant shall be handled in full accordance with the procedures stipulated in this Plan prior to the position change. Nevertheless, if the position change results from the participant's incompetence for the post, violation of laws, breach of professional ethics, disclosure of the Company's confidential information, dereliction of duty or malfeasance or other acts that harm the Company's interests or reputation, or if the

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Company terminates the labor relationship with the participant for the aforesaid reasons, the restricted shares already granted to the participant but are subject to lock-up shall not be unlocked and shall be repurchased and cancelled by the Company at the grant price.

3. If a participant resigns or is laid off by the Company, the restricted shares granted to the participant but are subject to lock-up shall be repurchased and cancelled by the Company at the grant price plus the one-year deposit interest of financial institutions.
4. Where a participant leaves office due to retirement, on the date of the occurrence, the restricted shares granted to the participant shall be handled entirely in accordance with the procedures specified in this Incentive Plan prior to retirement, and the Board of Directors may decide to exclude his/her individual performance appraisal requirements from the unlocking conditions.
5. Where a participant leaves the Company due to loss of working capacity, the matter shall be handled in accordance with the following two scenarios:
 - (1) If a participant leaves the Company due to loss of working capacity arising from work-related injury, on the date of the occurrence, the restricted shares granted to the participant shall be handled fully in accordance with the procedures set out in this Incentive Plan prior to such event, and the Board of Directors may decide to exclude his/her individual performance appraisal requirements from the unlocking conditions.
 - (2) If a participant leaves the Company due to loss of working capacity arising from causes other than work-related injury, on the date of the occurrence, the restricted shares granted to the participant but are subject to lock-up shall remain locked. The Company shall repurchase and cancel such shares at the grant price plus the one-year deposit interest of financial institutions.
6. Where a participant passes away, the matter shall be handled in accordance with the following two scenarios:
 - (1) If the participant deceases due to performing duties, on the date of the occurrence, the restricted shares held by the participant shall be held by his/her designated heir or legal heir, and shall be processed in accordance with the procedures stipulated in this Plan prior to the death, and the Board of Directors may decide to exclude his/her individual performance appraisal requirements from the unlocking conditions.

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- (2) If the participant deceases due to other causes, on the date of the occurrence, the restricted shares granted to the participant but are subject to lock-up shall not be unlocked. The Company shall repurchase and cancel such shares at the grant price plus the one-year deposit interest of financial institutions.
7. Any other unaddressed circumstances shall be determined by the Remuneration and Appraisal Committee of the Board of Directors, which shall specify the corresponding handling measures.

(III) Settlement of Disputes Between the Company and Participants

Any dispute arising between the Company and a participant shall be resolved in accordance with the provisions of this Plan and the Restricted Share Incentive Agreement. Where relevant provisions are unclear, both parties shall settle the dispute through negotiation in compliance with national laws and the principles of fairness and reasonableness. Should the negotiation fail, the dispute shall be submitted to the people's court with jurisdiction at the domicile of the Company for litigation.

VIII. Implications of the Listing Rules

The 2026 A-Share Incentive Plan does not involve the issue of any new shares or the grant of options over any new shares of the Company. As the 2026 A-Share Incentive Plan involves the use of Treasury Shares which are not listed on the stock exchange for settlement, it is subject to Rule 17.12 of Chapter 17 of the Listing Rules of the Stock Exchange. Accordingly, under the Listing Rules of the Stock Exchange, the adoption of the 2026 A-Share Incentive Plan is not subject to shareholders' approval. However, pursuant to the Articles of Association, the 2026 A-Share Incentive Plan and the related matters are conditional on approval by the shareholders at the general meeting.

Certain Directors of the Company are among the Participants. Under Chapter 14A of the Listing Rules of the Stock Exchange, any grant made to Directors of the Company under the 2026 A-Share Incentive Plan will constitute a connected transaction at the time of grant. All applicable percentage ratios (as defined under the Listing Rules of the Stock Exchange) calculated on an individual basis in respect of the relevant connected transactions are less than 0.1%, and therefore, such transactions are fully exempt from the shareholders' approval, annual review and all disclosure requirements. Other than the connected transactions which are fully exempt as mentioned above, the participation of other Participants in the 2026 A-Share Incentive Plan does not constitute a connected transaction under Chapter 14A of the Listing Rules of the Stock Exchange. If any shares granted are reallocated to any connected person of the Company and such allocation constitutes a connected transaction under Chapter 14A of the Listing Rules of the Stock Exchange, the Company will comply with the relevant requirements under Chapter 14A of the Listing Rules of the Stock Exchange.

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IX. Supplementary Provisions

- (I) This Plan shall take effect upon review and approval by the Company's general meeting.
- (II) This Plan shall be interpreted by the Board of Directors of the Company.

II. PROPOSED ADOPTION OF THE MEASURES FOR EVALUATION AND MANAGEMENT OF THE IMPLEMENTATION OF THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN

To ensure the smooth implementation of the 2026 A-Share Restricted Share Incentive Plan, the Company has formulated the Measures for Evaluation and Management of the Implementation of the 2026 A-Share Restricted Share Incentive Plan in accordance with relevant laws, regulations, and normative documents including the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, and the Administrative Measures for Equity Incentives of Listed Companies, as well as the relevant provisions of the Articles of Association and the Company's equity incentive plan, in light of the actual situation of the Company. Its details are set out as follows.

Evaluation Purposes

To further improve the corporate governance structure of the Company; establish and perfect its incentive and restraint mechanisms; ensure the smooth implementation of the Equity Incentive Plan and maximize the effectiveness of such equity incentives; and thereby ensure the realization of the Company's development strategy and operational objectives.

Evaluation Principles

All evaluations shall be conducted in an impartial, open and fair manner and shall be carried out strictly in accordance with these Measures and the performance of the persons being evaluated, so as to closely align the Equity Incentive Plan with the work performance and contributions of the Participants, thereby enhancing the overall performance of the Company and maximizing the interests of the Company and all shareholders.

Scope of Evaluation

These Measures apply to all Participants participating in the current Restricted Share Incentive Plan, including directors, senior management personnel, middle-level management personnel and core technical (business) staff who serve at the Company (including its branches and subsidiaries).

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Evaluation Institutions

- (I) The Remuneration and Appraisal Committee of the Board of Directors shall lead and review the evaluation of Participants.
- (II) The Human Resources Department of the Company shall be responsible for the specific implementation of the evaluation and shall be accountable and report to the Remuneration and Appraisal Committee of the Board of Directors.
- (III) The Human Resources Department, Finance Department, and other relevant departments shall be responsible for collecting and providing relevant evaluation data, and shall be accountable for the authenticity and reliability of such data.
- (IV) The Board of Directors of the Company shall review all evaluation results.

Evaluation Indicators and Standards

- (I) The corporate-level performance evaluation requirements are consistent with the “Corporate-level performance evaluation requirements” stated in I. PROPOSED ADOPTION OF THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN in this circular.
- (II) The individual-level performance evaluation requirements are consistent with the “Performance evaluation requirements for participants at individual level” stated in I. PROPOSED ADOPTION OF THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN in this circular.

Evaluation Period and Frequency

(I) Evaluation Period

The fiscal year immediately preceding the year in which participants apply for the unlocking of Restricted Shares.

(II) Evaluation Frequency

The evaluation years under this Restricted Share Incentive Plan cover three fiscal years from 2026 to 2028, with one evaluation conducted per year.

Evaluation Procedures

Under the guidance of the Remuneration and Appraisal Committee of the Board of Directors, the Human Resources Department shall be responsible for the specific evaluation work, retain the evaluation results, and compile a performance evaluation report for submission to the Remuneration and Appraisal Committee of the Board of Directors.

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The Remuneration and Appraisal Committee of the Board of Directors shall determine the unlocking eligibility and quantity for each participant based on the evaluation report.

Administration of Evaluation Results

(I) Feedback and Appeal of Evaluation Results

Each appraised individual has the right to know their own evaluation results. The Human Resources Department shall notify the relevant appraised individual of their evaluation results within five working days after the completion of the evaluation.

If an appraised individual disagrees with his/her evaluation result, he/she may first raise the matter with the Human Resources Department for resolution. If the matter cannot be resolved through communication, the appraised individual may file an appeal with the Remuneration and Appraisal Committee, which shall conduct a review within 10 working days and determine the final evaluation result or grade.

(II) Filing of Evaluation Results

1. Upon completion of the evaluation, the Human Resources Department shall retain all evaluation records.
2. To ensure the effectiveness of performance incentives, evaluation records shall not be altered. Any revision or re-recording must be signed by the person responsible for recording the evaluation.
3. Evaluation results shall be filed as confidential documents, and shall be uniformly destroyed by the Human Resources Department three years after the expiration of this Plan.

III. PROPOSED AUTHORIZATION FOR THE BOARD TO HANDLE MATTERS RELATED TO THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN

For the specific implementation of the Company's 2026 A-Share Incentive Plan, the Company's Board of Directors hereby requests the general meeting to authorize the Board of Directors to handle the following matters related to the 2026 A-Share Incentive Plan:

- (I) The Company's general meeting is requested to authorize the Board of Directors to be responsible for the following specific implementation matters of the 2026 A-Share Incentive Plan:
 - (1) Authorize the Board of Directors to determine the Grant Date of the Restricted Share Incentive Plan; (2) Authorize the Board of Directors to make corresponding adjustments to the number of Restricted Shares in accordance with the methods specified in the Restricted Share Incentive Plan when the

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Company conducts matters such as capitalization issue, distribution of share dividends, share subdivision or share consolidation, and rights issue; (3) Authorize the Board of Directors to make corresponding adjustments to the grant price and repurchase price of Restricted Shares in accordance with the methods specified in the Restricted Share Incentive Plan when the Company conducts matters such as capitalization issue, distribution of share dividends, share subdivision or share consolidation, rights issue, and dividend distribution; (4) Authorize the Board of Directors to grant Restricted Shares to Participants when they meet the conditions and handle all matters necessary for the grant of Restricted Shares, including signing the Restricted Share Incentive Agreement (《限制性股票激勵協議書》) with the Participants; (5) Authorize the Board of Directors to review and confirm the eligibility for unlocking and the conditions for unlocking of Participants, and agree that the Board of Directors may delegate this right to the Remuneration and Appraisal Committee for exercise; (6) Authorize the Board of Directors to decide whether the participant is eligible for unlocking; (7) Authorize the Board of Directors to handle all matters necessary for the unlocking of Restricted Shares for Participants, including but not limited to submitting an application for unlocking to the stock exchange, applying to the securities registration and settlement company for relevant registration and settlement businesses, formulating a plan to amend the Articles of Association, and handling the change registration of the Company's registered capital; (8) Authorize the Board of Directors to handle the lock-up matters for Restricted Shares that have not yet been unlocked; (9) Authorize the Board of Directors to handle the modification and termination of the Restricted Share Incentive Plan in accordance with the provisions of the Company's 2026 A-Share Incentive Plan, including but not limited to canceling the eligibility for unlocking of Participants, repurchasing and canceling the Restricted Shares that have not yet been unlocked held by Participants, handling the compensation and inheritance matters for the Restricted Shares that have not yet been unlocked for deceased Participants, and terminating the Company's Restricted Share Incentive Plan; (10) Authorize the Board of Directors to manage and adjust the Company's Restricted Share Incentive Plan, and formulate or revise the management and implementation rules of the plan from time to time on the premise that they are consistent with the terms of this Incentive plan. Provided, however, that if laws, regulations, or relevant regulatory authorities require such modifications to be approved by the general meeting and/or relevant regulatory authorities, such modifications by the Board of Directors must be subject to the corresponding approval; (11) Authorize the Board of Directors to implement other necessary matters required for the Restricted Share Incentive Plan, except for the rights that are explicitly stipulated in relevant documents to be exercised by the general meeting;

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- (II) The general meeting is requested to authorize the Board of Directors to complete the procedures of examination and approval, registration, filing, verification, consent, etc. with relevant governments and institutions for this Restricted Share Incentive Plan; sign, execute, modify, and complete the documents submitted to relevant governments, institutions, organizations, and individuals; and perform all acts that it deems necessary, appropriate, or proper in relation to this Restricted Share Incentive Plan.
- (III) The general meeting is requested to authorize the Board of Directors to appoint intermediaries such as the collection bank, accountants, lawyers, and securities companies for the implementation of this Restricted Share Incentive Plan.
- (IV) The Company's general meeting is requested to agree that the term of the authorization granted to the Board of Directors is consistent with the validity period of this Restricted Share Incentive Plan. With respect to the above authorized matters, except for those matters that are explicitly stipulated by laws, administrative regulations, CSRC rules, normative documents, this Restricted Share Incentive Plan or the Company's Articles of Association to be passed by a resolution of the Board of Directors, other matters may be directly exercised by the Chairman of the Board of Directors or an appropriate person authorized by him on behalf of the Board of Directors.

IV. PROPOSED CANCELLATION OF REMAINING TREASURY SHARES UNDER THE 2026 A-SHARE RESTRICTED SHARE INCENTIVE PLAN

On August 24, 2023, the Company convened a meeting of the Board of Directors and resolved to use its own funds of not less than RMB50 million (inclusive) and not more than RMB100 million (inclusive) to repurchase the RMB ordinary shares (A Shares) issued by the Company through centralized bidding trading for the purposes of employee stock ownership plans, equity incentives, or conversion of convertible corporate bonds. The Company completed the implementation of the aforesaid repurchase plan on November 30, 2023, with a total of 2,627,960 shares of the Company repurchased (i.e., the shares that serve as the source of the 2026 A-Share Incentive Plan, hereinafter referred to as the “**Treasury Shares**”).

In accordance with the Rules for Share Repurchases by Listed Companies, if the Company repurchases shares for the aforementioned reasons, it shall transfer them within three years for the purposes disclosed in accordance with the law; if the shares are not transferred for the purposes disclosed, they shall be cancelled before the expiration of the three-year period. In accordance with the aforesaid rules and for the purpose of safeguarding the interests of the Company's shareholders, the Company proposes, based on the share subscription status under the 2026 A-Share Incentive Plan (for the purposes of this circular, “subscription” includes the signing of a subscription agreement and the payment of subscription amounts to the Company), to cancel the remaining treasury shares after the subscription under the 2026 A-Share Incentive Plan. The number of shares to be canceled is equal to the number of the Company's treasury shares minus the number of shares subscribed under the 2026 A-Share Incentive Plan.

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If there are such remaining treasury shares, the general meeting is requested to authorize and the Company's management to determine the specific number of treasury shares to be cancelled by the Company in this instance based on the share subscriptions under the 2026 A-Share Incentive Plan and to handle the relevant capital reduction procedures. The Company will promptly fulfill its information disclosure obligations in accordance with the provisions of relevant laws, regulations, and normative documents.

V. PROPOSED ADOPTION OF THE 2026 H-SHARE SHARE AWARD PLAN

The details of the Company's 2026 H-Share Share Award Plan are set out as follows.

Purpose and Principles of the Share Award Plan

This Plan is formulated to establish and improve the Company's long-term incentive mechanism, attract and retain outstanding talents, and fully motivate the Company's directors, senior management, middle-level management and core technical (business) personnel, so as to effectively align the interests of shareholders and the Company and the personal interests of the core team, and enable all parties to jointly focus on the Company's long-term development. Subject to the full safeguarding of shareholders' interests, this Plan is formulated in accordance with the principle of matching returns with contributions and pursuant to the provisions of the relevant laws, regulations and normative documents, as well as the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association of the Company.

Administrator of this Share Award Plan

The Board of Directors is the executive management body of this Plan, with overall responsibility for the implementation of this Plan. The power to administer this Share Award Plan may be delegated by the Board of Directors to its subordinate Remuneration and Appraisal Committee, including the power to offer or grant awards and determine the terms and conditions of such awards. The Board of Directors and the Remuneration and Appraisal Committee are collectively referred to as the "Plan Administrator".

The Board of Directors or the administrator of this Share Award Plan may from time to time appoint one or more administrative staff members (who may be independent third-party contractors) to assist in the administration of this Plan, and may delegate such plan administration functions as it deems appropriate in its absolute discretion. The tenure, scope of authority, and remuneration (if any) of such administrative staff members shall be absolutely determined by the Plan Administrator from time to time at its discretion. The Plan Administrator shall exercise its functions and powers in compliance with the domestic laws, the Listing Rules of the Hong Kong Stock Exchange, the Articles of Association, and the provisions of this Plan; where a connected matter is involved, the interested director(s) shall abstain from voting.

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When exercising various discretions under this Plan, the Plan Administrator shall act in good faith, shall not deviate from the incentive purpose of this Plan, and shall comply with the applicable laws and regulations in all relevant jurisdictions and the relevant requirements of the Listing Rules of the Hong Kong Stock Exchange.

Plan Period and Termination

This H-Share Share Award Plan shall be valid and in force during the plan period (i.e., ten (10) years from the date of review and approval by the general meeting (the Adoption Date)), and no additional award shares shall be granted after the expiration of the period. If there are granted but unvested award shares remaining upon the expiration of the H-Share Share Award Plan, the H-Share Share Award Plan shall be extended until the vesting of such award shares is completed. The extension of the validity period of the Plan is only for handling the existing granted but unvested shares, and no new award shares may be granted during the extension period.

Source of Award Shares

The source of the award shares is the Company's existing H Shares purchased by the Trustee (acting on behalf of and for the benefit of Eligible Participants) on the secondary market at the prevailing market price. The Company shall procure that the Trustee has sufficient funds, and the Board of Directors may give instructions to the Trustee on the terms and conditions of the relevant secondary market share purchases, provided that such instructions comply with all applicable laws, regulations, and the Listing Rules of the Hong Kong Stock Exchange.

The source of the award shares under this Plan does not involve the issuance of new H Shares.

Source of Funds

The funds for purchasing the target shares involved in this Plan come from (i) the Company's own funds, and (ii) Eligible Participants are required to pay to the Company (or other persons as directed by the Board of Directors and/or persons authorized by the Board of Directors) in accordance with the Award Letter and/or the terms of this Plan to obtain the award shares. The funds paid by the Eligible Participants must be from legitimate sources and shall not involve any arrangements such as nominee holding, trust (other than a trust established in accordance with this Plan), pledge, or other encumbrances that would result in the actual beneficial interests in the shares not belonging to the Eligible Participants. The Board of Directors and/or persons authorized by the Board of Directors shall ensure that the Trustee obtains the required funds for the establishment of the trust, and such funds shall be the sum of the following items (the "**Award Plan Funds**");

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- (a) the amount for purchasing or acquiring the target shares under this Plan or the equivalent amount determined at the sole discretion of the Board of Directors and/or persons authorized by the Board of Directors; and
- (b) the relevant expenses for purchasing the target shares (including prevailing brokerage fees, stamp duty, SFC transaction levy, and SEHK transaction fees) and other necessary expenses required to complete the purchase of the target shares under this Plan.

For the avoidance of doubt, the above expenses do not include all taxes payable by Eligible Participants under this Award Plan. Neither the Company nor the Trustee shall bear any such taxes, and all taxes and fees shall be borne by the Eligible Participants themselves.

Implementation via Trust

The Board of Directors and/or persons authorized by the Board of Directors may appoint a Trustee. The Company shall enter into a trust deed with the Trustee, pursuant to which this Plan shall be administered. The Trustee shall, on behalf of and for the benefit of Eligible Participants, acquire the Company's H Shares listed on the Stock Exchange of Hong Kong Limited as the target shares. On the premise of complying with relevant laws, regulations, rules, and normative documents such as the Company Law of the People's Republic of China, the relevant regulatory rules of the jurisdiction in which the Company is incorporated and listed, as well as the Articles of Association, the Trustee shall exercise and perform the relevant rights and obligations in accordance with this Plan and the trust deed.

If the Trustee is unable to hold the award shares due to restrictions under relevant laws, regulations, rules and normative documents such as the Company Law of the People's Republic of China and relevant regulatory rules of the jurisdiction in which the Company is incorporated and listed, the Trustee shall have the right to sell such shares in compliance with the trust deed after obtaining the consent of the Board of Directors and/or persons authorized by the Board of Directors.

For the avoidance of doubt, the trust is established solely for the administration of this Plan. The Trustee shall not be an Eligible Participant, and shall only hold the award shares on behalf of the Eligible Participants in accordance with the provisions of this Plan and the trust deed until such award shares vest. Upon vesting, the Trustee shall sell the relevant vested H Shares on the secondary market and deliver the corresponding proceeds to the Eligible Participants; if the vesting conditions are not met, such award shares shall be dealt with in accordance with the provisions of this Plan and the trust deed (including but not limited to lapse, cancellation, or transfer to other Eligible Participants in accordance with the grant decision otherwise made by the Board of Directors and/or persons authorized by the Board of Directors).

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All expenses incurred by the Trustee in providing trust management services, including but not limited to annual trust management fees, custody fees, and trust audit fees, shall be borne by the trust property.

The cash balance obtained by the Trustee from disposing of the award shares and receiving dividend distributions shall be managed in accordance with the trust deed, and shall not be used for purposes other than the trust purposes.

Eligible Participants and the Benchmark for Determining Eligibility

The Eligible Participants under the Company's 2026 H-Share Share Award Plan include any person who is a director, senior management member, or employee of any member of the Group (**"Employee Participant"**). The eligibility benchmark for Eligible Participants shall be determined from time to time at the discretion of the Board of Directors and/or its authorized persons based on the contributions of Eligible Participants to the development and growth of the Company.

The following persons shall not be Eligible Participants under this Plan:

- ① Persons who have been deemed inappropriate candidates by the Hong Kong Stock Exchange, the SZSE or the CSRC;
- ② Persons who fall under the circumstances specified in the Company Law that disqualify them from serving as directors or senior management members;
- ③ Other persons who are prohibited from participating in equity incentives of listed companies by laws, regulations, and regulatory rules.

Plan Limit

The total number of the Company's existing H Shares that the Trustee of the trust under this Plan may purchase from the secondary market shall not exceed 2.08 million shares, accounting for approximately 1.54% of the total number of issued H shares of the Company (excluding treasury shares) as at the adoption date of this Plan (the **"Plan Limit"**). In no event shall the total number of shares that may be issued under all awards granted under this Plan and under share options and awards granted under any other share plans of the Company exceed 10% of the total number of issued shares of the relevant class (excluding treasury shares) as at the adoption date. The Plan Limit may be adjusted or updated from time to time in accordance with the rules of the Plan, provided that any excess over the aforesaid limit shall go through internal deliberation and information disclosure procedures and comply with any applicable laws, regulations, and rules.

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In the event that any award shares lapse or are canceled, such shares may continue to be held by the trust for subsequent grants under this Plan, provided that such re-grants shall not exceed the total Plan Limit specified in this Plan, and shall still strictly comply with all the rules of this Plan, including those on grant conditions, individual limits, approval of connected persons, and review and approval by the general meeting.

Individual Limit

If any incentive shares are granted to a director, chief executive officer or substantial shareholder of the Company, or any of their respective associates or any other connected person, and such grant constitutes a connected transaction under Chapter 14A of the Hong Kong Listing Rules, the Company will comply with the relevant requirements under Chapter 14A of the Hong Kong Listing Rules. If the participation of any connected person in the Plan exceeds the 0.1% threshold under Rule 14A.76 of the Hong Kong Listing Rules, the Company will comply with the applicable reporting, announcement and, where applicable, independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

Purchase Price and Payment of Award Shares

The purchase price of the H Share Award Units granted under this Award Plan is HK\$3.882 per Share. Such purchase price shall not be lower than the par value of the Shares of the Company, and shall not be lower than the higher of the following:

- (1) 50% of the closing price of the Company's H Shares on the 1st trading day prior to the date of the Board meeting, being HK\$3.875 per Share (50% of HK\$7.75 per Share); and
- (2) 50% of the average closing price of the Company's H Shares over the 20 trading days prior to the date of the Board meeting, being HK\$3.882 per Share (50% of HK\$7.763 per Share).

Upon acceptance of an Award, the Eligible Participant shall pay the full purchase price for all Award Shares out of his/her own funds within the payment period as set out in the Award Letter. In the event of failure to make such payment within the prescribed period, the Award shall automatically lapse. After the consideration for the award shares is fully paid, all vesting conditions must still be met before the award shares can vest; upon vesting, the Trustee shall dispose of the corresponding shares, and pay all the net disposal proceeds after deducting the relevant transaction costs to the Eligible Participant. In the event that the award lapses before vesting, the Plan Administrator may, at its discretion, arrange to refund all or part of the paid purchase price.

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Adjustment of the Number and Purchase Price of Award Shares

Where the Company conducts capitalization issue, rights issue, share split, share consolidation, or reduction of share capital (excluding the reduction of share capital caused by the repurchase and cancellation of Restricted Shares in accordance with the Company's A-Share Equity Incentive Plan) before any award shares under this Plan are fully vested, the Plan Administrator may make corresponding adjustments that it considers fair, and the items subject to adjustment include: (i) the number of shares corresponding to such granted but unvested award shares; and (ii) the agreed share purchase price of such award shares.

1. All the aforesaid adjustments must ensure that the proportion of equity interests that Eligible Participants can enjoy after the adjustment is consistent with the proportion of equity interests they can enjoy for such award before the adjustment, and the participants' relative shareholding interests shall not be increased or diluted indirectly as a result of such change in share capital.
2. Before making the aforesaid adjustments, the Plan Administrator shall obtain written confirmation from the independent non-executive directors on the fairness of this adjustment; after the adjustment is completed, the Company shall fulfill its information disclosure obligations in accordance with the requirements of the Listing Rules of the Hong Kong Stock Exchange.
3. Treatment of fractional shares: If fractional award shares of less than one share arise after the adjustment, the Plan Administrator shall have the right to disregard such fractional shares, or deal with such fractional part in a manner it considers appropriate.
4. This clause shall only apply to the share capital reorganization listed above; except as otherwise confirmed by the Plan Administrator, the issuance of new shares (excluding rights issue) and the distribution of ordinary cash dividends by the Company shall not trigger the number adjustment under this clause. If circumstances involving purchase price adjustment such as cash dividend distribution or capital reserve conversion into share capital occur before the trust purchases the award shares on the secondary market, the Plan Administrator may make corresponding adjustments to the purchase price in accordance with the provisions of this Plan, relevant domestic and foreign laws and regulations, and the Listing Rules of the Hong Kong Stock Exchange.
5. The adjustments stipulated in this clause are only applicable to the granted but unvested awards; they shall not be retroactive to the award shares that have completed vesting.

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Vesting Conditions and Performance Objectives

In accordance with the rules of this Award Plan, the Board may, at its discretion, impose any conditions it deems appropriate for the vesting of Award Shares to eligible participants, including but not limited to vesting conditions based on the Company's selected performance appraisals and the eligible participants' individual performance evaluations. Award Shares may only vest after the eligible participants have met the performance objectives determined by the Board.

During the vesting period, the H Share Award Units granted to Eligible Participants may only vest if the following conditions are met simultaneously:

- (1) The Company is not subject to any of the following circumstances:
 - ① the financial accounting report for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
 - ② the internal control over financial reporting for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
 - ③ the Company has failed to conduct profit distribution in accordance with laws and regulations, the Articles of Association or its public undertakings within the most recent 36 months following its listing;
 - ④ circumstances stipulated by laws and regulations where an equity incentive plan shall not be implemented;
 - ⑤ other circumstances as determined by the CSRC.
- (2) The Eligible Participant is not subject to any of the following circumstances:
 - ① having been deemed by the Stock Exchange as an inappropriate candidate within the most recent 12 months;
 - ② having been deemed by the CSRC or its local offices as an inappropriate candidate within the most recent 12 months;
 - ③ having been subject to administrative penalties or market prohibition measures imposed by the CSRC or its local offices for material violations of laws and regulations within the most recent 12 months;

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- ④ being subject to any circumstances which would disqualify a person from serving as a director or senior management of the Company under the Company Law;
- ⑤ being disqualified from participating in any equity incentive plan of a listed company under any laws and regulations;
- ⑥ other circumstances as determined by the CSRC.

If the Company experiences any of the circumstances specified in item (1) above, all H Shares granted but not yet vested to all Eligible Participants under this Award Plan shall not vest; if an Eligible Participant experiences any of the circumstances specified in item (2) above, the H Shares granted but not yet vested to that Eligible Participant under this Award Plan shall not vest.

(3) Corporate-level performance evaluation requirements

The vesting evaluation years for this Award Plan are the three fiscal years from 2026 to 2028, with one evaluation per fiscal year. The performance objectives for each year are shown in the table below:

Vesting Period	Corresponding Evaluation Year	Annual Operating Revenue Growth Rate of the Company for the Evaluation Year (A)	
		Target Value (Am)	Trigger Value (An)
First Vesting Period for H Share Award Units	2026	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2026 shall be no less than 20%	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2026 shall be no less than 16%
Second Vesting Period for H Share Award Units	2027	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2027 shall be no less than 40%	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2027 shall be no less than 32%
Third Vesting Period for H Share Award Units	2028	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2028 shall be no less than 60%	Taking the operating revenue of 2025 as the base, the operating revenue growth rate for 2028 shall be no less than 48%

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Evaluation Indicator	Performance Completion Level	Corporate-level Coefficient (X)
Annual Operating Revenue	$A \geq A_m$	$X = 100\%$
Growth Rate of the	$A_n \leq A < A_m$	$X = A/A_m * 100\%$
Company for the	$A < A_n$	$X = 0$
Evaluation Year (A)		

Notes:

1. The “operating revenue” indicator mentioned above shall be based on the data set out in the audited consolidated financial statements.
2. The aforesaid performance targets shall not constitute a performance forecast or a substantive commitment by the Company to investors.

(4) Performance evaluation requirements for Eligible Participants at individual level

All Eligible Participants shall be assessed annually during the validity period of the Company’s 2026 H-Share Share Award Plan. The individual vesting ratio for the current period shall be determined based on the individual’s performance evaluation results. The Eligible Participant’s actual vested amount for the current period = Corporate-level coefficient $\times$ Individual vesting ratio $\times$ Individual planned vesting amount for the current period.

Pursuant to the Company’s prevailing performance evaluation system, individual performance appraisal results are currently classified into five grades, namely S/A/B/C/D, with the corresponding vesting ratio set out below:

Corresponding Grade	S	A	B	C	D
Individual vesting ratio		100%		0	

Note: The Eligible Participant’s actual vested amount for the current period = Corporate-level coefficient $\times$ Individual vesting ratio $\times$ Individual planned vesting amount for the current period.

Eligible Participants can only fully vest in the current period’s Award Shares if they were rated “B” or above in the previous year’s performance appraisal; if rated “C” or below, the shares scheduled to vest for that period shall not vest.

If an Eligible Participant leaves the Company due to retirement, on the date of the occurrence, the H Share Award Units granted to the Eligible Participant shall be handled entirely in accordance with the procedures stipulated in this Incentive Plan prior to retirement, and the Board may decide to exclude his/her individual performance appraisal conditions from the vesting conditions. If an Eligible Participant leaves the Company due to loss of working capacity resulting from a work-related injury, on the date of the occurrence, the H Share Award Units granted to the Eligible Participant shall be handled fully in accordance with the procedures stipulated in this Incentive Plan prior to the loss

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of working capacity, and the Board may decide to exclude his/her individual performance appraisal conditions from the vesting conditions. If an Eligible Participant deceases due to performing duties, on the date of the occurrence, the Eligible Participant's H Share Award Units shall be held by his/her designated heir or legal heir, and shall be processed in accordance with the procedures stipulated in this Plan prior to his/her death, and the Board may decide to exclude his/her individual performance appraisal conditions from the vesting conditions.

Vesting Arrangements

The vesting period and the schedule for vesting in each period for the H Share Award Units granted under this Plan are shown in the table below:

Vesting Arrangements	Vesting Time	Vesting Ratio
First Vesting Period for H Share Award Units	From the first trading day 12 months after the grant date until the last trading day within 24 months from the grant date	30%
Second Vesting Period for H Share Award Units	From the first trading day 24 months after the grant date until the last trading day within 36 months from the grant date	30%
Third Vesting Period for H Share Award Units	From the first trading day 36 months after the grant date until the last trading day within 48 months from the grant date	40%

The vesting period for H Share Award Units obtained by Eligible Participants due to capitalization of capital reserves, stock dividends, or stock splits shall be the same as the vesting period for H Share Award Units.

The Board and/or the Plan Administrator shall instruct and cause the Trustee to issue a vesting notice (the “**Vesting Notice**”) to the relevant Eligible Participants within a reasonable period prior to any vesting date, which shall include confirmation of the satisfaction of vesting conditions, the vesting date, and other details.

Upon receipt of confirmation from the Company that all vesting criteria and conditions listed in the Award letter have been met and/or waived, and written confirmation from the Eligible Participants, the Trustee shall vest the Award Shares to the Eligible Participants.

LETTER FROM THE BOARD

The vested Award Shares shall be satisfied by the Company, at its sole discretion, within a reasonable period in the following manner: The Company shall pay or cause to be paid to such Eligible Participants cash equivalent to the actual selling price after deducting relevant taxes and fees (together with the after-tax amount of dividends or other distributions, if any, obtained by such Award Shares during the corresponding vesting period).

H Share Award Units which do not vest within the aforesaid agreed period as a result of non-satisfaction of the vesting conditions shall be retained by the trust for the purposes of future H Share award plans. For the aforementioned H Share Award Units that failed to vest, all or part of the purchase price actually paid by the Eligible Participants will be collectively refunded from the Company's bank account, as arranged by the Plan Administrator.

Even if the Award Shares have met the vesting conditions, Eligible Participants shall not transfer, pledge, or mortgage the right to receive such payments, nor create any third-party encumbrance on such payment rights, before the Trustee completes the secondary market disposal and delivers the corresponding cash proceeds to the Eligible Participants.

Clawback Mechanism

Under the following circumstances:

1. Extraordinary Company Events

(1) One of the following situations occurs to the Company:

- ① the financial accounting report for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
- ② the internal control over financial reporting for the most recent fiscal year is issued with an audit opinion that is adverse or a disclaimer of opinion by the certified public accountant;
- ③ the Company has failed to conduct profit distribution in accordance with laws and regulations, the Articles of Association or its public undertakings within the most recent 36 months following its listing;
- ④ the Company is required to implement a clawback according to any applicable laws, rules and regulations and/or at the request of any regulatory authority (including but not limited to the Stock Exchange and Shenzhen Stock Exchange).

LETTER FROM THE BOARD

- (2) If the Company's information disclosure documents contain false records, misleading statements or material omissions, resulting in a failure to meet the grant conditions or vesting arrangements, unvested award shares shall not vest, and the share purchase price paid by Eligible Participants will be uniformly refunded by the Company; if the award shares granted to Eligible Participants have already vested, all Eligible Participants shall return the benefits already received to the Company. Eligible Participants who are not responsible for the aforementioned matters and suffer losses due to returning the benefits may, in accordance with the relevant arrangements of this Plan, seek recourse from the Company or the responsible party. The Board shall recover the benefits obtained by Eligible Participants in accordance with this provision and the relevant arrangements of this Plan.

2. *Changes in Personal Circumstances of Eligible Participants*

- (1) Any of the following situations occurs to an Eligible Participant:
- ① having been deemed by the Stock Exchange as an inappropriate candidate within the most recent 12 months;
 - ② having been deemed by the CSRC or its local offices as an inappropriate candidate within the most recent 12 months;
 - ③ having been subject to administrative penalties or market prohibition measures imposed by the CSRC or its local offices for material violations of laws and regulations within the most recent 12 months;
 - ④ being subject to any circumstances which would disqualify a person from serving as a director or senior management of the Company under the Company Law;
 - ⑤ being disqualified from participating in any equity incentive plan of a listed company under any laws and regulations;
 - ⑥ other circumstances as determined by the CSRC.
- (2) A change in position of an Eligible Participant arising from such acts as incompetence, violation of laws, breach of professional ethics, disclosure of the Company's confidential information, dereliction of duty or misconduct, which harm the interests or reputation of the Company; or the Company's termination of the employment relationship with an Eligible Participant for any of the aforesaid reasons.
- (3) An Eligible Participant resigns or is laid off by the Company.

LETTER FROM THE BOARD

- (4) When an Eligible Participant leaves employment due to loss of working capacity not resulting from a work-related injury.
- (5) Death of an Eligible Participant not in the course of duty.
- (6) Other non-vesting situations as determined by the Board or the Remuneration and Appraisal Committee.

In such cases, the Plan Administrator may, at its absolute discretion, decide: (A) to terminate the implementation of this Plan; (B) to immediately allow any H Share Award Units granted but not yet vested to lapse, and the payment for the invalid award shares will be uniformly refunded from the Company's bank account as arranged by the Plan Administrator; (C) that for any cash amounts paid to Eligible Participants under this Plan, the Eligible Participants shall return to the Company or its nominee the cash of such cash amounts (applicable only to the relevant circumstances under item 1(2) of the "Clawback Mechanism").

If, due to changes in the operating environment or market conditions, it becomes difficult for the Company to achieve the incentive objectives by continuing to implement this Plan, this Plan may be terminated early with the approval of the general meeting. In such a case, H Share Award Units that have been granted but not yet vested to Eligible Participants will continue to be held by the trust for the purpose of future incentive plans. All or part of the purchase price paid by the Eligible Participants will be collectively refunded from the Company's bank account, as arranged by the Plan Administrator.

If an Eligible Participant dies, for award entitlements that have met all vesting conditions but for which the Trustee has not yet completed cash payment, the corresponding vested cash proceeds shall not be subject to the clawback or invalidation clauses of this Plan, and shall be enjoyed by his/her designated beneficiary or legal heir.

Transfer and Related Rights of Share Awards

Non-transferability: Any unvested share awards are personally owned by the granted Eligible Participant and shall not be assigned or transferred. Furthermore, Eligible Participants shall not in any way sell, assign, pledge, mortgage, create any encumbrance, or create any interest in favor of any other person in respect of the unvested share awards, nor enter into or intend to enter into any agreement to do so.

Voting rights: Although the Trustee, as the legal registered holder, holds all award shares under the trust (including granted but unvested award shares, bonus shares, shares allotted through capitalization issue, invalidated and recovered shares, etc.), the Trustee shall not exercise the voting rights attached to any shares held by the trust. In respect of unvested Award Shares under this Plan, Eligible Participants do not enjoy the shareholder voting rights corresponding to such shares, nor do they have the right to issue any voting instructions to the

LETTER FROM THE BOARD

Trustee. The aforementioned waiver of voting obligation applies to all matters voted on by the Company's general meeting; however, if applicable law mandates the Trustee to vote according to the instructions of the beneficial owner, then legal provisions shall prevail.

Other shareholders' rights: Eligible Participants shall not have any shareholders' rights of unvested share awards (including voting rights, dividend rights, transfer rights, and rights arising from the Company's liquidation). All dividends or other distributions corresponding to the share awards will be disposed of by the Board/Authorized Administrator at its sole discretion in accordance with this Plan.

Changes in Share Capital and Change of Control

If the Company undergoes share capital restructuring events other than share splits, consolidations, share reductions, rights issues, placings, or bonus shares, the Plan Administrator may, after confirmation of fairness by independent non-executive directors, make fair adjustments to the number of granted but unvested Award Shares.

If events such as a change of control of the Company, a general offer, or privatization occur, the Plan Administrator has the right to make a comprehensive judgment and choose one of the following disposal methods:

- (1) Accelerated vesting of granted but unvested Award Shares;
- (2) Immediate lapse of granted but unvested Award Shares;
- (3) Continuation in accordance with the original vesting conditions and vesting periods under this Plan.

If the Plan Administrator elects accelerated vesting, such accelerated vesting shall still satisfy the corporate-level compliance requirements stipulated in this Plan.

Accounting and Tax Treatment

Costs related to share awards under this Plan shall be accounted for in accordance with the Accounting Standards for Business Enterprises No. 11 – Share-based Payment. The Plan Administrator shall determine the fair value of the award shares on the grant date, and award-related expenses shall be amortized over the corresponding vesting accounting periods and recognized in the Company's consolidated financial statements.

All taxes and fees arising from the grant, vesting, and disposal of award shares under this Plan shall be the sole responsibility of the Eligible Participant. The Company and/or the Trustee shall have the right, when paying cash proceeds corresponding to vesting to Eligible Participants, to withhold and remit relevant taxes and fees as required by law.

LETTER FROM THE BOARD

Implications of the Listing Rules

The 2026 H-Share Share Award Plan does not involve the issue of any new shares or the grant of options over any new shares of the Company. The relevant shares are existing shares and are not Treasury Shares repurchased and held by the Company in its own name. As the 2026 H-Share Share Award Plan involves the existing shares, it is subject to Rule 17.12 of Chapter 17 of the Listing Rules of the Hong Kong Stock Exchange. Accordingly, under the Listing Rules of the Hong Kong Stock Exchange, the adoption of the 2026 H-Share Share Award Plan is not subject to shareholders' approval. However, pursuant to the Articles of Association, the 2026 H-Share Share Award Plan and the related matters are conditional on approval by the shareholders at the EGM.

Information Disclosure

The Company shall, in accordance with domestic regulatory requirements in China and the requirements of the Listing Rules of the Stock Exchange, timely fulfill its information disclosure obligations regarding significant matters such as the grant, vesting, lapse of shares, material amendments to this Plan, and termination of this Plan.

Amendment and Termination Procedures for this Plan

1. Procedures for Amending this Plan

- (1) If the Company intends to amend this Plan before its deliberation and approval by the general meeting, such amendment shall be subject to the approval of the Board.
- (2) If the Company amends this Plan after its deliberation and approval by the general meeting, such amendment shall be decided by the general meeting and shall not include circumstances leading to early vesting;

2. Procedures for Terminating this Plan

- (1) If the Company intends to terminate the implementation of this Plan before its deliberation and approval by the general meeting, such termination shall be subject to the approval of the Board.
- (2) If the Company terminates the implementation of this Plan after its deliberation and approval by the general meeting, such termination shall be decided by the general meeting.

LETTER FROM THE BOARD

Supplementary Provisions

Matters not covered by this Plan shall be handled by the Plan Administrator at its discretion in accordance with domestic and overseas laws, the Listing Rules of the Stock Exchange, and the Company's Articles of Association. Should any terms of this Plan conflict with mandatory laws or listing regulatory rules, the mandatory laws and regulatory rules shall prevail.

The Chinese version of this Plan shall be the sole official version; in the event an English translation is prepared and there is any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

This Plan shall take effect from the date of its deliberation and approval by the Company's general meeting.

VI. AUTHORIZATION TO THE BOARD AND/OR ITS AUTHORIZED PERSONS TO HANDLE MATTERS RELATED TO THE H-SHARE SHARE AWARD PLAN

For the purpose of managing and implementing the 2026 H-Share Share Award Plan, the general meeting is requested to grant the following authorizations to the Board or its authorized representatives:

- (1) to manage and operate the 2026 H-Share Share Award Plan and to make decisions regarding its daily management and implementation, including but not limited to determining the eligibility criteria and conditions for participants under the 2026 H-Share Share Award Plan, determining the list of participants, and determining the grant date, vesting date, and vesting conditions of the Award Shares;
- (2) to make corresponding adjustments to the number of Award Shares and the purchase price (if applicable) in the event the Company undertakes a capitalization issue, bonus issue, rights issue, public offering, share split, or share consolidation;
- (3) to establish a trust and/or appoint a Trustee for the purpose of the 2026 H-Share Share Award Plan, handle all legal matters related to the trust structure, execute trust deeds and related documents, and instruct the Trustee to purchase the Company's H Shares;
- (4) upon fulfillment of the relevant grant conditions set forth in the 2026 H-Share Share Award Plan, to grant Award Shares to participants and handle all matters related to such grant, including but not limited to issuing grant notices to participants, entering into share award agreements and other agreements related to the 2026 H-Share Share Award Plan with Eligible Participants on behalf of the Company, and fulfilling relevant disclosure obligations to the Stock Exchange and other regulatory authorities;

LETTER FROM THE BOARD

- (5) within the plan limits, to reallocate and adjust relevant Award Shares for any participant who declines to accept a grant, or whose Award Shares have lapsed or otherwise require adjustment in accordance with the 2026 H-Share Share Award Plan;
- (6) to review and confirm the eligibility and conditions for participants' Award Shares to vest, determine whether participants have met the vesting conditions, and handle all matters required for the vesting of Award Shares, including but not limited to issuing vesting notices to participants, instructing the Trustee to transfer the proceeds of the vested Award Shares to Eligible Participants or register participants as beneficiaries of the trust account, or otherwise dealing with Award Shares in accordance with the rules of the 2026 H-Share Share Award Plan;
- (7) to issue instructions to the Trustee regarding the daily management of ungranted, unvested, lapsed, or returned Award Shares, including but not limited to handling the rights and trust assets related to such Award Shares in accordance with the 2026 H-Share Share Award Plan, and cooperating with relevant regulatory authorities in connection with (among other things) information disclosure and investigation requirements and regulations;
- (8) to formulate or amend management rules, arrangements, guidelines, procedures, and/or regulations related to the management, interpretation, implementation, and operation of the 2026 H-Share Share Award Plan;
- (9) to amend or adjust the 2026 H-Share Share Award Plan from time to time in accordance with the Listing Rules of the Stock Exchange and other applicable laws, regulations, and the relevant terms of the 2026 H-Share Share Award Plan; provided that if any such amendment is required to be approved by shareholders, the Board and/or relevant regulatory authorities under applicable laws, regulations, relevant regulatory bodies, or the Articles of Association, such amendment shall not take effect until such approval is obtained;
- (10) to appoint trustees, accountants, lawyers, financial advisors, agents, banks, and other professional institutions for the purpose of the 2026 H-Share Share Award Plan, and to handle all necessary matters related to such appointments (including but not limited to all matters related to trust arrangements), as well as to determine the service fees and payment arrangements for the relevant intermediaries;
- (11) to sign, execute, amend, and terminate any agreements and other related documents concerning the 2026 H-Share Share Award Plan;

LETTER FROM THE BOARD

- (12) to handle and obtain approvals, registrations, filings, endorsements, consents, and other procedures (if required) with the Stock Exchange and other relevant regulatory authorities concerning the 2026 H-Share Share Award Plan; to sign, execute, amend, and complete documents submitted to relevant authorities, organizations, and individuals; and to take all actions deemed necessary, appropriate, or expedient in connection with the 2026 H-Share Share Award Plan;
- (13) to explain and interpret the rules of the 2026 H-Share Share Award Plan, and to exercise absolute discretion in handling any issues or disputes arising from the 2026 H-Share Share Award Plan; and
- (14) to manage and execute all other matters required for the implementation of the 2026 H-Share Share Award Plan, including but not limited to taking and entering into all actions and arrangements that may be necessary or expedient for the full effectiveness of the 2026 H-Share Share Award Plan, and signing all instruments, deeds, and documents required for its implementation; except for matters explicitly stipulated by applicable laws, regulations, the Listing Rules of the Stock Exchange, management rules, or the Articles of Association to be exercised by general meeting.

VII. PROPOSED APPLICATION FOR BANKING CREDIT FACILITIES

To meet the Company's liquidity needs and support its strategic development plan, the Company, its wholly-owned subsidiaries, and its controlling subsidiaries intend to apply to commercial banks and policy banks and other financial institutions for credit facilities not exceeding RMB2 billion or its equivalent in foreign currency. The specific currency, amount, term, type of credit facility, and purpose of financing shall be subject to the contracts signed between the Company, its wholly-owned subsidiaries, controlling subsidiaries, and domestic and international banks. Financing products include special-purpose loans, trade finance, revolving loans, bank acceptance bills, commercial acceptance bills, letters of credit, etc. The credit facility term shall be three years from the date of approval by the Company's general meeting, and the aforesaid credit limit may be utilized on a revolving basis.

The credit limit does not equal the Company's financing amount. The actual financing amount shall be based on the amount actually incurred by the Company with banks within the credit limit, and specific credit details shall be subject to actual occurrences. The Board authorizes the Company's legal representative to sign all relevant contracts, agreements, vouchers, mortgages, and other legal documents within the scope of the aforementioned credit limit.

The above resolutions have been deliberated and approved by the Board and are hereby presented at the EGM. Resolutions 1 to 6 are proposed to the EGM for deliberation and approval as special resolutions, and Resolution 7 is proposed to the EGM for deliberation and approval as an ordinary resolution.

LETTER FROM THE BOARD

The proposed adoption of the 2026 A-Share Restricted Share Incentive Plan and the 2026 H-Share Share Award Plan is still subject to approval by the general meeting. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

EGM

The EGM will be held at 2:30 p.m. on Monday, September 28, 2026 (Beijing time) at the Company's conference room on Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC. The Notice of the Extraordinary General Meeting is set out on pages EGM-1 to EGM-2 of this Circular. For Resolutions 1 to 3 and 5 to 6 to be considered at the EGM, the directors and senior management (holding 640,083 shares of the Company in total and required to abstain from voting), the Participants and Eligible Participants are required to abstain from voting. The Company's special share repurchase account holds 2,627,960 A Shares of the Company, and these shares carry no voting rights. Save as disclosed above, no shareholder is required to abstain from voting on the resolutions to be considered at the EGM.

The proxy form for H Shareholders for the EGM has been published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.fibocom.com). Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend and vote at the EGM on your behalf, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and deposit it, by hand, post or fax, with the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders only) as soon as possible and in any event no later than 24 hours before the time appointed for the holding of the EGM (i.e. before 2:30 p.m. on Sunday, September 27, 2026, Beijing time). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM should you so wish.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the H Shareholders who are entitled to attend the EGM, the Company will suspend its H Share register of members from Wednesday, September 23, 2026 to Monday, September 28, 2026 (both days inclusive). All duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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, by 4:30 p.m. on Tuesday, September 22, 2026. Transferees, and not transferors, whose names are registered by this time will be deemed as holders of the relevant H Shares and will be entitled to attend and vote at the EGM. H Shareholders whose names appear on the register of members as at Monday, September 28, 2026 will be entitled to attend the EGM.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to the Listing Rules of the Hong Kong Stock Exchange, any vote of shareholders at a general meeting must be taken by poll (except where the chairman of the meeting, in good faith, allows a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The chairman of the EGM will therefore demand that all resolutions set out in the notice of the EGM be voted on by poll. The poll results will be published on the Stock Exchange's website (www.hkexnews.hk) and the Company's website (www.fibocom.com) after the EGM.

RECOMMENDATIONS

The Board considers that the resolutions set out in the Notice of the Extraordinary General Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends shareholders to vote in favor of such resolutions.

By Order of the Board
Fibocom Wireless Inc.
Zhang Tianyu
Chairman

China, September 4, 2026

As of the date of this Circular, the Board comprises Mr. Zhang Tianyu, Mr. Ying Lingpeng, Mr. Xu Ning and Ms. Chen Qihua as executive directors; and Mr. Wang Ning, Ms. Zhao Jing and Mr. Wu Chengang as independent non-executive directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Fibocom Wireless Inc.

深圳市廣和通無線股份有限公司

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

(Stock code: 00638)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2026 Third Extraordinary General Meeting (the “EGM”) of Fibocom Wireless Inc. (the “**Company**”) will be held at 2:30 p.m. on Monday, September 28, 2026 (Beijing time) at the Company’s conference room on Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC, to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the 2026 A-Share Restricted Share Incentive Plan (Draft) and its summary;
2. To consider and approve the Measures for Evaluation and Management of the Implementation of the 2026 A-Share Restricted Share Incentive Plan;
3. To consider and approve the proposal to authorize the Board to handle matters related to the 2026 A-Share Restricted Share Incentive Plan;
4. To consider and approve the proposal to cancel the remaining treasury shares under the 2026 A-Share Restricted Share Incentive Plan;
5. To consider and approve the proposal for the 2026 H-Share Share Award Plan;
6. To consider and approve the proposal to authorize the Board and/or its authorized representatives to handle matters related to the H-Share Share Award Plan.

ORDINARY RESOLUTION

7. To consider and approve the proposal regarding applying for credit facilities from banks.

By Order of the Board
Fibocom Wireless Inc.
Zhang Tianyu
Chairman

China, September 4, 2026

As of the date of this notice, the Board comprises Mr. Zhang Tianyu, Mr. Ying Lingpeng, Mr. Xu Ning and Ms. Chen Qihua as executive directors; and Mr. Wang Ning, Ms. Zhao Jing and Mr. Wu Chengang as independent non-executive directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on all resolutions at an extraordinary general meeting shall be by way of poll. The poll results of the EGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fibocom.com) in accordance with the requirements of the Listing Rules. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the EGM.
2. The record date for determining the entitlement of the Company’s shareholders (the “**Shareholders**”) to attend and vote at the EGM will be Monday, September 28, 2026. For the purpose of determining the Shareholders’ eligibility to attend and vote at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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 H Shareholders) by 4:30 p.m. on Tuesday, September 22, 2026 (Beijing time).
3. Any Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder. If the Shareholder appoints more than one proxy, their proxies may only vote by poll.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorized in writing. If the Shareholder is a corporation, the instrument appointing a proxy must be either under its common seal or signed by its director(s) or its attorney duly authorized in writing. If the instrument appointing a proxy is signed by a person duly authorized by the Shareholder, the powers of attorney or other instruments of authorization shall be notarized. For H Shareholders, the aforementioned documents must be delivered 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, as soon as possible and in any event no later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (i.e. not later than 2:30 p.m. on Sunday, September 27, 2026, Beijing time). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
5. Shareholders shall produce their identification documents when attending the EGM.
6. If a proxy attends the EGM on behalf of a Shareholder, he/she should produce their identification document and the power of attorney or other documents signed by the appointor or their attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce their identification document and the notarized copy of the resolution passed by the Board or other authority or notarized copy of any authorization documents issued by such corporate Shareholder.
7. The H Share Registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited and its address is as follows: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.
8. The registered office of the Company:

Room 1101, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC
Tel: 0755-26520587
Email: zqb@fibocom.com
Contact person: Chen Shijiang
9. Miscellaneous

The EGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling and accommodation expenses.