BEFORE THE [REDACTED]

As of the Latest Practicable Date, the total issued share capital of our Company was RMB412,834,732, comprising 412,834,732 A Shares (including 82,467,848 Class A Ordinary Shares and 330,366,884 Class B Ordinary Shares) of nominal value of RMB1.00 each, all of which are listed on the Shanghai Stock Exchange.

Description of Shares	Number of Shares	Approximate percentage of total issued share capital of our Company[(2)]
A Shares (Class A Ordinary Shares)	82,467,848	19.98%
A Shares (Class B Ordinary Shares)	330,366,884[(1)]	80.02%
Total A Shares	**412,834,732**	**100.0%**

Notes:

(1) Including 2,131,637 A Shares repurchased and held in our stock repurchase account as treasury Shares as of the Latest Practicable Date.

(2) The percentages in the table above represent percentages of total issued share capital and do not reflect voting power. For details of the WVR structure, see "— A-Share Weighted Voting Rights Structure" below.

UPON COMPLETION OF THE [REDACTED]

Immediately following completion of the [**REDACTED**] assuming the [**REDACTED**] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**], the share capital of our Company will be as follows.

Description of Shares	Number of Shares	Approximate percentage of issued share capital[(2)]
A Shares (Class A Ordinary Shares) in issue	82,467,848	[**REDACTED**]%
A Shares (Class B Ordinary Shares) in issue	330,366,884[(1)]	[**REDACTED**]%
H Shares (Class B Ordinary Shares) to be issued under the [**REDACTED**]	[**REDACTED**]	[**REDACTED**]%
Total	**[REDACTED]**	**100.00%**

Notes:

(1)(2) See the notes above.

Immediately following completion of the [**REDACTED**] assuming the [**REDACTED**] is fully exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**], the share capital of our Company will be as follows.

Description of Shares	Number of Shares	Approximate percentage of issued share capital[(2)]
A Shares (Class A Ordinary Shares) in issue	82,467,848	[**REDACTED**]%
A Shares (Class B Ordinary Shares) in issue	330,366,884[(1)]	[**REDACTED**]%
H Shares (Class B Ordinary Shares) to be issued under the [**REDACTED**]	[**REDACTED**]	[**REDACTED**]%
Total	[**REDACTED**][(1)]	**100.00%**

Notes:

(1)(2) See the notes above.

OUR SHARES AND RANKING

Our A Shares and H Shares describe the market on which the relevant Shares are [**REDACTED**] and [**REDACTED**], whereas our Class A Ordinary Shares and Class B Ordinary Shares describe the voting-rights class to which the relevant Shares belong. As of the Latest Practicable Date, all of our Shares are A Shares, comprising both Class A Ordinary Shares and Class B Ordinary Shares. All H Shares to be issued pursuant to the [**REDACTED**] will be Class B Ordinary Shares. H Shares and A Shares are all Ordinary Shares in the share capital of our Company.

Our H Shares and A Shares (Class B Ordinary Shares) are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. However, apart from certain qualified domestic institutional investors in Chinese mainland, the qualified investors in Chinese mainland under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect (if [**REDACTED**] H Shares are eligible securities for that purpose) and other persons who are entitled to hold our H Shares pursuant to relevant PRC law or upon approvals of any competent authorities, H Shares generally cannot be subscribed for by, or traded between, legal or natural persons in Chinese mainland.

Shanghai-Hong Kong Stock Connect has established a stock connect mechanism between Chinese mainland and Hong Kong. Our A Shares (Class B Ordinary Shares) can be subscribed for and traded by investors in Chinese mainland, qualified foreign institutional investors or qualified foreign strategic investors and must be traded in Renminbi. As our A Shares (Class B Ordinary Shares) are eligible securities under the Northbound Trading Link, they can also be [**REDACTED**] for and [**REDACTED**] by Hong Kong and other overseas [**REDACTED**] pursuant to the rules and limits of Shanghai-Hong Kong Stock Connect. If our H Shares are [**REDACTED**] under the Southbound Trading Link, they can also be [**REDACTED**] for and [**REDACTED**] by [**REDACTED**] in Chinese mainland in accordance with the rules and limits of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

All dividends in respect of our H Shares are to be paid by us in Hong Kong dollars whereas all dividends in respect of our A Shares are to be paid by us in Renminbi. In addition to cash, dividends may also be distributed in the form of Shares or other forms. Holders of our H Shares will receive share dividends in the form of H Shares, and holders of our A Shares will receive share dividends in the form of A Shares.

A-SHARE WEIGHTED VOTING RIGHTS STRUCTURE

The Company has an A-Share weighted voting rights structure. Under our weighted voting rights structure, our share capital comprises Class A Ordinary Shares and Class B Ordinary Shares. As of the Latest Practicable Date, each Class A Ordinary Share entitles the holder to exercise five votes and each Class B Ordinary Share entitles the holder to exercise one vote, other than the Special Matters. Upon the completion of the [**REDACTED**], each Class A Ordinary Share shall entitle the holder to exercise five votes and each Class B Ordinary Share shall entitle the holder to exercise one vote, respectively, on any matters subject to the vote at the Shareholders' meeting, subject to Rule 8A.24 of the Listing Rules,

the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange, and the Articles of Association that require the Reserved Matters and the Special Matters to be voted on a one vote per share basis.

The Reserved Matters are:

(i) any amendment to the Articles of Association;

(ii) the variation of the rights attached to any class of Shares;

(iii) the appointment or removal of any independent non-executive Director;

(iv) the appointment or removal of the Company's auditors; and

(v) the voluntary winding-up of the Company.

The Special Matters are:

(i) any amendment to the Articles of Association;

(ii) the variation of the number of votes attached to the Class A Shares;

(iii) the appointment or removal of any independent Director;

(iv) the appointment or removal of any Audit Committee member

(v) the appointment or removal of the auditors engaged to issue audit opinions on the Company's periodic reports;

(vi) merger, division, dissolution or change of corporate form of the Company;

(vii) changing the Company's principal business; and

(viii) reviewing the Company's profit distribution plan and loss compensation plan.

In addition, Shareholders holding not less than 10% of the voting rights on a one vote per Share basis are entitled to convene an extraordinary Shareholders' meeting, and Shareholders holding not less than 1% of the voting rights on a one vote per Share basis are entitled to add resolutions to the Shareholders' meeting agenda. See "Appendix III — Summary of Articles of Association" for further details.

Class A Ordinary Shares may be converted into Class B Ordinary Shares on a one-to-one basis, subject to the procedures required under relevant PRC laws and regulations, the Articles of Association, and the securities regulatory rules of the place where the Company's shares are listed. Upon the conversion of all the issued and outstanding Class A Ordinary Shares into Class B Ordinary Shares, the Company's issued share capital will be [**REDACTED**] Shares (all being Class B Ordinary Shares) immediately following the [**REDACTED**] (assuming the [**REDACTED**] is not exercised).

The weighted voting rights attached to our Class A Ordinary Shares will cease when the WVR Beneficiary ceases to have beneficial ownership of any of our Class A Ordinary Shares, in accordance with Rule 8A.22 of the Listing Rules. This may occur:

(i) upon the occurrence of any of the circumstances set out in Rule 8A.17 of the Listing Rules, in particular where the WVR Beneficiary is: (1) deceased; (2) no longer a member of our Board; (3) deemed by the Stock Exchange to be incapacitated for the purpose of performing his duties as a director; or (4) deemed by the Stock Exchange to no longer meet the requirements of a director set out in the Listing Rules.

(ii) when the holders of Class A Ordinary Shares have transferred to another person the beneficial ownership of, or economic interest in, the Class A Ordinary Shares or the control over the voting rights attached to them, other than in the circumstances permitted by Rule 8A.18 of the Listing Rules;

(iii) where a vehicle holding Class A Ordinary Shares on behalf of the WVR Beneficiary no longer complies with Rule 8A.18(2) of the Listing Rules; or

(iv) when all of the Class A Ordinary Shares have been converted to Class B Ordinary Shares.

Shareholding Structure of the WVR Beneficiary

The table below sets out the beneficial interests and voting rights that the WVR Beneficiary will hold upon the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised):

	Description of Shares	Number of Shares	Approximate percentage of beneficial interests in our total share capital	Approximate percentage of voting rights[1]
Dr. Huang[2] . .	A Shares (Class A Ordinary Shares)	82,467,848	[**REDACTED**]%	[**REDACTED**]%
	A Shares (Class B Ordinary Shares)	55,290,151[3]	[**REDACTED**]%	[**REDACTED**]%

Notes:

(1) On the basis that each Class B Ordinary Share entitles the Shareholder to one vote per Share and each Class A Ordinary Share entitles the Shareholder to five votes per Share (except for the Reserved Matters and the Special Matters).

(2) For details of the shareholding structure of our WVR Beneficiary, see "Relationship with Controlling Shareholders."

(3) Including the Shares held by Orbbec Zhongxin I, Orbbec Zhongrui, Orbbec Zhongxin II, Orbbec Zhongxin III, Orbbec Zhongcheng, and Orbbec Zhongtai, for each of which Dr. Huang serves as the general partner.

Each of the Company and the WVR Beneficiary undertakes that so long as there are any weighted voting rights attached to the Class A Ordinary Shares held by the WVR Beneficiary, the WVR Beneficiary will not transfer any beneficial ownership of, or economic interest in, the Class A Ordinary Shares or the control over the voting rights attached to the Class A Ordinary Shares to another person, whether through any trust, partnership, private company or other arrangement. In the event that there is any change in the beneficial ownership of, or economic interest in, the Class A Ordinary Shares held by the WVR Beneficiary or the control over the voting rights attached to the Class A Ordinary Shares held by the WVR Beneficiary to another person, the Company and the WVR Beneficiary will notify the Stock Exchange pursuant to Rule 8A.19 of the Listing Rules and comply with the relevant statutory obligations including obligations of disclosure of interests under the SFO, and the weighted voting rights attached to the Class A Ordinary Shares held by the WVR Beneficiary shall cease upon such transfer accordingly. The Company will also comply with Rule 8A.30 of the Listing Rules to confirm, on an annual basis, that the WVR Beneficiary has complied with Rule 8A.18 of the Listing Rules.

Contribution of the WVR Beneficiary

Dr. Huang is the founder, chairperson of the Board and general manager of our Company. Dr. Huang founded the Group in 2013 and has since led the Group's overall development strategy, core technology research and development, product planning and business expansion, and has participated in decision-making on all major operational matters of the Group. His principal contributions to the Group's research and development and business growth include: (i) establishing the Group's core technological foundation and full-stack R&D system; (ii) building and leading a multidisciplinary R&D team and management framework; (iii) defining the technology roadmap and promoting multi-technology route development; (iv) driving productization, mass production and commercialization of core technologies; (v) leading the evolution of business strategy and new business deployment; (vi) leading major research projects, industry-academia

collaboration and ecosystem development; and (vii) promoting corporate governance, capital development and organizational capability. For further details of Dr. Huang's biographical information, see "Directors and Senior Management."

Our Company is adopting the WVR structure to enable the WVR Beneficiary to exercise voting control over our Company. This will enable our Company to benefit from the continuing vision and leadership of the WVR Beneficiary who will control our Company with a view to its long-term prospects and strategy. Taking into account the WVR Beneficiary's contribution to the Group, it is in the best interests of the Company and its Shareholders as a whole.

Prospective [**REDACTED**] are advised to be aware of the potential risks of [**REDACTED**] in companies with weighted voting rights structures, in particular that interests of the WVR Beneficiary may not necessarily always be aligned with those of our Shareholders as a whole, and that the WVR Beneficiary will be in a position to exercise his higher voting power to influence the affairs of our Company and the outcome of Shareholders' resolutions, irrespective of how other Shareholders vote. Prospective [**REDACTED**] should make the decision to [**REDACTED**] in the Company only after due and careful consideration. For further information about the risks associated with the WVR structure adopted by the Company, see "Risk Factors — Risks Relating to Our Business and Industry."

Save for the weighted voting rights attached to Class A Ordinary Shares, the rights attached to Class A Ordinary Shares and Class B Ordinary Shares are identical. For further information about the rights, privileges and restrictions of the Class A Ordinary Shares and Class B Ordinary Shares, see "Appendix III — Summary of Articles of Association."

Undertaking by the WVR Beneficiary

Pursuant to Rule 8A.43 of the Listing Rules, the WVR Beneficiary is required to give a legally enforceable undertaking to the Company that he will comply with the relevant requirements as set out in Rule 8A.43 of the Listing Rules, which is intended to be for the benefit of and enforceable by the Shareholders.

On [●], Dr. Huang, namely the WVR Beneficiary, made an undertaking to the Company (the "**Undertaking**"), that for so long as he is a WVR Beneficiary:

(a) he shall comply with (and, if the shares to which the weighted voting rights that he is beneficially interested in are attached are held through a limited partnership, trust, private company, or other vehicle, use his best endeavors to procure that such limited partnership, trust, private company or other vehicle complies with) all applicable requirements under Rules 8A.09, 8A.14, 8A.15, 8A.17, 8A.18 and 8A.24 of the Listing Rules from time to time in force (the "**Requirements**"); and

(b) he shall use his best endeavors to procure that the Company complies with all applicable Requirements.

For the avoidance of doubt, the Requirements are subject to Rule 2.04 of the Listing Rules. The WVR Beneficiary acknowledged and agreed that the Shareholders rely on the Undertaking in acquiring and holding their Shares. The WVR Beneficiary acknowledged and agreed that the Undertaking is intended to confer a benefit on the Company and all Shareholders and may be enforced by the Company and/or any Shareholder against the WVR Beneficiary.

The Undertaking shall automatically terminate upon the earlier of (i) the date of delisting of the Company from the Stock Exchange, and (ii) the date on which the WVR Beneficiary ceases to be a beneficiary of weighted voting rights in the Company. For the avoidance of doubt, the termination of the Undertaking shall not affect any rights, remedies, obligations or liabilities of the Company and/or any Shareholder and/or the WVR Beneficiary himself that have accrued up to the date of termination, including the right to claim damages and/or apply for any injunction in respect of any breach of the Undertaking which existed at or before the date of termination.

The Undertaking shall be governed by the laws of Hong Kong and all matters, claims or disputes arising out of the Undertaking shall be subject to the exclusive jurisdiction of the courts of Hong Kong.

NO CONVERSION OF OUR A SHARES INTO H SHARES FOR [REDACTED] AND [REDACTED] ON THE HONG KONG STOCK EXCHANGE

Our A Shares and our H Shares are generally neither interchangeable nor fungible, and the [**REDACTED**] of our A Shares and our H Shares may be different after the [**REDACTED**]. The Guidelines on Application for "Full Circulation" of Domestic Unlisted Shares of H-share Companies (《H股公司境內未上市股份申請「全流通」業務指引》) announced by the CSRC are not applicable to companies dual listed on the stock exchanges in Chinese mainland and on the Hong Kong Stock Exchange. As of the Latest Practicable Date, there were no relevant rules or guidelines from the CSRC providing that holders of our A Shares may convert the A Shares held by them into H Shares for [**REDACTED**] and [**REDACTED**] on the Hong Kong Stock Exchange.

APPROVAL FROM HOLDERS OF A SHARES REGARDING THE [REDACTED]

We have obtained approval from our holders of A Shares to [**REDACTED**] H Shares and seek the [**REDACTED**] of H Shares on the Hong Kong Stock Exchange. Such approval was obtained by us at the Shareholders' meeting held on September 14, 2026 and is subject to the following major conditions:

(a) *Size of the* [**REDACTED**]. The proposed number of H Shares to be [**REDACTED**] shall not exceed 10% of the total issued share capital enlarged by the H Shares to be issued pursuant to the [**REDACTED**] (before the exercise of the [**REDACTED**]). The number of H Shares to be issued pursuant to the full exercise of the [**REDACTED**] shall not exceed 15% of the total number of H Shares to be [**REDACTED**] initially under the [**REDACTED**].

(b) *Method of* [**REDACTED**]. The method of [**REDACTED**] shall be by way of a [**REDACTED**] for [**REDACTED**] in Hong Kong and an international [**REDACTED**] to institutional [**REDACTED**].

(c) *Target* [**REDACTED**]. The H Shares shall be issued to overseas institutional [**REDACTED**], qualified domestic institutional [**REDACTED**] and other [**REDACTED**] who are approved by mainland Chinese regulatory bodies to invest abroad.

(d) [**REDACTED**] *basis.* The [**REDACTED**] of the H Shares will be determined by the Board and/or its authorized person with the authorization of the Shareholders' meeting, together with the [**REDACTED**], after full consideration of the interests of existing Shareholders, the acceptance of [**REDACTED**] and the risks relating to the [**REDACTED**], with reference to the international practices and the prevailing conditions of domestic and international capital markets and through book-building process and cumulative bidding.

(e) *Validity period.* The [**REDACTED**] and [**REDACTED**] of H Shares on the Hong Kong Stock Exchange shall be completed within 24 months from the date on which such matters were approved at the Shareholders' meeting held on September 14, 2026. If the Company has obtained approval or filing from relevant regulatory bodies for the [**REDACTED**] and [**REDACTED**] of the H Shares within such validity period, the validity period of the resolution will automatically be extended to completion of the [**REDACTED**] and [**REDACTED**] of the H Shares.

There are no other approved [**REDACTED**] plans for our Shares except the [**REDACTED**].

SHAREHOLDERS' MEETINGS

For details of the circumstance under which a Shareholders' meeting is required, see "Appendix III — Summary of the Articles of Association — Shareholders and Shareholders' Meeting" to this document.

SHARE INCENTIVE PLANS

As of the Latest Practicable Date, our Company had three Share Incentive Plans in effect, namely the 2022 Share Incentive Plan, the 2024 Share Incentive Plan and the 2026 Share Incentive Plan, see "Appendix IV — Statutory and General Information — C. Share Incentive Plans" to this document for details.