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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 advisers.

If you have sold or transferred all your shares in **APT Electronics Co., Ltd.**, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



APT Electronics Co., Ltd. **廣東晶科電子股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2551)

- (1) 2024 REPORT OF THE BOARD**
- (2) 2024 REPORT OF THE SUPERVISORY COMMITTEE**
- (3) 2024 ANNUAL REPORT**
- (4) AUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2024**
- (5) 2024 PROFIT DISTRIBUTION PROPOSAL**
- (6) RENEWAL OF ENGAGEMENT OF AUDITOR FOR THE YEAR 2025**
- (7) PROPOSED ELECTION OF THE FOURTH SESSION
OF THE BOARD OF DIRECTORS**
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DEAL WITH MATTERS RELATING TO THE COMPANY'S
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- (12) PROPOSED GRANTING OF GENERAL MANDATE TO
THE BOARD TO REPURCHASE H SHARES
AND
NOTICE OF 2024 ANNUAL GENERAL MEETING**

The AGM of the Company will be held at 10:00 a.m. on May 29, 2025 at No. 2 Zhengxiang Road, Wanqingsha, Nansha District, Guangzhou, Guangdong Province, PRC. A notice convening the AGM is set out on pages 50 to 54 of this circular.

The form of proxy for use at the AGM is enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.apthk.com).

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the form of proxy in accordance with the instructions printed thereon and return it to (i) the Company's registered office, headquarters and principal place of business in the PRC at No. 33, Huanshi Road South, Nansha District, Guangzhou, Guangdong Province, the PRC (for Domestic Unlisted Shares holders) or (ii) the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than twenty-four (24) hours before the time appointed for the holding of the AGM (for H Shares holders) or any adjournment(s) thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment(s) thereof should you so wish. For avoidance of doubt, holder of treasury shares, if any, shall abstain from voting on matters that require Shareholders' approval as required under the Listing Rules.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2024 annual general meeting of the Company to be held at No. 2 Zhengxiang Road, Wanqingsha, Nansha District, Guangzhou, Guangdong Province, PRC on Thursday, May 29, 2025 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 50 to 54 of this circular
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board” or “Board of Directors”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, do not apply to Hong Kong, Macau Special Administrative Region and Taiwan, China
“China Securities Regulatory Commission”	the China Securities Regulatory Commission (CSRC), a national regulatory body responsible for overseeing and regulating the securities and futures markets in PRC
“Company”	APT Electronics Co., Ltd. (廣東晶科電子股份有限公司), a joint stock company with limited liability established in the PRC, and the H Shares of which are listed on the Stock Exchange (stock code: 2551)
“Director(s)”	the director(s) of the Company
“Domestic Unlisted Share(s)”	ordinary share(s) issued by the Company with nominal value of RMB1.00 each, which is/are subscribed for or credited as paid in RMB and not listed on any stock exchange

DEFINITIONS

“Global Offering”	the global offering of the H Shares, details of which are set forth in the prospectus of the Company dated October 31, 2024
“Group”	the Company and its subsidiaries (or our Company and any one or more of its subsidiaries, as the context may require)
“H Share(s)”	overseas listed foreign ordinary shares in the share capital of our Company with nominal value of RMB1.00 each, which are to be subscribed and traded in HK dollars and are listed on the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Latest Practicable Date”	May 7, 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	November 8, 2024, on which our H Shares were listed and from which dealings therein were first permitted to take place on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC Company Law”	the Company Law of the People’s Republic of China

DEFINITIONS

“PRC Securities Law”	the Securities Law of the People’s Republic of China
“RMB or Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase H Shares not exceeding 10% of the total number of issued H Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the Repurchase Mandate, and to determine such H Shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding.

For ease of reference, the names of the PRC established companies or entities, laws or regulations have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail.

LETTER FROM THE BOARD



APT Electronics Co., Ltd. **廣東晶科電子股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2551)

Executive Directors:

Mr. XIAO Guowei David
(Chairperson and chief strategic officer)

Non-executive Directors:

Mr. CHAN Philip Ching Ho
Mr. YUAN Lie Ming Peter
Mr. WU Nan-Yang
Mr. ZHENG Xin

Independent Non-executive Directors:

Ms. ZHANG He
(former name: Ms. ZHANG Xiaomiao)
Ms. LIN Nan
Ms. DING Hui
Mr. CHAN Chi Kong

Registered Office,

***Headquarters and Principal Place
of Business in the PRC:***

No. 33, Huanshi Road South
Nansha District, Guangzhou
Guangdong Province, PRC

Principal Place of Business in Hong Kong:

Unit 322, 3/F
19W, Science Park West Avenue
Hong Kong Science Park
Pak Shek Kok
New Territories
Hong Kong

May 7, 2025

To the Shareholders

Dear Sir or Madam,

- (1) 2024 REPORT OF THE BOARD**
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AND
NOTICE OF 2024 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM (set out on pages 50 to 54 of this circular) and provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

At the AGM, the following resolutions will be proposed to consider, and if thought fit, approve the following:

Ordinary Resolutions

- (1) the report of the Board of Directors for the year 2024 (the “**2024 Report of the Board**”);
- (2) the report of the Supervisory Committee for the year 2024 (the “**2024 Report of the Supervisory Committee**”);
- (3) the annual report of the Group for year ended December 31, 2024 (the “**2024 Annual Report**”);
- (4) the audited consolidated financial statements of the Group and Independent Auditor’s Report for the year ended December 31, 2024 (the “**2024 Audited Financial Statements**”);
- (5) the annual profit distribution proposal of the Company for the year 2024 (the “**2024 Annual Profit Distribution Proposal**”);
- (6) the proposal on renewal of engagement of auditor for the year 2025;
- (7) the proposal on the election of the fourth session of the Board of Directors;
- (8) the Directors’ remuneration proposal for the fourth session of the Board;
- (9) the proposal on the election of the fourth session of the Supervisory Committee; and
- (10) the grant of authorisation to the Board to deal with matters relating to the Company’s industrial and commercial registration.

Special Resolutions

- (11) the proposal regarding application to banks for comprehensive credit lines and provision of guarantees in 2025; and

LETTER FROM THE BOARD

(12) the proposal regarding the granting of general mandate to the Board to repurchase H Shares.

ORDINARY RESOLUTIONS

1. 2024 Report of the Board

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Report of the Board. Details of the 2024 Report of the Board are set out in Appendix I to this circular.

The 2024 Report of the Board was considered and approved by the Board on March 18, 2025 and is hereby proposed at the AGM for consideration and approval.

2. 2024 Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Report of the Supervisory Committee. Details of the 2024 Report of the Supervisory Committee are set out in Appendix II to this circular.

The 2024 Report of the Supervisory Committee was considered and approved by the Supervisory Committee on March 18, 2025 and is hereby proposed at the AGM for consideration and approval.

3. 2024 Annual Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Annual Report. The 2024 Annual Report was published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.apt-hk.com>).

The 2024 Annual Report was considered and approved by the Board on March 18, 2025 and is hereby proposed at the AGM for consideration and approval.

4. 2024 Audited Financial Statements

An ordinary resolution will be proposed at the AGM to consider and approve the audited consolidated financial statements for the year ended December 31, 2024, the full text of which is set out in the 2024 Annual Report.

The 2024 Audited Financial Statements was considered and approved by the Board on March 18, 2025 and is hereby proposed at the AGM for consideration and approval.

LETTER FROM THE BOARD

5. 2024 Annual Profit Distribution Proposal

An ordinary resolution will be proposed at the AGM to consider and approve the 2024 Annual Profit Distribution Proposal.

The Board has resolved to distribute a final dividend of RMB0.68 (tax inclusive) per 10 ordinary Shares, equivalent to an aggregate amount of RMB36.53 million, for the year ended December 31, 2024 to the Shareholders as of the record date for dividend distribution, subject to the approval at the AGM. Based on the Company's total share capital of 537,146,709 Shares as of December 31, 2024 (excluding treasury shares, if any), the total cash dividends payable amount to RMB36,525,976.21 (tax inclusive). The profit distribution will not carry out any distribution by way of bonus shares or conversion of capital surplus into share capital.

Such final dividend once approved upon conclusion at the AGM, is expected to be paid and distributed in cash by Sunday, August 31, 2025. The proposed final dividend is declared in Renminbi and will be paid in Hong Kong dollars to the holders of H Shares. The final dividend payable in Hong Kong dollars will be converted from Renminbi at the average exchange rate of Renminbi to Hong Kong dollars as published by the People's Bank of China for the five business days prior to the AGM. The final dividend payable to the holders of Domestic Unlisted Shares will be paid in Renminbi.

The 2024 Annual Profit Distribution Proposal was considered and approved by the Board on March 18, 2025 and is hereby proposed at the AGM for consideration and approval.

6. Renewal of Engagement of Auditor for the Year 2025

An ordinary resolution will be proposed at the AGM to consider and approve the proposal on renewal of engagement of auditor for the year 2025.

The Board proposed that Ernst & Young be re-appointed as the auditor of the Company for the year 2025, with a term of service commencing from the date of approval at the Annual General Meeting until the conclusion of the next annual general meeting of the Company. It is also proposed that the Board be authorised to determine the audit fee of the auditor for the year 2025 at the AGM.

The aforesaid resolution was considered and approved by the Board on March 18, 2025 and is hereby proposed at the AGM for consideration and approval.

LETTER FROM THE BOARD

7. Proposed Election of the Fourth Session of the Board of Directors

Reference is made to the announcement of the Company dated April 24, 2025 in relation to, among others, the election of the fourth session of the Board of Directors.

As the term of the third session of the Board has expired, according to the Articles of Association and the PRC Company Law, the Board agreed to nominate Mr. Xiao Guowei David and Mr. Hou Yu as candidates for executive Directors, Mr. Chan Philip Ching Ho, Mr. Yuan Lie Ming Peter and Mr. Huang Guansheng as candidates for non-executive Directors, and Ms. Zhang He, Ms. Lin Nan, Ms. Ding Hui and Mr. Chan Chi Kong as candidates for independent non-executive Directors of the fourth session of the Board. The Board has resolved to put forward the above list of Director candidates for consideration and approval by the Shareholders at the AGM.

After being elected at the AGM, the Directors of the fourth session of the Board will enter into Director's service contracts with the Company and perform their duties as Directors of the fourth session of the Board with a term of three years and are eligible for re-election upon expiry of their term of office. The term of office of the re-elected Directors will take effect from the date of approval by the Shareholders at the AGM.

The above candidates for independent non-executive Directors are selected by the Company after considering the diversity of Board members in several aspects, including but not limited to age, cultural and educational background, professional skills and knowledge as well as their experience and contribution to be provided to the Board. As at the Latest Practicable Date, to the best knowledge of the Board, the Board is of the view that all candidates for independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. In particular, the candidates for independent non-executive Directors, namely Ms. Zhang He, Ms. Lin Nan, Ms. Ding Hui and Mr. Chan Chi Kong have confirmed that:

- (1) they have satisfied the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Listing Rules;
- (2) they have no past or present financial or other interests in the business of the Company or its subsidiaries and is not connected with any core connected persons of the Company; and
- (3) there are no other factors which may affect their independence.

LETTER FROM THE BOARD

The biographies of the candidates for Directors of the fourth session of the Board are set out in Appendix III to this circular. As at the Latest Practicable Date and to the best of the Board's knowledge, save as disclosed in this circular, each candidate for Directors (i) has not held any directorship or other positions in public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder of the Company, nor has held any position in the Company or any of its subsidiaries; (iii) does not own any interest in the Shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong); (iv) has no information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and (v) has no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

Each of Mr. Wu Nan-Yang and Mr. Zheng Xin, the retiring Director of the third session of the Board has confirmed that they have no disagreement with the Board and there is no matter relating to their retirements that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The aforesaid resolution was considered and approved by the Board on April 24, 2025 and is hereby proposed at the AGM for consideration and approval.

8. Directors' Remuneration for the Fourth Session of the Board

An ordinary resolution will be proposed at the AGM to consider and approve the proposal regarding directors' remuneration for the fourth session of the Board.

To ensure that Directors effectively fulfill their respective duties and obligations, the Company had established an incentive and restraint mechanism that aligns with their responsibilities. The mechanism is based on the Articles of Association, terms of reference of the Remuneration and Appraisal Committee, and other relevant regulations. Considering the Company's actual operating conditions and industry salary levels, we have formulated the following remuneration plan for the Directors of the fourth session of the Board:

(1) Remuneration Plan for Directors of the Fourth Session of the Board

- Executive Directors will not receive any Director's fees for their directorship from the Company other than the corresponding remuneration in connection with their management positions in the Company. Non-executive Directors (excluding independent non-executive Directors) will not receive remuneration from the Company.

LETTER FROM THE BOARD

- The domestic independent non-executive Directors will each receive a Director's fee of RMB160,000 per annum (before tax), whereas the Hong Kong independent non-executive Directors will each receive a Director's fee of HK\$250,000 per annum (before tax).

(2) Other Provisions

- The remuneration for the Directors will be paid monthly.
- If Directors leaves their position due to expiration of their term, re-election, resignation during their term, or other reasons, their remuneration will be calculated and paid based on their actual term of office.
- The personal income tax related to the aforementioned remuneration will be uniformly withheld and paid by the Company.

The aforesaid resolution was considered and approved by the Board on April 24, 2025 and is hereby proposed at the AGM for consideration and approval.

9. Proposed Election of the Fourth Session of the Supervisory Committee

Reference is made to the announcement of the Company dated April 24, 2025 in relation to, among others, the election of the fourth session of the Supervisory Committee.

As the term of the third session of the Supervisory Committee has expired, according to the Articles of Association and the PRC Company Law, the Supervisory Committee agreed to nominate Mr. Li Wenhong and Ms. Luo Xiaoyun as candidates for non-employee representative supervisors of the fourth session of the Supervisory Committee. The Supervisory Committee has resolved to put forward the above list of non-employee representative supervisors at the AGM for consideration and approval by the Shareholders. In addition to the above non-employee representative supervisor candidates, Mr. Ou Weineng (the current employee representative supervisor) was re-elected as an employee representative supervisor of the fourth session of the Supervisory Committee at the employee representatives meeting held on April 24, 2025 and will join the Company's fourth session of the Supervisory Committee directly.

After being elected at the AGM, the non-employee representative supervisors of the fourth session of the Supervisory Committee will enter into the Supervisor's service contracts with the Company and perform their duties as Supervisors of the fourth session of the Supervisory Committee with a term of three years and are eligible for re-election upon expiry of their term of office. The term of office of the re-elected non-employee representative supervisors will take

LETTER FROM THE BOARD

effect from the date of approval by the Shareholders at the AGM. During their tenure of office, the non-employee representative Supervisors will not receive any remuneration from the Company for their service and performance of duties as Supervisors.

The biographies of the candidates for non-employee representative supervisors of the fourth session of the Supervisory Committee are set out in Appendix IV to this circular. As of the Latest Practicable Date and to the best of the knowledge of the Supervisory Committee, save as disclosed in this circular, each candidate for non-employee representative supervisors and the employee representative supervisor (i) has not held any directorship or other positions in public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder of the Company, nor has held any position in the Company or any of its subsidiaries; (iii) does not own any interest in the Shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong); (iv) has no information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and (v) has no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

The aforesaid resolution was considered and approved by the Board on April 24, 2025 and is hereby proposed at the AGM for consideration and approval.

10. Grant of Authorisation to the Board to Deal with Matters Relating to the Company's Industrial and Commercial Registration

An ordinary resolution will be proposed at the AGM to consider and approve the proposal regarding the granting of authorisation to the Board to exercise full powers to deal with matters relating to the Company's industrial and commercial registration.

To efficiently promote the Company's industrial and commercial filing and registration, including the appointment of the fourth session of the Board, the Board hereby seek for approval by the Shareholders at the AGM to authorise the Board and the authorised representative of the Company to complete the relevant industrial and commercial filing with the Chinese industrial and commercial registration authority.

The aforesaid resolution was considered and approved by the Board on April 24, 2025 and is hereby proposed at the AGM for consideration and approval.

LETTER FROM THE BOARD

SPECIAL RESOLUTIONS

11. Application to Banks for Comprehensive Credit Lines and Provision of Guarantees in 2025

A special resolution will be proposed at the AGM to consider and approve the resolution regarding application to banks for comprehensive credit lines and provision of guarantees to subsidiaries in 2025. Details of the aforesaid proposal regarding the application to banks for comprehensive credit lines and provision of guarantees to subsidiaries in 2025 are set out in Appendix V to this circular.

In accordance with the applicable laws and regulations of the PRC, the aforesaid resolution shall be proposed as a special resolution at the general meeting of the Company for consideration by the Shareholders.

The aforesaid resolution was considered and approved by the Board on March 18, 2025 and is hereby proposed at the AGM for consideration and approval.

12. Proposed Granting of General Mandate to the Board to Repurchase H Shares

In order to give the Company the flexibility to repurchase H Shares (including any sale or transfer of treasury shares out of treasury) if and when appropriate, a special resolution in regard to the proposal of granting the Share Repurchase Mandate to the Board will be proposed at the AGM, to authorise the Directors to exercise the powers to repurchase H Shares representing up to 10% of the total number of issued H Shares (excluding treasury shares, if any) as at the date of the passing of the special resolution at the AGM. As at the Latest Practicable Date, the Company had 283,000,066 Domestic Unlisted Shares and 254,146,643 H Shares in issue. Subject to the passing of the above special resolution and on the basis that no further Shares are issued or repurchased and cancelled or held as treasury by the Company after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 25,414,664 Shares pursuant to the Share Repurchase Mandate, representing approximately 10% of the total number of H Shares in issue and approximately 4.73% of the total issued share capital of the Company as at the date of the AGM (excluding treasury shares, if any). The Share Repurchase Mandate shall be subject to the consideration and approval by the Shareholders at the AGM.

As at the Latest Practicable Date, the Company has no treasury shares.

Pursuant to Rule 10.06(5) of the Listing Rules, the H Shares which are repurchased by the Company shall be held as treasury shares or cancelled.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules in connection with the Share Repurchase Mandate is set out in Appendix VI to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

The Share Repurchase Mandate shall be valid for the period from the date on which such resolution passed at the AGM until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company shall be held under the applicable laws of the PRC or the Articles of Association following the passing of this special resolution at the AGM; or (iii) the date on which the general meeting withdraws or amends the Share Repurchase Mandate by passing a special resolution.

The source of funds for the repurchase of Shares will be from the internal resources of the Company (which may include surplus funds (other than the net proceeds raised from the Global Offering) and retained profits) legally available for such purpose in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

The aforesaid resolution was considered and approved by the Board on March 18, 2025 and is hereby proposed at the AGM for consideration and approval.

AGM AND WAY OF VOTING

(1) THE AGM

The AGM will be held at No. 2 Zhengxiang Road, Wanqingsha, Nansha District, Guangzhou, Guangdong Province, PRC on Thursday, May 29, 2025 at 10:00 a.m.. Notice convening the AGM is set out on pages 50 to 54 of this circular and published on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and of the Company (<https://www.apt-hk.com>).

(2) CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, May 26, 2025 to Thursday, May 29, 2025, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, May 23, 2025.

LETTER FROM THE BOARD

(3) FORM OF PROXY

A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange (<https://www.hkexnews.hk>) and of the Company (<https://www.appt-hk.com>). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to (i) the Company's registered office, headquarters and principal place of business in the PRC at No. 33, Huanshi Road South, Nansha District, Guangzhou, Guangdong Province, the PRC (for Domestic Unlisted Shares holders) or (ii) the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shares holders) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the AGM or any adjournment thereof if they so wish and in such event, the proxy form shall be deemed to be revoked. For avoidance of doubt, holder of treasury shares, if any, shall abstain from voting on matters that require Shareholders' approval as required under the Listing Rules.

(4) VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As the proposed resolutions do not relate purely to a procedural or administrative matter, accordingly, the chairman of the AGM will exercise his power under the Listing Rules to demand each of the resolutions set out in the notice of AGM to be taken by way of poll.

On a poll, every Shareholder present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, shall have one vote for each share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the AGM.

The announcement of the poll results of the AGM will be published on the website of the Stock Exchange (<https://www.hkexnews.hk>) and of the Company (<https://www.appt-hk.com>), respectively, after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board (including independent non-executive Directors) considers that all the proposed resolutions at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board therefore recommends the Shareholders to vote in favour of all the ordinary and special resolutions to be proposed at the AGM.

The Directors would also like to draw your attention to the additional information set out in the appendices to this circular.

By order of the Board
APT Electronics Co., Ltd.
XIAO Guowei David
Chairperson of the Board

2024 REPORT OF THE BOARD

In 2024, in strict compliance with the requirements of the PRC Company Law, the PRC Securities Law and other laws and regulations, as well as all requirements of the China Securities Regulatory Commission and the Articles of Association, the Board carried out its work and implemented all resolutions passed at the Shareholders' general meetings in a conscientious and diligent manner, ensuring the effective operation and steady development of the Company. The main work of the Board in 2024 is now reported as follows:

I. Operations of the Company in the Year 2024

On November 8, 2024, the Company successfully listed on the Main Board of the Hong Kong Stock Exchange, setting a record for Hong Kong-listed technology companies with a public subscription rate of 5,678 times.

2024 was a year that marked significant development for the Company. The Company successfully completed its strategic transformation from a traditional LED manufacturer to a provider of intelligent vision products and system, integrating advanced “LED+” technologies, and has been continuously leading the industry in intelligent automotive vision, high-end lighting, and advanced display business segments.

Amidst a complex and ever-changing economic environment and industry competitive landscape, the Company has consistently adhered to a customer-and market demand-driven approach, driven by continuous technological innovation. By fully leveraging the vertical integration advantages of the “LED device-modules-system” industry chain, we have achieved comprehensive breakthroughs in operating performance, with overall results exceeding expectations and reaching historically optimal levels. For the year ended December 31, 2024, the Group achieved the revenue of RMB2,592 million, representing a year-on-year growth of 39.51%. The net profit of the Group reached RMB105 million, indicating a year-on-year growth of 45.56%, and its adjusted net profit amounted to RMB145 million, reflecting a year-on-year growth of 77.65%. The three core business segments of the Group demonstrated robust growth: the revenue generated from its intelligent automotive vision products reached RMB1,023 million, with a year-on-year growth of 33%, the revenue generated from its advanced display products amounted to RMB807 million, with a year-on-year growth of 85%, and the revenue generated from its high-end lighting products stood at RMB761 million, with a year-on-year growth of 17%.

II. Daily Work of the Board

The Board currently consists of 9 Directors, of which Mr. CHAN Chi Kong, an independent non-executive Director, is a newly appointed Director in the current year. The Board currently has 4 independent non-executive Directors, accounting for more than one-third of all Directors. The Board has established four special committees, including the Strategy Committee, the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee. With reference to the relevant regulations governing listed companies, the PRC Company Law, the PRC Securities Law and other laws and regulations, as well as all requirements of the China Securities Regulatory Commission, the Board has actively carried out its work by enhancing a series of rules and regulations, strengthening the oversight of decision-making, performance evaluation and incentives, thereby ensuring the effective corporate governance to support the successful business operations of the Company.

(I) Convening of Board Meetings

In 2024, the Company held a total of 5 Board meetings. The convening of all meetings satisfied relevant laws, administrative regulations, departmental rules, normative documents and the Articles of Association. The convening of the Board meetings is set out below:

Sessions of meetings	Notice time	Convening time	Proposal
Tenth meeting of the third session	December 24, 2023	January 3, 2024	<ol style="list-style-type: none"> 1. Deliberation of the Proposal on the Company's Initial Public Offering of Overseas Listed Foreign Shares (H shares) to be Listed on the Main Board of The Stock Exchange of Hong Kong Limited 2. Deliberation of the Proposal on the Conversion of the Company into an Overseas Subscription Company 3. Deliberation of the Proposal on the Plan for the Use of Proceeds from the Issuance of H Shares by the Company and the Spending Plan 4. Deliberation of the Proposal on the Distribution Plan of the Undistributed Accumulated Profits Prior to the Initial Public Offering of Overseas Listed Foreign Shares (H shares) of the Company

Sessions of meetings	Notice time	Convening time	Proposal
			5. Deliberation of the Proposal on the Authorization to the Board and its Authorized Persons to Handle the Issuance and Listing of H Shares at a general meeting
			6. Deliberation of the Proposal on Formulating the Articles of Association (Draft) of APT Electronics Co., Ltd.
			7. Deliberation of the Proposal on Formulating the Rules of Procedures for General Meetings (Draft) of APT Electronics Co., Ltd.
			8. Deliberation of the Proposal on Formulating the Rules of Procedures for the Board (Draft) of APT Electronics Co., Ltd.
			9. Deliberation of the Proposal on Formulating the Management System Related to Confidentiality and Archiving of Issuance and Listing of Overseas Securities of APT Electronics Co., Ltd.
			10. Deliberation of the Proposal on Formulating the Working Rules of the Audit Committee under the Board (Draft) of APT Electronics Co., Ltd.
			11. Deliberation of the Proposal on Formulating the Working Rules of the Audit Committee under the Board (Draft) of APT Electronics Co., Ltd.
			12. Deliberation of the Proposal on Formulating the Working Rules of the Nomination Committee under the Board (Draft) of APT Electronics Co., Ltd.
			13. Deliberation of the Proposal on Formulating the Management System Related to Information Disclosure (Draft) of APT Electronics Co., Ltd.

Sessions of meetings	Notice time	Convening time	Proposal
			14. Deliberation of the Proposal on Formulating the Management System Related to Connected Transactions (Draft) of APT Electronics Co., Ltd.
			15. Deliberation of the Proposal on Formulating the Model Code about Securities Transactions by Directors of APT Electronics Co., Ltd.
			16. Deliberation of the Proposal on Formulating the Rules for the Avoidance of Insider Trading (Draft) of APT Electronics Co., Ltd.
			17. Deliberation of the Proposal on Formulating the Rules about Market Misconduct (Draft) of APT Electronics Co., Ltd.
			18. Deliberation of the Proposal on Formulating the Board Diversity Policy (Draft) of APT Electronics Co., Ltd.
			19. Deliberation of the Proposal on Formulating the Environment, Social and Governance Responsibility System (Draft) of APT Electronics Co., Ltd.
			20. Deliberation of the Proposal on Formulating Shareholders' Communication Policy (Draft) of APT Electronics Co., Ltd.
			21. Deliberation of the Proposal on Election of CHAN Chi Kong as an Independent Director of the Third Session of the Board
			22. Deliberation of the Proposal on Revising the Articles of Association of APT Electronics Co., Ltd.
			23. Deliberation of the Proposal on Convening the First Extraordinary General Meeting for 2024

Sessions of meetings	Notice time	Convening time	Proposal
Eleventh meeting of the third session	January 19, 2024	January 22, 2024	1. Deliberation of the Proposal on Adjustment of Members and Chairmans of Special Committees under the Board
Twelfth meeting of the third session	May 29, 2024	June 11, 2024	<div><div>1. Deliberation of the Proposal on the Work Report of the President for the Year 2023</div><div>2. Deliberation of the Proposal on the Work Report of the Board for the Year 2023</div><div>3. Deliberation of the Proposal on the Financial Report for the Year 2023</div><div>4. Deliberation of the Proposal on the Final Account Report for the Year 2023</div><div>5. Deliberation of the Proposal on the Financial Budget Report for the Year 2024</div><div>6. Deliberation of the Proposal on the Distribution of Profit for the Year 2023</div><div>7. Deliberation of the Proposal on the Confirmation of Related Party Transactions for the Year 2023</div><div>8. Deliberation of the Proposal on Expected Daily Related Party Transactions for the Year 2024</div><div>9. Deliberation of the Proposal on the Application to the Bank for Comprehensive Credit Lines and Provision of Guarantees in 2024</div><div>10. Deliberation of the Proposal on Implementing Forward Foreign Exchange Settlement and Sale in 2024</div></div>

Sessions of meetings	Notice time	Convening time	Proposal
			11. Deliberation of the Proposal on the Utilization of Idle Funds to Purchase Short-term Wealth Management Products from Banks 12. Deliberation of the Proposal on Self-assessment Report on Internal Control of the Company 13. Deliberation of the Proposal on the Remuneration Package for the Senior Management for the Year 2024 14. Deliberation of the Proposal on Investment and Construction of the Intelligent Automotive Lamp Project in Guangzhou and Establishment of its Wholly-owned Subsidiary 15. Deliberation of the Proposal on Purchasing Liability Insurance for Directors, Supervisors and the Senior Management 16. Deliberation of the Proposal on Convening the Annual General Meeting for 2023
Thirteenth meeting of the third session	June 11, 2024	June 27, 2024	1. Deliberation of the Proposal on Further Confirming the Company's Initial Public Offering of Overseas Listed Foreign Shares (H shares) to be Listed on the Main Board of The Stock Exchange of Hong Kong Limited
Fourteenth meeting of the third session	October 16, 2024	October 21, 2024	1. Deliberation of the Proposal on the Approval for the Plan on Global Offering of H Shares of the Company 2. Deliberation of the Proposal on Approval, Ratification and Confirmation of the Appointment of the Sole Sponsor, the Sponsor-Overall Coordinator, the Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Capital Market Intermediaries and HKSCC Nominees 3. Deliberation of the Proposal on Approval, Ratification and Confirmation of the H Share Full Circulation Plan

Sessions of meetings	Notice time	Convening time	Proposal
			4. Deliberation of the Proposal on Approval for the Prospectus, the Offering Circular and the Certification Record
			5. Deliberation of the Proposal on Approval of the Arrangements Related to the Global Offering
			6. Deliberation of the Proposal on Approval Related to H Share Registrar and Computershare
			7. Deliberation of the Proposal on Approval and Ratification of Matters Related to the Listing in Hong Kong
			8. Deliberation of the Proposal on the Confirmation of Each Director
			9. Deliberation of the Proposal on Approval for the Policy Concerning Diversity of Board Members
			10. Deliberation of the Proposal on Approval of the Procedure for Shareholders to Propose a Person for Election as a Director
			11. Deliberation of the Proposal on Approval of the Shareholders' Communication Policy
			12. Deliberation of the Proposal on Approval of Other Documents and All Other Matters Presented at the Meeting
			13. Deliberation of the Proposal on Ratification

The Board operated in strict compliance with relevant laws, regulations and rules. Related Directors abstained from voting on matters involving related party transactions in accordance with the relevant regulations. At each Board meeting, the Directors present at the meeting thoroughly deliberated on all proposals and cast their votes effectively with the authority set out in the Articles of Association.

(II) Convening of shareholders' general meetings

In 2024, the Company held a total of two general meetings in accordance with the Articles of Association, comprising one annual general meeting and one extraordinary general meeting, both of which were convened by the Board. The convening of the general meetings is set out below:

Sessions of meetings	Notice time	Convening time	Proposal
The First Extraordinary General Meeting for 2024	January 4, 2024	January 19, 2024	<ol style="list-style-type: none"> 1. Deliberation on the Proposal on the Company's Initial Public Offering of Overseas Listed Foreign Shares (H shares) to be Listed on the Main Board of The Stock Exchange of Hong Kong Limited 2. Deliberation on the Proposal on the Conversion of the Company into an Overseas Subscription Company 3. Deliberation of the Proposal on the Plan for the Use of Proceeds from the Issuance of H Shares by the Company and the Spending Plan 4. Deliberation of the Proposal on the Distribution Plan of the Undistributed Accumulated Profits Prior to the Initial Public Offering of Overseas Listed Foreign Shares (H shares) of the Company 5. Deliberation of the Proposal on the Authorization to the Board and its Authorized Persons to Handle the Issuance and Listing of H Shares at a shareholders' general meeting 6. Deliberation of the Proposal on Formulating the Articles of Association (Draft) of APT Electronics Co., Ltd. 7. Deliberation of the Proposal on Formulating the Rules of Procedures for Shareholders' general meetings (Draft) of APT Electronics Co., Ltd. 8. Deliberation of the Proposal on Formulating the Rules of Procedures for the Board (Draft) of APT Electronics Co., Ltd.

Sessions of meetings	Notice time	Convening time	Proposal
			9. Deliberation of the Proposal on Formulating the Rules of Procedures for the Supervisory Committee (Draft) of APT Electronics Co., Ltd. 10. Deliberation of the Proposal on Formulating the Management System Related to Confidentiality and Archiving of Issuance and Listing of Overseas Securities of APT Electronics Co., Ltd. 11. Deliberation of the Proposal on Formulating the Management System Related to Information Disclosure (Draft) of APT Electronics Co., Ltd. 12. Deliberation of the Proposal on Formulating the Management System Related to Connected Transactions (Draft) of APT Electronics Co., Ltd. 13. Deliberation of the Proposal on Formulating Shareholders' Communication Policy (Draft) of APT Electronics Co., Ltd. 14. Deliberation of the Proposal on Election of CHAN Chi Kong as an Independent Director of the Third Session of the Board 15. Deliberation of the Proposal on Revising the Articles of Association of APT Electronics Co., Ltd.
The 2023 Annual General Meeting	June 12, 2024	June 27, 2024	1. Deliberation of the Proposal on the Work Report of the Board for the Year 2023 2. Deliberation of the Proposal on the Work Report of the Supervisory Committee for the Year 2023 3. Deliberation of the Proposal on the Final Account Report for the Year 2023

Sessions of meetings	Notice time	Convening time	Proposal
			4. Deliberation of the Proposal on the Financial Budget Report for the Year 2024
			5. Deliberation of the Proposal on the Distribution of Profit for the Year 2023
			6. Deliberation of the Proposal on the Confirmation of Related Party Transactions for the Year 2023
			7. Deliberation of the Proposal on Expected Daily Related Party Transactions for the Year 2024
			8. Deliberation of the Proposal on the Application to the Bank for Comprehensive Credit Lines and Provision of Guarantees in 2024
			9. Deliberation of the Proposal on Implementing Forward Foreign Exchange Settlement and Sale in 2024
			10. Deliberation of the Proposal on the Utilization of Idle Funds to Purchase Short-term Wealth Management Products from Banks
			11. Deliberation of the Proposal on the Remuneration Package for the Directors and Supervisors for the Year 2024

(III) Duty Performance of Special Committees under the Board

The Board of the Company has established four special committees, including the Strategy Committee, the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee. The latest composition of all committees is set out below:

Special committees

under the Board	Chairman	Other members
The Strategy Committee under the Board	XIAO Guowei David (executive Director)	CHAN Philip Ching Ho (non-executive Director), YUAN Lie Ming Peter (non-executive Director), WU Nan-Yang (non-executive Director), LIN Nan (independent non-executive Director)
The Audit Committee under the Board	ZHANG He (independent non-executive Director)	LIN Nan (independent non-executive Director), CHAN Chi Kong (independent non-executive Director)
The Remuneration and Appraisal Committee under the Board	LIN Nan (independent non-executive Director)	XIAO Guowei David (executive Director), DING Hui (independent non-executive Director)
The Nomination Committee under the Board	DING Hui (independent non-executive Director)	XIAO Guowei David (executive Director), ZHANG He (independent non-executive Director)

Each special committee carried out their work in a conscientious and diligent manner according to relevant laws and regulations, normative documents and the respective working rules of each special committee, and made scientific and professional recommendations to the Board for its decision-making.

The performance of duties of each special committee is set out below:

1. The performance of duties of the Strategy Committee

On January 2, 2024, the Strategy Committee deliberated and approved the Proposal on the Company's Initial Public Offering of Overseas Listed Foreign Shares (H shares) to be Listed on the Main Board of The Stock Exchange of Hong Kong Limited, the Proposal on the Conversion of the Company into an Overseas Subscription Company and the Proposal on the Plan for the Use of Proceeds from the Issuance of H Shares by the Company and the Spending Plan.

2. The performance of duties of the Audit Committee

On June 10, 2024, the Audit Committee deliberated and approved the Proposal on the Audit Report for the Year 2023, the Proposal on the Confirmation of Related Party Transactions for the Year 2023, the Proposal on Expected Daily Related Party Transactions for the Year 2024, and the Proposal on Self-assessment Report on Internal Control of the Company.

3. The performance of duties of the Remuneration and Appraisal Committee

On June 10, 2024, the Remuneration and Appraisal Committee deliberated and approved the Proposal on the Remuneration Package for the Senior Management for the Year 2024.

4. The performance of duties of the Nomination Committee

On January 2, 2024, the Nomination Committee deliberated and approved the Proposal on the Election of Mr. CHAN Chi Kong as an Independent Non-Executive Director of the Third Session of the Board.

*(IV) The Performance of Duties of the Independent Non-Executive Directors**1. Attendance of independent non-executive Directors at Board meetings and general meetings*

Independent Non-Executive Directors at Board meetings and general meetings				
Name of independent non-executive Directors	Number of Board meetings attended/ eligible to attend		Number of general meetings attended/ eligible to attend	
	Board meeting attendance	General meeting attendance	Board meeting attendance	General meeting attendance
ZHANG He	5/5	100%	5/5	100%
LIN Nan	5/5	100%	5/5	100%
DING Hui	5/5	100%	5/5	100%
CHAN Chi Kong (newly appointed in 2024)	4/4 ⁽ⁱ⁾	100%	4/4 ⁽ⁱⁱ⁾	100%

Notes:

- (i) Mr. CHAN Chi Kong was appointed on January 19, 2024 and did not attend the Board meeting held on January 3, 2024.
- (ii) Mr. CHAN Chi Kong did not attend the general meeting held on January 19, 2024, at which his appointment was approved at the conclusion of the general meeting.

2. Objections raised by independent non-executive Directors in respect of relevant matters of the Company

The independent non-executive Directors didn't raise any objection to relevant matters of the Company.

3. Other explanations on the fulfillment of duties by independent non-executive Directors

In 2024, all independent non-executive Directors strictly complied with the PRC Company Law, the PRC Securities Law and other laws and regulations, as well as all requirements of the China Securities Regulatory Commission. They performed their duties as independent non-executive Directors in a conscientious, diligent and responsible manner. They actively participated in the Company's Board meetings and general meetings and were involved in the decision-making regarding significant matters of the Company.

All independent non-executive Directors meticulously reviewed all significant matters deliberated by the Board. As required, they issued independent, impartial, and objective written opinions on matters such as the “Proposal on the Confirmation of Related Party Transactions for the Year 2024”, the “Proposal on the Distribution of Profit for the Year 2024”, and the “Proposal on the Remuneration Package for the Senior Management for the Year 2024”. They have made professional recommendations and suggestions for the scientific decisions made at Board meetings and at the Shareholders’ meetings, effectively safeguarding the legitimate interests of the Company and its Shareholders, particularly minority Shareholders by fully playing their roles as independent non-executive Directors.

(V) Implementation of Resolutions Passed at Shareholders’ Meetings by the Board

In accordance with the relevant provisions and requirements of the PRC Company Law, the PRC Securities Law and other laws and regulations, as well as all requirements of the China Securities Regulatory Commission and strictly following the resolutions at the Shareholders’ meetings and authorizations granted at such meetings, the Board of the Company conscientiously implemented all resolutions passed at the Shareholders’ meetings, all of which were fully implemented.

In 2025, the Board will continue to strictly comply with all regulations and requirements governing listed companies. To safeguard the interests of all Shareholders and achieve the Company’s sustainable and healthy development, the Board will act in a conscientious and diligent manner. It will thoroughly implement the Company’s development strategies, continuously improve the corporate governance structure, strengthen the internal control system, manage operational risks, continuously enhance decision-making efficiency and management level, optimize the business structure and further boost the Company’s core competitiveness. These efforts aim to promote the Company’s long-term, steady, and sustainable development and strive to increase returns to shareholders with better performance.

The above report is hereby proposed for consideration and approval by the Shareholders at the AGM.

APT Electronics Co., Ltd.

Board of Directors

March 18, 2025

2024 REPORT OF THE SUPERVISORY COMMITTEE

In 2024, in strict compliance with the requirements of the PRC Company Law, the PRC Securities Law and other laws and regulations, as well as all requirements of the China Securities Regulatory Commission, the Rules of Procedures for the Supervisory Committee, the Supervisory Committee exercised its functions in a compliant and conscientious manner. Members of the Supervisory Committee participated in the Company's production and operation activities and decision-making on significant matters by attending the Shareholders' meetings and the on-site meetings of the Board, and supervised the duty performance of the Directors and other senior management members, thereby effectively safeguarding the interests of the Company and the legitimate rights and interests of all shareholders.

The main work of the Supervisory Committee in 2024 is now reported as follows:

I. Convening of the Meetings of the Supervisory Committee

In 2024, the Supervisory Committee of the Company convened a total of 3 meetings, the details of which and the related resolutions are set out below:

Sessions of meetings	Notice time	Convening time	Proposal
Fourth meeting of the third session	December 24, 2023	January 3, 2024	1. Proposal on the Company's Initial Public Offering of Overseas Listed Foreign Shares (H shares) to be Listed on the Main Board of The Stock Exchange of Hong Kong Limited
			2. Proposal on the Conversion of the Company into an Overseas Subscription Company
			3. Proposal on the Plan for the Use of Proceeds from the Issuance of H Shares by the Company and the Spending Plan
			4. Proposal on the Distribution Plan of the Undistributed Accumulated Profits Prior to the Initial Public Offering of Overseas Listed Foreign Shares (H shares) of the Company
			5. Proposal on Formulating the Rules of Procedures for the Supervisory Committee (Draft) of APT Electronics Co., Ltd.

Sessions of meetings	Notice time	Convening time	Proposal
Fifth meeting of the third session	May 29, 2024	June 11, 2024	<ol style="list-style-type: none"> 1. Proposal on the Work Report of the Supervisory Committee for the Year 2023 2. Proposal on the Financial Report for the Year 2023 3. Proposal on the Final Account Report for the Year 2023 4. Proposal on the Financial Budget Report for the Year 2024 5. Proposal on the Distribution of Profit for the Year 2023 6. Proposal on Purchasing Liability Insurance for Directors, Supervisors and the Senior Management
Sixth meeting of the third session	October 8, 2024	October 21, 2024	<ol style="list-style-type: none"> 1. The Rules of Procedures for the Supervisory Committee (Draft) of APT Electronics Co., Ltd.

II. Compliance Operation of the Company in 2024 and Opinions of the Supervisory Committee

(I) Operation of the Company According to Law

In 2024, the Supervisory Committee diligently exercised its powers and functions as prescribed by the PRC Company Law, the PRC Securities Law and other laws and regulations, as well as all requirements of the China Securities Regulatory Commission. The Supervisory Committee attended the Shareholders' meetings and Board meetings held in 2024, reviewed relevant meeting materials, and supervised the convening procedures, resolutions, and implementation of said meetings according to relevant laws and regulations.

The Supervisory Committee is of the view that the Company has established a relatively comprehensive internal control system, and its decision-making processes have strictly followed the PRC Company Law, the PRC Securities Law and other laws and regulations, as well as all requirements of the China Securities Regulatory Commission and the Articles of Association. The Directors and the senior management members do not violate any relevant laws and regulations, or the Articles of Association, or harm the interests of the Company and its Shareholders during their performance of duties.

(II) Inspection of the Company's Finance by the Supervisory Committee of the Company

In 2024, the Supervisory Committee supervised, inspected and audited the Company's financial conditions and financial management in accordance with the relevant law, and reviewed the accounting statements, financial budget reports, final account reports and related documents. The Supervisory Committee believes that: the Company strictly implements its internal control systems, appropriately responds to changes in national fiscal and taxation policies, and its financial operations are in line with requirements. The preparation of financial statements complies with the Accounting Standards for Business Enterprises and relevant accounting systems. The procedures for preparing and reviewing financial reports, as well as the content and format of these reports, comply with relevant regulations and truthfully, objectively, and fairly reflect the Company's financial conditions, operating results, and cash flows.

(III) Related Party Transactions of the Company

In 2024, the Supervisory Committee supervised and verified the Company's related party transactions. The Supervisory Committee concluded that: these related party transactions are necessary for the Company's normal business operations; in the course of deliberating the related party transactions, prior approvals and independent opinions from the independent non-executive Directors were obtained, and related Directors abstained from voting; the decision-making processes complied with relevant laws, regulations, and the Articles of Association; the related party transactions were priced in a fair and reasonable manner, adhering to the principles of openness, fairness, and impartiality, and there were no circumstances that would harm the interests of the Company or other non-related shareholders.

(IV) Audit of the Company's Internal Control and Risk Prevention and Control

The Company's existing internal control system meets the requirements of national laws and regulations, aligns with the current actual operations of the Company, and can adapt to the requirements of the Company's management. In 2024, the Company continued to enhance its internal control framework, further improved its internal control system, strengthened the implementation of the internal control system, and better applied control and preventive measures across various aspects of corporate management, operations, significant investments, major risk management, and information disclosure, among others.

III. Work Prospects of the Supervisory Committee

In 2025, the Supervisory Committee will continue to strictly comply with the PRC Company Law, the Articles of Association, and the Rules of Procedures for the Supervisory Committee and other regulations. The Supervisory Committee will enhance corporate decision-making processes

and operational compliance, fulfil its functions of supervision, and better protect the legitimate rights and interests of all shareholders. Meanwhile, members of the Supervisory Committee will further strengthen their own professional abilities by learning, and enhance their supervisory abilities, so as to ensure the effective implementation of the Company's internal control measures, effectively prevent and dissolve risks, and support the Company's sustainable and healthy growth.

The above report is hereby proposed for consideration and approval by the Shareholders at the AGM.

APT Electronics Co., Ltd.
The Supervisory Committee
March 18, 2025

BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

Candidates for Executive Directors

Mr. XIAO Guowei David (肖国偉), aged 56, is currently an executive Director of the third session of the Board, the chairperson of the Board and the chief strategic officer of our Company. He is proposed to be appointed as an executive Director of the fourth session of the Board of our Company.

Mr. Xiao co-founded Advanced Photoelectronic Technology Limited (微晶先進光電科技有限公司) (“**Advanced Photoelectronic**”) and our Group. He served as the chairperson of the Board and general manager of our Company from August 2006 to October 2015, and the chairperson of the Board and president of our Company from October 2015 to March 2023.

Mr. Xiao has more than 25 years of professional experience in advanced semiconductor packaging, microelectronics manufacturing process, optoelectronic semiconductors, materials and reliability analysis. Prior to establishment of our Company, he founded Advanced Photoelectronic in February 2003 and has since served as a director of Advanced Photoelectronic. Before that, he taught at the Faculty of Electronic and Information Engineering (電子與信息學部) (formerly known as the Department of Electronic Engineering (電子工程系)) of Xi'an Jiaotong University (西安交通大學) from July 1990 to February 1998, with his last position as a lecturer, and served as a senior technology officer in the Department of Electronic and Computer Engineering at the Hong Kong University of Science and Technology from March 2002 to August 2004. He currently also serves as the chairperson of the board of AccoPower Semiconductor Co., Ltd. (廣東芯聚能半導體有限公司) (“**AccoPower**”) and AscenPower Semiconductor Co., Ltd. (廣東芯粵能半導體有限公司) (“**AscenPower**”), both silicon carbide (SiC) and power semiconductor developers and manufacturers.

Mr. Xiao obtained his bachelor's degree in electronic engineering in 1990 and his master's degree of engineering in June 1997 from Xi'an Jiaotong University (西安交通大學) in the PRC, and obtained his doctorate degree of philosophy in electronical and electronic engineering from the Hong Kong University of Science and Technology in November 2002 in Hong Kong. He was certified as a professorate senior researcher (正高級研究員) in optoelectronic technology by the Human Resources and Social Security Department of Guangdong Province in December 2020. He is currently a member of the Guangzhou Municipal People's Political Consultative Conference, the vice president of the China Solid State Lighting Alliance (國家半導體照明工程研發及產業聯盟), and the president and a society expert (學會專家) of Guangdong Illuminating Engineering Society. He has been selected for the Quality Migrant Admission Scheme (優秀人才入境計劃) by the Immigration Department of the Government of Hong Kong in December 2002, and for the first batch of Leading Talents in Innovation and Entrepreneurship in Guangzhou (廣州市創新創業領軍

人才) by the Guangzhou Liaising Group for Talents (廣州市人才工作協調小組) in February 2011. He has also been recognized as an Innovative Talent of the Overseas Chinese Contribution Award (中國僑界貢獻獎創新人才) by the All-China Federation of Returned Overseas Chinese (中華全國歸國華僑聯合會) in September 2016, as a Guangzhou High-caliber Talent (Distinguished Expert) (廣州市高層次人才(傑出專家)) by the Guangzhou Steering Group for Talents (廣州市人才工作領導小組) in August 2019, and as an Honorary Citizen (榮譽市民) by the 15th Standing Committee of the Guangzhou City People's Congress in November 2021. He was awarded the Second Prize of the Guangdong Province Science and Technology Award (廣東省科學技術獎) by the Guangdong government in February 2015, the Third Prize of the Guangdong Provincial Science and Technology Award by the Guangdong government in April 2014, and the Second Prize of the Guangzhou Municipal Science and Technology Award (廣州市科學技術獎) by the Guangzhou government in May 2015.

Mr. HOU Yu (侯宇), aged 55, is currently the president of our Company. He is proposed to be appointed as an executive Director of the fourth session of the Board of our Company.

Mr. Hou joined our Group in October 2015 and served as an executive vice president of our Company from October 2015 to February 2023, and as a director of Lynway Vision Technology (Ningbo) Co., Ltd. (領為視覺智能科技(寧波)有限公司) from July 2021 to December 2023. He has also served as the general manager of Linlux Electronics Ltd. (聯晶智能電子有限公司) (“**Linlux**”) since September 2018 and the supervisor of Lynway Vision Automobile Parts (Guangzhou) Co., Ltd. (領為視覺汽車零部件(廣州)有限公司) since June 2024.

Mr. Hou has more than 20 years of experience in the semiconductor and optoelectronic industries. Prior to joining our Group, Mr. Hou served as a process engineer, product engineer and manager of the production department of China Resources Semiconductor Co., Ltd. (華潤半導體有限公司) from June 1996 to December 2007. He successively served as a senior manager and a vice general manager of Advanced Photoelectronic from November 2007 to October 2015.

Mr. Hou obtained his bachelor's degree of engineering in July 1991 and his master's degree of engineering in June 1994, both from Xi'an Jiaotong University in the PRC. Mr. Hou was qualified as an intermediate engineer in electronic technology (中級工程師(電子技術)) by the Nansha District Human Resources and Social Security Bureau of Guangzhou city in October 2019. He was selected for the Guangzhou High-end Foreign (Overseas) Expert Recruitment Program (廣州市高端外國專家引進項目) by Guangzhou Foreign Expert Bureau (廣州市外國專家局) in December 2018. He was also awarded the Third Prize and Second Prize of the Guangdong Province Science and Technology Award by the Guangdong Government continuously in April 2014 and February 2015, and the Second Prize of the Guangzhou Municipal Award for Improvement in Science and Technology (廣州市科技進步二等獎) by the Guangzhou Government (廣州市人民政府) in May 2015.

Candidates for Non-Executive Directors

Mr. CHAN Philip Ching Ho (陳正豪), aged 75, is currently a non-executive Director of the third session of the Board of our Company. He is proposed to be appointed as a non-executive Director of the fourth session of the Board of our Company.

He served as a supervisor of our Company from August 2006 to April 2014. Mr. Chan Philip Ching Ho co-founded Advanced Photoelectronic and our Group, and has served as a director of Advanced Photoelectronic since June 2004.

Mr. Chan Philip Ching Ho is a distinguished leader in the semiconductor industry with more than 50 years of academic research and industrial application experience. He commenced his career in University of Illinois, Urbana-Champaign and served as a visiting assistant professor from 1978 to 1981. From March 1990 to March 1991, he worked at Intel Corporation, a company listed on the NASDAQ Stock Market (ticker symbol: INTC), where he last served as a principal engineer and senior project manager. Mr. Chan Philip Ching Ho joined the Hong Kong University of Science and Technology in April 1991 and served as a professor and the head of the Department of Electronic and Computer Engineering, the director of Nanoelectronics Fabrication Facility and the dean of the School of Engineering. From March 2010 to February 2020, he served as a deputy president and provost at the Hong Kong Polytechnic University. From his retirement in March 2020 to August 2021, he served as a senior advisor to the president and provost of the Hong Kong Polytechnic University and has served as a senior advisor to the deputy president and provost of the Hong Kong Polytechnic University since September 2021. From April 2023 to August 2024, he served as a team leader (special duty) at the Innovation and Technology Commission of the Hong Kong Government. Since September 2024, he has been a chairman of board of Microelectronics Research and Development Institute of the Hong Kong Government. Mr. Chan Philip Ching Ho has served as an independent non-executive director of Solomon Systech (International) Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2878), since December 2020. Mr. Chan Philip Ching Ho has served as an independent non-executive director of InnoScience (Suzhou) Technology Holding Co., Ltd., a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2577), since May 2024.

Mr. Chan Philip Ching Ho obtained his bachelor of science in electrical engineering from University of California at Davis in June 1973 in the United States, his master of science in electrical engineering and doctor in electrical engineering both from University of Illinois, Urbana-Champaign in the United States in October 1975 and October 1978, respectively. He has been a fellow member of the Hong Kong Institution of Engineers since December 1995. He was qualified as a fellow of the Institute of Electrical and Electronics Engineering in January 2007 and a fellow of the Hong Kong Academy of Engineering Sciences in December 2013. He was awarded the Bronze Bauhinia Star by the Hong Kong Government in Hong Kong in July 2013. From

October 2008 to October 2016, Mr. Chan Philip Ching Ho served as a director of the Hong Kong Applied Science and Technology Research Institute. He currently also serves as a member of the Committee on Innovation, Technology and Re-industrialization of the Government of Hong Kong as well as a professor emeritus at the Hong Kong Polytechnic University and a professor emeritus at the Hong Kong University of Science and Technology.

Mr. YUAN Lie Ming Peter (袁立明), aged 75, is currently a non-executive Director of the third session of the Board of our Company. He is proposed to be appointed as a non-executive Director of the fourth session of the Board of our Company.

Mr. Yuan has served as a director of Advanced Photoelectronic and of our Company since December 2009.

Mr. Yuan has extensive experience in financial investment. He has been a private investor and invested in Advanced Photoelectronic in June 2006, and has principally invested in monetary and financial futures, private equity and real estate in Hong Kong.

Mr. Yuan graduated from Pui Ching Middle School (香港培正中學) in July 1968 in Hong Kong.

Mr. HUANG Guansheng (黃關生), aged 43. He is proposed to be appointed as a non-executive Director of the fourth session of the Board of our Company.

Mr. Huang graduated from China Central Radio and TV University (中央廣播電視大學) (now renamed as the Open University of China (國家開放大學)), majoring in business administration. He served as the procurement specialist, procurement manager and procurement director at the central procurement company of Geely Holding Group from July 2000 to February 2021, the deputy general manager and executive deputy general manager at the procurement center of Zhejiang Yaoning Technology Group Co., Ltd. (浙江耀寧科技集團有限公司) from September 2021 to October 2023, the chief procurement officer at the empowerment platform of Zhejiang Yaoning Technology Group Co., Ltd. from October 2023 to November 2024, and an executive director and the general manager of Tonglu Yaoning Supply Chain Management Co., Ltd. (桐廬耀寧供應鏈管理有限責任公司) from August 2023 to February 2025. He has served as a director and the deputy general manager of Jiangxi Anchi New Energy Technology Co., Ltd (江西安馳新能源科技有限公司) since March 2024, and the vice president and the chief procurement officer of Zhejiang Lixingneng Industrial Development Co., Ltd. (浙江利星能實業發展有限公司) since November 2024.

Candidates for Independent Non-Executive Directors

Ms. ZHANG He (張禾) (with former name as **ZHANG Xiaomiao (張曉苗)**), aged 60, is currently an independent non-executive Director of the third session of the Board of our Company. She is proposed to be appointed as an independent non-executive Director of the fourth session of the Board of our Company.

Ms. Zhang has worked at Xi'an Jiaotong University since July 1985 and has been an associate professor in accounting since June 2001. She served as an independent director and the chairperson of audit committee of Xi'an Typical Industries Co., Ltd. (西安標準工業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600302.SH), from March 2014 to July 2020, an independent director of Shaanxi Tongyuan Natural Gas Co., Ltd. (陝西通源天然氣股份有限公司), a company listed on the NEEQ (stock code: 838687), from December 2021 to December 2022. She has served as an independent director and the chairperson of audit committee of Autobio Diagnostics Co., Ltd. (鄭州安圖生物工程股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603658.SH), from October 2018 to October 2024, an independent director of Xi'an Kaitian Railway Electric Co., Ltd. (西安開天鐵路電氣股份有限公司), a company listed on the NEEQ (stock code: 835196), from December 2020 to December 2023, an independent director of Xi'an Tianli Clad Metal Materials Co., Ltd. (西安天力金屬複合材料股份有限公司), a company listed on the Beijing Stock Exchange (stock code: 873576.BJ), since September 2022, and an independent director and the chairperson of audit committee of Kontour (Xi'an) Medical Technology Co., Ltd. (西安康拓醫療技術股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 688314.SH), since September 2022.

Ms. Zhang obtained her bachelor's degree in mechanical manufacturing process equipment and automation in July 1985, her master's degree in law in June 1991 and her doctorate degree in business administration in March 2009, all from Xi'an Jiaotong University in the PRC.

Ms. LIN Nan (蘭楠), aged 52, is currently an independent non-executive Director of the third session of the Board of our Company. She is proposed to be appointed as an independent non-executive Director of the fourth session of the Board of our Company.

Ms. Lin was a visiting student to the University of Sydney from September 2002 to December 2002. From April 2004 to June 2006, Ms. Lin conducted her postdoctoral research at the School of Public Policy & Management of Tsinghua University (清華大學公共管理學院). She joined the Shanghai University of Finance and Economics (上海財經大學) as an associate professor of the College of International Business Administration (currently known as the College of Business) in July 2006, and has served as a professor of the College of Business since June 2012. From March 2009 to March 2010, Ms. Lin was also a visiting scholar to Harvard Business

School. Ms. Lin has also served as an independent director of Shanghai Film Co., Ltd. (上海電影股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601595. SH), since October 2024.

Ms. Lin obtained her bachelor's degree in industrial electrical automation in July 1994, her master's degree in management science and engineering in June 1999, and her doctorate degree in management in December 2004, all from Xi'an Jiaotong University in the PRC.

Ms. Lin served as an independent director of Bright Oceans Inter-Telecom Corporation (“**Bright Oceans**”) (億陽信通股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600289.SH), from March 2015 to March 2017. In December 2019, the Shanghai Stock Exchange issued a discipline decision (the “**Discipline Decision**”) against Bright Oceans, its controlling Shareholder and several then directors and officers of Bright Oceans, including a public criticism against Ms. Lin who was an independent director at the time of the incident. The Discipline Decision cites a series of violations by Bright Oceans, its controlling Shareholder and actual controller: (i) the controlling Shareholder of Bright Oceans illegally occupied vast amount of funds of Bright Oceans, (ii) Bright Oceans failed to comply with the regulatory procedures and to timely disclose the connected guarantees provided in favor of its controlling Shareholder and its related parties, (iii) Bright Oceans issued inaccurate 2017 results estimate, and (iv) there were material deficiencies in the internal control of Bright Oceans and the reporting accountant issued qualified opinion on 2017 financial report of Bright Oceans (the “**Incidents**”).

Notwithstanding the Discipline Decision involving Ms. Lin, the Directors (other than Ms. Lin) are of the view that Ms. Lin has the experience, knowledge and skills required for a director of a listed company and is therefore suitable to be a Director pursuant to Rules 3.08 and 3.09 of the Listing Rules having considered: (i) the public criticism was not an administrative penalty, but a disciplinary action imposed by the Shanghai Stock Exchange which was of a relatively minor nature; (ii) according to the Discipline Decision, there is no finding of fraud or dishonesty against Ms. Lin herself, nor does it raise any concern on the integrity of Ms. Lin, which would affect her suitability as a director of a listed company. The Discipline Decision was issued against Ms. Lin mainly due to her director responsibility for supervising the operations of Bright Oceans rather than her personal dishonesty; (iii) Ms. Lin has not been disqualified from acting as a director of listed company as a result of the Incident; (iv) to the best knowledge of our Company and as confirmed by Ms. Lin, she does not have any other non-compliance record; (v) Ms. Lin as an independent director of Bright Oceans was not involved in the day-to-day management of Bright Oceans and was not directly involved in the Incidents. In addition, as confirmed by Ms. Lin, as she resigned in March 2017, she was not involved in the reviewing and approval of either the 2016 annual report or the 2017 annual report, which were published in or after March 2017; and (vi) Ms. Lin has received directors' training in connection with, among other things, the duties of directors under the Listing Rules.

Ms. DING Hui (丁曄), aged 55, is currently an independent non-executive Director of the third session of the Board of our Company. She is proposed to be appointed as an independent non-executive Director of the fourth session of the Board of our Company.

Ms. Ding has taught at the School of Electrical Engineering at Xi'an Jiaotong University since 1996 and has served as a professor and doctoral advisor since March 2010.

Ms. Ding obtained her bachelor's degree of engineering from Xi'an University of Technology (西安理工大學) (formerly known as Shaanxi Institute of Mechanical Engineering (陝西機械學院)) in July 1991 in the PRC, and her master's degree of engineering in June 1996 and her doctorate degree of engineering in June 2004, both from Xi'an Jiaotong University in the PRC.

Mr. CHAN Chi Kong (陳志光), aged 57, is currently an independent non-executive Director of the third session of the Board of our Company. He is proposed to be appointed as an independent non-executive Director of the fourth session of the Board of our Company.

Mr. Chan Chi Kong has substantial experience in auditing, accounting, corporate finance, investment, company secretarial practice, business development and general management. He commenced his career by serving as a staff accountant and audit senior of PricewaterhouseCoopers (formerly known as Price Waterhouse). He subsequently held senior financial and management positions in several companies listed on the Main Board of the Hong Kong Stock Exchange and multinational corporations, including Vitasoy International Holdings Ltd. (a company listed on the Main Board of the Hong Kong Stock Exchange under the stock code of 345), MMG Limited (a company listed on the Main Board of the Hong Kong Stock Exchange under the stock code of 1208), Chow Tai Fook Jewellery Group Limited (a company listed on the Main Board of the Hong Kong Stock Exchange under the stock code of 1929), and Chow Sang Sang Holdings International Limited (a company listed on the Main Board of the Hong Kong Stock Exchange under the stock code of 116). Mr. Chan Chi Kong co-founded Impacts Technology Limited, a company principally engaged in development and provision of interactive e-learning solutions to corporates. He has also served as an independent non-executive director of Solomon Systech (International) Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2878), since November 2023.

Mr. Chan Chi Kong is actively engaged in public and social services. He has previously served as the president of the Association of Chartered Certified Accountants (ACCA) Hong Kong, an honorary advisor to Hong Kong Internet Registration Corporation Limited, a member of the advisory board on business studies of Lingnan University, an adjudicator of the Immigration Tribunal of the Hong Kong Government, a member of the Financial Reporting Review Panel of the Accounting and Financial Reporting Council (formerly known as the Financial Reporting Council) and a member of the Accountancy Training Board under the Vocational Training Council. He has

also served as a member of the advisory committee for the College of Professional and Continuing Education (CPCE) of Hong Kong Polytechnic University, and the convenor of Working Party on Seminars of the Accountancy Training Board under the Vocational Training Council since June 2023.

Mr. Chan Chi Kong obtained a professional diploma in accountancy and his bachelor of arts in accountancy from Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic). He also obtained a master of business administration from City University of Hong Kong. He is a fellow member of each of ACCA, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales, the Chartered Governance Institute and the Hong Kong Chartered Governance Institute, and a Chartered Financial Analyst (CFA) of the CFA Institute.

**BIOGRAPHIES OF CANDIDATES FOR NON-EMPLOYEE REPRESENTATIVE
SUPERVISORS****Candidates for Non-employee Representative Supervisors**

Mr. LI Wenhong (李文紅), aged 57, is currently a non-employee representative supervisor of the third session of the Supervisory Committee of our Company. He is proposed to be appointed as a non-employee representative supervisor of the fourth session of the Supervisory Committee of our Company.

Mr. Li founded Shenzhen Goldstone Technology Co., Ltd. (深圳市石金科技股份有限公司), a company listed on the NEEQ (stock code: 833069) and formerly known as Shenzhen Goldstone Technology Ltd. (深圳市石金科技有限公司), in February 2005. He has served as an executive director since then and as the chairperson of the board since February 2015. He has also served as its general manager from February 2005 to December 2015 and since April 2017.

Mr. Li obtained his bachelor's degree in engineering in July 1988 from Xi'an Jiaotong University in the PRC. He was qualified as a senior engineer (高級工程師) by the Human Resources and Social Security Bureau of Shenzhen Municipality (深圳市人力資源和社會保障局) in June 2023. He was awarded the First Prize of Guangdong Province Science and Technology Award by the Guangdong Government (廣東省人民政府) in February 2015, and the 2022 China Patent Excellence Award (中國專利優秀獎) by China National Intellectual Property Administration in July 2022.

Ms. LUO Xiaoyun (羅曉雲), aged 51, is currently a non-employee representative supervisor of the third session of the Supervisory Committee of our Company. She is proposed to be appointed as a non-employee representative supervisor of the fourth session of the Supervisory Committee of our Company.

From July 1997 to June 2002, Ms. Luo was employed at Guangzhou Foreign Economic Trading Affiance Investment Company (廣州對外經濟貿易投資公司). She worked at Guangdong Technology Venture Capital Co., Ltd. (廣東省科技風險投資有限公司) from June 2002 to April 2009, and at Guangdong Yueke Venture Capital Co., Ltd. (廣東粵科風險投資管理有限公司), formerly known as Guangdong Keying Investment Management Co., Ltd. (廣東科盈投資管理有限公司), from May 2009 to July 2017. Since July 2018, she has served as a senior manager of Guangdong Yueke Venture Capital Management Co., Ltd. (廣東粵科創業投資管理有限公司). Ms. Luo has also served as a director of Zhuhai Speedbird PVC Film Laminated METAL Sheet Co., Ltd. (珠海拾比佰彩圖板股份有限公司), a company listed on the Beijing Stock Exchange (stock code: 831768.BJ), since August 2017, as a director of Gd Sunlite Science & Technology Co., Ltd.

(廣東信力科技股份有限公司), a company listed on the NEEQ (stock code: 838807), from January 2016 to December 2022, and as a director of Guangzhou Jeepine Intelligent Compression Molding Machine Co., Ltd. (廣州晶品智能壓塑科技股份有限公司), a company listed on the NEEQ (stock code: 833127), from September 2017 to July 2022.

Ms. Luo obtained her dual bachelor's degree in economics and engineering from Jinan University (暨南大學) in the PRC in June 1997.

Application to the Bank for Comprehensive Credit Lines and Provision of Guarantees in 2025

To ensure sufficient liquidity for the production and operations of the Company and its subsidiaries, shorten the approval time of bank credit facilities, and facilitate their daily business activities, the Company and its subsidiaries intend to apply for comprehensive credit lines of up to RMB2.23 billion (or its equivalent in foreign currency, based on actual borrowings, including those under performance) from banks in 2025. The credit facilities include but are not limited to various types of loans, guarantees, letters of credit, acceptance bills, and other financing instruments (excluding low-risk banking transactions). During the credit review and approval process, the allocation of credit lines among banks may be adjusted within the above-mentioned applied credit lines, and the credit line allocation among the Group members may be adjusted according to the actual situation of each member of the Group.

Meanwhile, the Company will offer corresponding guarantees for the credit lines granted to the Company or its subsidiaries as required by the banks, including but not limited to guarantees, mortgages, and pledges. The subsidiaries will offer corresponding guarantees for their respective credit lines as required by the banks, including but not limited to guarantees, mortgages, and pledges. The total amount of such guarantees is estimated to be no more than RMB2.23 billion (or its equivalent in foreign currency).

Within the above-mentioned comprehensive credit lines, the Board proposes to the AGM to authorise the legal representative to sign, on behalf of the Company, all legal documents related to credit lines, including but not limited to applications, contracts, agreements, certificates, and other documents in connection with credit lines, loans, guarantees, mortgages, pledges, and financing. The term of the comprehensive credit lines, guarantees and authorisation will be from the date of approval at the Company's AGM to the date of the next annual general meeting of the Company to be held in 2026.

The above resolution is hereby proposed for consideration and approval by the Shareholders at the AGM.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 283,000,066 Domestic Unlisted Shares (excluding treasury shares, if any) and 254,146,643 H Shares (excluding treasury shares, if any). Subject to the passing of the proposed special resolution granting the Share Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased and cancelled or held as treasury by the Company after the Latest Practicable Date and up to the date of the AGM, the Directors will be allowed to repurchase a maximum of 25,414,664 Shares pursuant to the Share Repurchase Mandate, representing approximately 10% of the total number of H Shares issued (excluding treasury shares, if any) and approximately 4.73% of the total issued share capital of the Company (excluding treasury shares, if any) as at the date of the AGM during the Relevant Period (as defined below).

As at the Latest Practicable Date, the Company has no treasury shares.

The exercise of the Share Repurchase Mandate is further subject to:

- (i) the obtainment of approvals from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
- (ii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the PRC Company Law, PRC Securities Law, the applicable laws of the PRC and the Articles of Association. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.

The “**Relevant Period**” means the period from the passing of the resolution at the AGM, until whichever is the earliest of:

- (i) conclusion of the next annual general meeting of the Company;

- (ii) the expiration of a period within which the next annual general meeting of the Company shall be held under the applicable laws of the PRC or the Articles of Association following the passing of this special resolution at the AGM; or
- (iii) the date on which the general meeting withdraws or amends the Share Repurchase Mandate by passing a special resolution.

2. REASONS AND FUNDING OF REPURCHASES

Although the Directors have no present intention of exercising the proposed Share Repurchase Mandate, the Directors believe that a general authority from the Shareholders to enable the Directors to repurchase its H Shares in the market is to maintain the stability of the Company's operations, development and share price, to safeguard and protect the long-term interests of the Shareholders, to promote the maximization of Shareholders' value, to further improve and refine the long-term incentive and talent retention mechanism, and to ensure the sustainable operations and healthy development of the Company.

On the other hand, the Shares repurchased by the Company and held as treasury shares may provide more flexibility to the Board to resell the treasury shares at the market prices to raise additional funds for the Company, or transfer or use for Share grants under share schemes that comply with the requirements under Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles of Association, the PRC Company Law, the PRC Securities Law and/or any other applicable laws, as the case may be.

In repurchasing its H Shares, the Company intends to use funds from its internal resources (which may include surplus funds (excluding the net proceeds raised from the Global Offering) and retained profits) legally available for such purpose in accordance with its Articles of Association, the laws of the PRC and/or any applicable laws, as the case may be.

3. IMPACT OF SHARE REPURCHASE

Any repurchase of the H Shares by the Company may only be made either out of the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of the issuance of new H Shares made for such purpose. The amount of financing required for the Company to purchase or acquire its H Shares, and the impact on the Company's financial position, cannot be ascertained as at the Latest Practicable Date as these will depend on whether the H Shares are purchased or acquired out of capital or profits, the number of shares purchased or acquired and the price at which such H Shares are purchased or acquired. There might be a material adverse impact on the working capital or the gearing position of the Company, as

compared with the positions disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2024, in the event that the Share Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any H Shares to the Company or its subsidiaries, in the event that the Share Repurchase Mandate is approved by the Shareholders at the AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares to the Company or its subsidiaries, or has undertaken not to sell any H Shares held by them to the Company or its subsidiaries, in the event that the Share Repurchase Mandate is approved by the Shareholders at the AGM.

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, to exercise the power of the Company to repurchase H Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the PRC.

The Company may cancel such repurchased H Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending sale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those H Shares were registered in its own name as treasury shares.

The Company confirms that neither this explanatory statement nor the proposed H Share repurchase has any unusual features.

5. IMPLICATIONS UNDER THE TAKEOVERS CODE

If as a result of a repurchase of H Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, having taken into account the voting rights held or controlled by the controlling shareholders as at the Latest Practicable Date, the Directors consider that the increase in aggregate control over the voting rights of the controlling Shareholders in the event that the Directors exercise the proposed Share Repurchase Mandate in full would not give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling Shareholders hold an aggregate of 234,841,574 Shares, representing approximately 43.72% of the total number of Shares in issue (excluding treasury shares, if any). If the Repurchase Mandate is fully exercised and assuming that no further issuance or repurchase of Shares is made prior to such full exercise, the proportion of the interests of the voting rights held by the controlling Shareholders in the Company will therefore increase to approximately 45.89% of the total number of Shares in issue (excluding treasury shares, if any), such increase would give rise to a general offer obligation under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which would arise under either or both of the Takeover Codes and any similar applicable law as a result of any repurchase of H Shares pursuant to the Share Repurchase Mandate.

Further, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

6. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the H Shares (whether on the Stock Exchange or otherwise).

7. SHARE PRICES

The highest and lowest traded prices for which H Shares are traded on the Stock Exchange during each of the calendar months since the Listing Date up to and including the Latest Practicable Date were as follows:

	H Share Prices	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
November (<i>since the Listing Date</i>)	5.95	3.34
December	3.93	2.82
2025		
January	3.66	3.03
February	4.88	3.32
March	4.78	3.50
April	3.74	2.76
May (<i>up to the Latest Practicable Date</i>)	3.49	3.06

NOTICE OF 2024 ANNUAL GENERAL MEETING



APT Electronics Co., Ltd.

廣東晶科電子股份有限公司

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

(Stock Code: 2551)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 annual general meeting (the “AGM”) of APT Electronics Co., Ltd. (the “Company”) will be held at 10:00 a.m. on Thursday, May 29, 2025 at No. 2 Zhengxiang Road, Wanqingsha, Nansha District, Guangzhou, Guangdong Province, the People's Republic of China, at which, the following resolutions will be considered and approved:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the report of the Board of Directors for the year 2024;
2. To consider and approve the resolution on the report of the Supervisory Committee for the year 2024;
3. To consider and approve the resolution on the annual report of the Group for the year ended December 31, 2024;
4. To consider and approve the resolution on the audited consolidated financial statements of the Group and Independent Auditor's Report for the year ended December 31, 2024;
5. To consider and approve the resolution on the annual profit distribution proposal of the Company for the year 2024;
6. To consider and approve the resolution on renewal of engagement of auditor for the year 2025;

NOTICE OF 2024 ANNUAL GENERAL MEETING

7. To consider and approve the resolutions regarding the election of the fourth session of the Board of Directors (each by separate resolution), including:
 - 7.01 To consider and approve the re-election of Mr. XIAO Guowei David as an executive Director of the fourth session of the Board;
 - 7.02 To consider and approve the appointment of Mr. HOU Yu as an executive Director of the fourth session of the Board;
 - 7.03 To consider and approve the re-election of Mr. CHAN Philip Ching Ho as a non-executive Director of the fourth session of the Board;
 - 7.04 To consider and approve the re-election of Mr. YUAN Lie Ming Peter as a non-executive Director of the fourth session of the Board;
 - 7.05 To consider and approve the appointment of Mr. HUANG Guansheng as a non-executive Director of the fourth session of the Board;
 - 7.06 To consider and approve the re-election of Ms. ZHANG He as an independent non-executive Director of the fourth session of the Board;
 - 7.07 To consider and approve the re-election of Ms. LIN Nan as an independent non-executive Director of the fourth session of the Board;
 - 7.08 To consider and approve the re-election of Ms. DING Hui as an independent non-executive Director of the fourth session of the Board; and
 - 7.09 To consider and approve the re-election of Mr. CHAN Chi Kong as an independent non-executive Director of the fourth session of the Board.
8. To consider and approve the Directors' remuneration proposal for the fourth session of the Board;

NOTICE OF 2024 ANNUAL GENERAL MEETING

9. To consider and approve the resolutions regarding the election of the fourth session of the Supervisory Committee (each by separate resolution), including:
- 9.01 To consider and approve the re-election of Mr. LI Wenhong as a non-employee representative supervisor of the fourth session of the Supervisory Committee; and
- 9.02 To consider and approve the re-election of Ms. LUO Xiaoyun as a non-employee representative supervisor of the fourth session of the Supervisory Committee.
10. To consider and approve the resolution regarding the grant of authorisation to the Board to deal with matters relating to the company's industrial and commercial registration.

SPECIAL RESOLUTIONS

11. To consider and approve the resolution regarding application to banks for consolidated credit lines and provision of guarantees in 2025;
12. To consider and approve the granting of a general mandate to the Board to repurchase H Shares.

By order of the Board
APT Electronics Co., Ltd.
XIAO Guowei David
Chairperson of the Board

Hong Kong, May 7, 2025

As at the date of this notice, the Board comprises Mr. Xiao Guowei David as executive Director, Mr. Chan Philip Ching Ho, Mr. Yuan Lie Ming Peter, Mr. Wu Nan-Yang and Mr. Zheng Xin as non-executive Directors, and Ms. Zhang He, Ms. Lin Nan, Ms. Ding Hui and Mr. Chan Chi Kong as independent non-executive Directors.

Notes:

(1) Eligibility for attending the Annual General Meeting and date of registration of members for H Shares

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Monday, May 26, 2025 to Thursday, May 29, 2025, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, May 23, 2025.

NOTICE OF 2024 ANNUAL GENERAL MEETING

(2) Proxy

Each shareholder (the “**Shareholder**”) entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other documents of authorisation must be notarised.

On a poll, every Shareholder present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, shall have one vote for each share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

- (3) In order to qualify for attending and voting at the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to (i) the Company’s registered office, headquarters and principal place of business in the PRC at No. 33, Huanshi Road South, Nansha District, Guangzhou, Guangdong Province, the PRC (for Domestic Unlisted Shares) or (ii) the Company’s H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the AGM or any adjournment thereof if they so wish and in such event, the proxy form shall be deemed to be revoked. For avoidance of doubt, holder of treasury shares, if any, shall abstain from voting on matters that require Shareholders’ approval as required under the Listing Rules.

(4) Registration procedures for attending the AGM

A Shareholder or his proxy should present proof of identity when attending the AGM. If a Shareholder is a legal person, its legal representative or other person authorised by the board of directors or other governing body may attend the AGM by providing a copy of the resolution of the Board or other governing body of such Shareholder appointing such person to attend the meeting.

(5) Voting by poll

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, apart from certain exceptions, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

(6) Miscellaneous

- (1) The AGM 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 travelling and accommodation expenses.
- (2) The address of the H Share Registrar of the Company, Computershare Hong Kong Investors Services Limited is located at: 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

NOTICE OF 2024 ANNUAL GENERAL MEETING

- (3) The registered office, headquarters and principal place of business in the People's Republic of China of the Company is located at:

No. 33, Huanshi Road South
Nansha District, Guangzhou
Guangdong Province, PRC

Contact Office: Office of the Board

Email: aptinvestors@apt-hk.com

Telephone No.: +852 3468 4266

The AGM of the Company will be held at 10:00 a.m. on May 29, 2025 at No. 2 Zhengxiang Road, Wanqingsha, Nansha District, Guangzhou, Guangdong Province. A notice convening the AGM is set out on pages 50 to 54 of this circular.

The form of proxy for use at the AGM is enclosed herewith and also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.apt-hk.com).