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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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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Minieye Technology Co., Ltd
深圳佑駕創新科技股份有限公司

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

(Stock Code: 2431)

**PROPOSED APPOINTMENT OF AUDITOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page have the same meanings as those defined in the section headed "Definitions" in the circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM to be held at 25th Floor, Tower A, Building 1, Zhongzhou Binhai Commercial Center, No. 9285 Binhe Avenue, Shangsha Community, Sha Tau Street, Futian District, Shenzhen, Guangdong Province, PRC at 10:00 a.m. on Wednesday, August 13, 2025 is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use in the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.minieye.cc).

Shareholders who intend to appoint a proxy to attend the EGM are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same not later than 24 hours before the time designated for the EGM (i.e. not later than 10:00 a.m. on Tuesday, August 12, 2025) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting(s) if you so wish.

Reference to times and dates in this circular are to Hong Kong local times and dates.

July 25, 2025

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	Minieye Technology Co., Ltd (深圳佑駕創新科技股份有限公司), a limited liability company established under the laws of the PRC on December 10, 2014 and converted into a joint stock company with limited liability on June 7, 2023, the H Shares of which are listed on the Stock Exchange (stock code: 2431)
“Director(s)”	director(s) of the Company
“EGM”	the 2025 second extraordinary general meeting of the Company (or any adjournment thereof) to be convened and held at 25th Floor, Tower A, Building 1, Zhongzhou Binhai Commercial Center, No. 9285 Binhe Avenue, Shangsha Community, Sha Tau Street, Futian District, Shenzhen, Guangdong Province, PRC at 10:00 a.m. on Wednesday, August 13, 2025
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	July 21, 2025, being the latest practicable date prior to the issue of this circular for ascertaining certain information for inclusion in this circular
“Listing”	the listing of the H Shares on the Main Board of the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shares(s)”	Unlisted Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Unlisted Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are not listed or traded on any stock exchange
“Unlisted Shareholder(s)”	holder(s) of Unlisted Share(s)
“%”	percent

For ease of reference, the names of Chinese laws and regulations, government authorities, institutions, natural persons or other entities have been included herein in both Chinese and English languages and in the event of any inconsistency, the Chinese version shall prevail.

Certain amounts and percentage figures included herein have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures preceding them.

LETTER FROM THE BOARD



Minieye Technology Co., Ltd
深圳佑駕創新科技股份有限公司

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

(Stock Code: 2431)

Executive Directors:

Dr. Liu Guoqing
Mr. Yang Guang
Mr. Zhou Xiang
Mr. Wang Qicheng

Non-executive Directors:

Mr. Bi Lei
Ms. Liu Yiran

Independent non-executive Directors:

Dr. Xiang Yang
Mr. Tan Kaiguo
Dr. Tan Mingkui

***Registered office, headquarters and
principal place of business in the PRC:***

25th Floor, Tower A, Building 1
Zhongzhou Binhai Commercial Center
No. 9285 Binhe Avenue
Shangsha Community, Sha Tau Street
Futian District, Shenzhen
Guangdong Province, PRC

Principal place of business in Hong Kong:

Room 1918, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay, Hong Kong

July 25, 2025

To the Shareholders

Dear Sir or Madams

**PROPOSED APPOINTMENT OF AUDITOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you the notice of EGM and the detailed information in relation to, among other things, (i) the proposed appointment of auditor; and (ii) the proposed amendments to the Articles of Association, to enable you to make an informed decision on whether to vote for or against the following resolutions.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcement dated July 25, 2025 in relation to proposed change of the auditor of the Company.

The term of office of the auditor of the Company, PricewaterhouseCoopers (“**PwC**”), has expired upon the conclusion of the Company’s 2024 annual general meeting. After taking into comprehensive consideration of the Company’s current business operations and future audit service requirements, the Company has decided not to re-appoint PwC as the auditor of the Company.

The Board and the Audit Committee confirm that there are no disagreements or unresolved matters between the PwC and the Company, and there are no other matters relating to the retirement of the PwC that need to be brought to the attention of the Shareholders.

According to the Articles of Association and as recommended by the Audit Committee, the Board has resolved to propose the appointment of Rongcheng (Hong Kong) CPA Limited (“**Rongcheng**”) as the new auditor of the Company (the “**New Auditor**”) (the “**Proposed Appointment of Auditor**”). The Proposed Appointment of Auditor is subject to the approval of the Shareholders at the EGM by way of an ordinary resolution. The terms of office of the New Auditor will commence from the conclusion of the EGM until the end of the next annual general meeting of the Company.

The Board and the Audit Committee have assessed the qualifications, credentials and experience of Rongcheng and considered Rongcheng to be qualified and suitable to serve as the auditor of the Company. Rongcheng is a practising accountant under the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and a registered public interest entity auditor under the Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong), and is qualified to undertake audit work for companies established in China and listed on the Stock Exchange. The Board believes that the proposed appointment of Rongcheng as the New Auditor is in the interests of the Company and its shareholders as a whole.

An ordinary resolution will be proposed at the EGM to consider and, if thought fit, approve the Proposed Appointment of Auditor and to authorize the Board to fix the remuneration of the New Auditor and handle all matters relating to the Proposed Appointment of Auditor.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcements of the Company dated July 3, 2025 and July 9, 2025 in relation to the placing and issuance of a total of 6,800,000 new H Shares pursuant to the general mandate granted by the Shareholders to the Board at the annual general meeting held on May 23, 2025 (the “**Placing**”).

LETTER FROM THE BOARD

Following the completion of the Placing, the registered share capital of the Company has increased from RMB399,946,400 to RMB406,746,000 and the total number of issued Shares has increased from 399,946,400 to 406,746,000 Shares, respectively. Therefore, the Board has proposed to make certain amendments to the Articles of Association to reflect, among others, such changes in the share capital structure of the Company (the “**Proposed Amendments**”). The details of the Proposed Amendments are set out in Appendix I to this circular.

Save as disclosed in Appendix I to this circular, the contents of the other articles of the Articles of Association remain unchanged. The Articles of Association is prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

The Company has received a written confirmation from its Hong Kong legal advisors, confirming that the Proposed Amendments conform with the Listing Rules (including the requirements of Appendix A1 to the Listing Rules). The Company has also received a written confirmation from its legal advisors as to the laws of the PRC, confirming that the Proposed Amendments conform with the applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Board is of the view that the Proposed Amendments are in the interest of the Company and its Shareholders as a whole.

The Proposed Amendments will become effective upon Shareholders’ approval by way of a special resolution at the EGM. Prior to the passing of the relevant special resolution at the EGM, the current Articles of Association shall remain valid.

EGM

The Company will convene and hold the EGM at 25th Floor, Tower A, Building 1, Zhongzhou Binhai Commercial Center, No. 9285 Binhe Avenue, Shangsha Community, Sha Tau Street, Futian District, Shenzhen, Guangdong Province, PRC at 10:00 a.m. on Wednesday, August 13, 2025 to consider and, where appropriate, approve the proposed matters set out in the notice of the EGM. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. The Company will publish an announcement of the poll results in the manner required under Rule 13.39(5) of the Listing Rules after the conclusion of the EGM.

For the purpose of determining the entitlement of the H Shareholders to attend and vote at the EGM, the register of holders of H Shares will be closed from Friday, August 8, 2025 to Wednesday, August 13, 2025 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, August 13, 2025 will be entitled to attend and vote at the EGM. Holders of H Shares who intend to attend the EGM must deliver their transfer documents together with the relevant share certificates to Tricor Investor Services Limited, H share registrar of the Company in Hong Kong, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, August 7, 2025.

LETTER FROM THE BOARD

If you intend to appoint a proxy to attend the EGM, you are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the form. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney authorising the execution of the instrument or other authorisation documents shall be notarised and must be served concurrently with the instrument. The form of proxy, together with the copies of the notarised power of attorney or other authorisation documents, shall be deposited at the H share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong (for H Shareholders), or the registered office of the Company at 25th Floor, Tower A, Building 1, Zhongzhou Binhai Commercial Center, No. 9285 Binhe Avenue, Shangsha Community, Sha Tau Street, Futian District Shenzhen, PRC (for Unlisted Shareholders) not later than 24 hours before the time designated for the EGM (i.e. not later than 10:00 a.m. on Tuesday, August 12, 2025) or any adjournment thereof (as the case may be) before the form becomes effective. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as of the Latest Practicable Date, no Shareholders were required to abstain from voting on the resolutions to be proposed at the EGM pursuant to the Listing Rules and/or the Articles of Association.

RESPONSIBILITY STATEMENT

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

LETTER FROM THE BOARD

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions in relation to (i) the Proposed Appointment of Auditor and (ii) the Proposed Amendments to the Articles of Association to be proposed at the EGM are in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By order of the Board
Minieye Technology Co., Ltd
Liu Guoqing
*Chairman of the Board, Executive Director
and General Manager*

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The details of the Proposed Amendments are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

Existing articles	Amended articles
Article 5 The registered capital of the Company is RMB399,946,400.	Article 5 The registered capital of the Company is RMB399,946,400 <u>RMB406,746,400</u> .
Article 20 The Company has a total of 399,946,400 shares, comprising 399,946,400 ordinary shares.	Article 20 The Company has a total of 399,946,400 <u>406,746,400</u> shares, comprising 399,946,400 <u>406,746,400</u> ordinary shares.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Minieye Technology Co., Ltd
深圳佑駕創新科技股份有限公司

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

(Stock Code: 2431)

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting of Minieye Technology Co., Ltd (the “**Company**”) will be convened and held at 25th Floor, Tower A, Building 1, Zhongzhou Binhai Commercial Center, No. 9285 Binhe Avenue, Shangsha Community, Sha Tau Street, Futian District, Shenzhen, Guangdong Province, PRC at 10:00 a.m. on Wednesday, August 13, 2025 (the “**EGM**”) to consider and, if thought fit, approve the following resolutions. Unless otherwise defined herein, capitalized terms used in this notice have the same meanings as those defined in the circular of the Company dated July 25, 2025 (the “**Circular**”).

ORDINARY RESOLUTION

1. To consider and approve the Proposed Appointment of Auditor, and to authorize the Board to fix the remuneration of the New Auditor.

SPECIAL RESOLUTION

2. To consider and approve the Proposed Amendments to the Articles of Association.

By order of the Board
Minieye Technology Co., Ltd
Liu Guoqing
*Chairman of the Board, Executive Director
and General Manager*

Shenzhen, PRC, July 25, 2025

As at the date of this notice, the Board comprises: (i) Dr. Liu Guoqing, Mr. Yang Guang, Mr. Zhou Xiang and Mr. Wang Qicheng, as executive directors; (ii) Mr. Bi Lei and Ms. Liu Yiran, as non-executive directors; and (iii) Dr. Xiang Yang, Mr. Tan Kaiguo and Dr. Tan Mingkui as independent non-executive directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Individual shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce their effective proof of identity and form of proxy. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate shareholder.
2. For the purpose of determining the entitlement of the H Shareholders to attend and vote at the EGM, the register of holders of H Shares will be closed from Friday, August 8, 2025 to Wednesday, August 13, 2025 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, August 13, 2025 will be entitled to attend and vote at the EGM. Holders of H Shares who intend to attend the EGM must deliver their transfer documents together with the relevant share certificates to Tricor Investor Services Limited, H share registrar of the Company in Hong Kong, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, August 7, 2025.
3. Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the shareholder holds two or more issued Shares, whether (each of) such person is a shareholder of the Company or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The instrument appointing a proxy must be signed by the shareholder or his/her attorney duly authorised in writing. For a corporate shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

If the power of attorney of the proxy is signed by the authorised person of the appointer under a power of attorney or other authorisation document(s) given by the appointer, such power of attorney or other authorisation document(s) shall be notarised and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorisation document(s), must be delivered to the H share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong (for H Shareholders), or the registered office of the Company at 25th Floor, Tower A, Building 1, Zhongzhou Binhai Commercial Center, No. 9285 Binhe Avenue, Shangsha Community, Sha Tau Street, Futian District Shenzhen, PRC (for Unlisted Shareholders) not later than 24 hours before the time designated for the EGM (i.e. not later than 10:00 a.m. on Tuesday, August 12, 2025) or any adjournment thereof (as the case may be).

In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the EGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders.

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

4. According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll. Results of the poll voting will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.minieye.cc) upon the conclusion of the EGM.
5. Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.
6. Reference to times and dates in this notice are to Hong Kong local times and dates.