OVERVIEW

Our Company (previously known as Xiamen SigmaStar Technology Company Limited (廈門星宸科技有限公司)) was established in December 2017 by SigmaStar Technology Inc. under the PRC Company Law. Our Company was converted to a joint stock company with limited liability and was renamed as Xiamen SigmaStar Technology Ltd. (廈門星宸科技股份有限公司) in May 2021, and was subsequently renamed as SigmaStar Technology Ltd. (星宸科技股份有限公司) in June 2021. Since March 28, 2024, our A Shares have been listed on the ChiNext Market of the Shenzhen Stock Exchange with the stock code of 301536.

We are a globally leading fabless design house and supplier of vision AI SoCs. Under our core framework of "vision + AI" and core capabilities of "perception + computation + connectivity", we design and develop SoCs that enhance AI capabilities and enable visual intelligence of edge devices across industries. We have a diversified product portfolio. Our vision AI SoCs is integrated into and widely deployed across a broad spectrum of edge devices, including smart security, smart AIoT and smart automotive. According to Frost & Sullivan, we are the world's largest provider of vision AI SoCs in terms of shipment volume in 2024.

KEY CORPORATE AND BUSINESS DEVELOPMENT MILESTONES

The following is a summary of our Group's key corporate and business development milestones:

Year	Event
2017 . . .	Our Company was established in Xiamen, China
2018 . . .	Achieved large-scale production of SoCs across business segments
2019 . . .	Launched IPC SoC with built-in self-developed AI processor
2020 . . .	Achieved large-scale production of vision SoCs equipped with self-developed AI processors across business segments
2021 . . .	Ranked first in the global market for IPC SoCs, NVR SoCs and USB video conferencing camera SoCs in terms of shipment volume, and ranked first in the market share in China for 1080P and above dashcam SoCs in terms of shipment volume
2022 . . .	Achieved large-scale production of high-end products, SSC369G
2023 . . .	Successfully taped out low power consumption smart camera SoC
	Mass-produced an AI SoC for smart robotics
2024 . . .	Listed on the ChiNext Market of the Shenzhen Stock Exchange (stock code: 301536)
	Ranked as the world's largest supplier of vision AI SoC in terms of shipment volume
	Launched new-generation innovative solutions such as SSC309QL in the field of smart glasses
	Obtained the ISO 26262 functional safety management system ASIL D level certification for our intelligent in-vehicle systems from the international independent third-party testing, inspection and certification organization TÜV Rheinland Group of Germany

Year	Event
2025 . . .	Successfully taped out SPAD SoC and edge computing SoC Ranked as the world's 2nd largest supplier of smart robotics vision SoC in terms of shipment volume in the first half of 2025 Acquired a majority equity stake in Frequen to strengthen Bluetooth connectivity IP

SUBSIDIARIES

The following table sets forth the particulars of our subsidiaries as of the Latest Practicable Date:

Name of subsidiary	Date of incorporation/ establishment	Place of incorporation/ establishment	Equity interest attributable to our Group	Principal activities
Ruichenwei Co., Ltd. (鋭宸微(上海)科技有限公司)	December 16, 2020	PRC	100%	R&D and sales of automotive chip products
Sigmastar Electronics (Shenzhen) Co., Ltd. (星宸微電子(深圳)有限公司)	October 25, 2021	PRC	100%	R&D and sales of chip products
Xiamen SIStar Technology Ltd. (廈門星覺科技有限公司)	October 10, 2023	PRC	100%	R&D and sales of chip products
JIECHEN Technology Ltd. (上海頡晨科技有限公司)	December 4, 2023	PRC	100%	R&D and sales of chip products
SigmaStar Technology Singapore Pte. Ltd.	January 6, 2025	Singapore	100%	R&D of chip products
Shanghai Frequen Microelectronics Co., Ltd. (上海富芮坤微電子有限公司)	January 8, 2014	PRC	53.31%	Design, R&D and sales of Bluetooth chip products
Qingdao Frequen Microelectronics Technology Co., Ltd. (青島富芮坤微電子科技有限公司)	April 4, 2019	PRC	84.92% (*held by the Company through Frequen*)	R&D and sales of Bluetooth chip products

MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

(1) Early Development of Our Company

At the end of 2017, Mr. Lin Yongyu, together with several of his colleagues at the time, discovered business opportunities in the video surveillance chip field in light of the national policy encouraging the development of the integrated circuit industry, and received investment from MediaTek group for starting their own business in the PRC through MediaTek group providing early-stage development funds as a shareholder. Against this backdrop, on December 21, 2017, our Company (previously known as Xiamen SigmaStar Technology Company Limited (廈門星宸科技有限公司)) was incorporated in the PRC as a limited liability company by the then sole shareholder SigmaStar Technology Inc. (a wholly-owned subsidiary of MStar Semiconductor Inc. (Taiwan), which became a subsidiary of MediaTek in 2014 due to MediaTek's acquisition of its parent company, MStar Semiconductor Inc. (Cayman)), with an initial registered capital of US$2 million.

In July 2018, the registered capital of our Company was increased from US$2 million (as converted to RMB12,638,400) to RMB15,798,000, through the subscription by employee incentive platforms Elite Star, Xiamen Yaochen, Treasure Star, Supreme Star, Xiamen Hanchen, Auspicious Star and Perfect Star, as to RMB542,646, RMB452,202, RMB452,202, RMB452,202, RMB452,202, RMB446,404 and RMB361,742, respectively.

In December 2018, the registered capital of our Company was further increased to RMB36,000,000, through the further subscription by the then existing Shareholders pro-rata to their respective equity interest using capital reserve of our Company.

(2) Shareholding Changes until 2021

In November 2019, the registered capital of our Company was increased to RMB41,142,857, through the subscription by new investor Frankstone Investments Holding Limited and employee incentive platform Xiamen Xuding, as to RMB2,427,429 and RMB1,032,686, respectively, and the further subscription of RMB1,682,742 in aggregate by the then existing Shareholders (other than SigmaStar Technology Inc.).

In December 2019, the registered capital of our Company was further increased to RMB45,257,143, through the subscription by four new investors (namely, Nanjing Chuangyi Xin Pao No.1 Science and Technology Investment Partnership (Limited Partnership) ("**Nanjing Chuangyi Xin Pao No.1**", 南京創熠芯跑一號科技投資合夥企業(有限合夥)), Melstone Investment Holding Limited, Shenzhen Xin Pao Win-Win Technology Investment Partnership (Limited Partnership) ("**Shenzhen Xin Pao Win-Win**", 深圳市芯跑共贏科技投資合夥企業(有限合夥)) and Xiamen Lanhor Integrated Circuit Industry Equity Investment Fund Partnership (Limited Partnership) ("**Xiamen Lanhor Integrated Circuit**", 廈門聯和集成電路產業股權投資基金合夥企業(有限合夥))), as to RMB1,359,503, RMB1,073,292, RMB965,963 and RMB715,528, respectively.

In January 2020, the registered capital of our Company was further increased to RMB47,701,864, through the subscription by two new investors (namely, Kunqiao (Shenzhen) Semiconductor Technology Industry Equity Investment Fund Partnership (Limited Partnership) ("**Kunqiao (Shenzhen) Semiconductor**", 昆橋(深圳)半導體科技產業股權投資基金合夥企業(有限合夥)) and Wuhan Donghu Bairui Equity Investment Fund Partnership (Limited Partnership) ("**Wuhan Donghu Bairui**", 武漢東湖百瑞股權投資基金合夥企業(有限合夥)), as to RMB1,967,702 and RMB477,019, respectively.

In May 2020, Wuhan Donghu Bairui transferred 1% equity interest in our Company to Kunqiao (Shenzhen) Semiconductor, for nil consideration given the equity interest transferred was not fully paid-up at the time of transfer.

In July 2020, SigmaStar Technology Inc. transferred (a) 0.41% equity interest in our Company to Elite Star for the consideration of RMB14,285,212, (b) 0.66% equity interest in our Company to Melstone Investment Holding Limited for the consideration of RMB23,213,534, (c) 0.94% equity interest in our Company to Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司) for the consideration of RMB33,034,696, (d) 1.45% equity interest in our Company to Shenzhen Nanshan Hotland Equity Investment Fund Partnership (Limited Partnership) ("**Shenzhen Nanshan Hotland**", 深圳市南山紅土股權投資基金合夥企業(有限合夥)) for the consideration of RMB50,891,193, (e) 0.61% equity interest in our Company to Shenzhen Nanshan Shanghua Hongtu Double Innovation Equity Investment Fund Partnership (Limited Partnership) ("**Shenzhen Nanshan Shanghua**", 深圳南山上華紅土雙創股權投資基金合夥企業(有限合夥)) for the consideration of RMB21,427,855, (f) 0.20% equity interest in our Company to Qingdao Accurate Core Energy Investment Partnership (Limited Partnership) ("**Qingdao Accurate Core Energy**", 青島精確芯悅股權投資合夥企業(有限合夥)) for the consideration of RMB7,142,643, (g) 1.03% equity interest in our Company to Hefei Huaxin Growth Phase V Equity Investment Partnership (Limited Partnership) ("**Hefei Huaxin Growth Phase V**", 合肥華芯成長五期股權投資合夥企業(有限合夥)) for the consideration of RMB35,713,141, (h) 1.03% equity interest in our Company to Shanghai SummitView Phase II Integrated Circuit Equity Investment Partnership (Limited Partnership) ("**Shanghai SummitView Phase II**", 上海武岳峰二期集成電路股權投資合夥企業(有限合夥)) for the consideration of RMB35,713,141, (i) 1.53% equity interest in our Company to Wuxi Royalsea Jinhe Entrepreneurship Investment Partnership (Limited Partnership) ("**Wuxi Royalsea Jinhe**", 無錫正海錦禾創業投資合夥企業(有限合夥)) for the consideration of RMB53,569,711, (j) 0.41% equity interest in our Company to CICC Pucheng Investment Co., Ltd. (中金浦成投資有限公司) for the consideration of RMB14,285,212, (k) 0.15% equity interest in our Company to Marco Fortune International Co., Limited for the consideration of RMB5,356,964, (l) 0.15% equity interest in our Company to OndineMDD Limited for the consideration of RMB5,356,964, (m) 0.31% equity interest in our Company to Transsion Technology Limited for the consideration of RMB10,713,928, (n) 0.15% equity interest in our Company to Suzhou Glory Ventures Enterprising Venture Capital Partnership (Limited Partnership) ("**Suzhou Glory Ventures**", 蘇州耀途進取創業投資合夥企業(有限合夥)) for the consideration of RMB5,356,964, and (o) 0.15% equity interest in our Company to Jiangsu Jiequan Hua Capital Equity Investment Partnership (Limited Partnership) ("**Jiangsu Jiequan Hua Capital**", 江蘇疌泉元禾璞華股權投資合夥企業(有限合夥), formerly known as Suzhou Jiequan Zhixin Equity Investment Partnership (Limited Partnership) (蘇州疌泉致芯股權投資合夥企業(有限合夥))) for the consideration of RMB5,356,964.

In July 2020, the registered capital of our Company was further increased to RMB48,675,371, through the subscription by a new investor Ningbo Hualing Entrepreneurship Investment Partnership (Limited Partnership) ("**Ningbo Hualing Entrepreneurship**", 寧波華綾創業投資合夥企業(有限合夥), formerly known as Ningbo Hualing Investment Management Partnership (Limited Partnership) (寧波華淩投資管理合夥企業(有限合夥))) and a then existing Shareholder Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司).

Upon completion of the aforesaid equity transfers and subscriptions, the equity holding of our Company was as follows:

Equity holders	Registered capital	Approximate percentage of equity holding
		(%)
SigmaStar Technology Inc	RMB24,419,216	50.17
Kunqiao (Shenzhen) Semiconductor	RMB2,444,721	5.02
Frankstone Investments Holding Limited	RMB2,427,429	4.99
Elite Star	RMB2,103,730	4.33
Xiamen Yaochen	RMB1,411,200	2.90
Melstone Investment Holding Limited	RMB1,389,682	2.86
Nanjing Chuangyi Xin Pao No.1	RMB1,359,503	2.79
Treasure Star	RMB1,271,314	2.61
Supreme Star	RMB1,193,143	2.45
Xiamen Hanchen	RMB1,143,771	2.35
Auspicious Star	RMB1,098,514	2.26
Xiamen Xuding	RMB1,032,686	2.12
Shenzhen Xin Pao Win-Win	RMB965,963	1.98
Perfect Star	RMB855,771	1.76
Wuxi Royalsea Jinhe	RMB730,131	1.50
Ningbo Hualing Entrepreneurship	RMB730,131	1.50
Xiamen Lanhor Integrated Circuit	RMB715,528	1.47
Shenzhen Capital Group Co., Ltd.	RMB693,624	1.42
Shenzhen Nanshan Hotland	RMB693,624	1.42
Hefei Huaxin Growth Phase V	RMB486,754	1.00
Shanghai SummitView Phase II	RMB486,754	1.00
Shenzhen Nanshan Shanghua	RMB292,052	0.60
CICC Pucheng Investment Co., Ltd.	RMB194,701	0.40
Transsion Technology Limited	RMB146,026	0.30
Qingdao Accurate Core Energy	RMB97,351	0.20
Marco Fortune International Co., Limited	RMB73,013	0.15
Suzhou Glory Ventures	RMB73,013	0.15
OndineMDD Limited	RMB73,013	0.15
Jiangsu Jiequan Hua Capital	RMB73,013	0.15
Total	**RMB48,675,371**	**100.00**

(3) Equity Transfer and Capital Increase in 2021 and Conversion into Joint Stock Limited Company

On February 24, 2021, SigmaStar Technology Inc. transferred (a) 3.43% equity interest in our Company to Elite Star for the consideration of US$24,000,019.47, (b) 1.14% equity interest in our Company to Transsion Technology Limited for the consideration of US$8,000,006.49, (c) 3.07% equity interest in our Company to Minos International Limited for the consideration of US$21,500,012.05, (d) 2.14% equity interest in our Company to Kunchen (Shenzhen) Enterprise Management Consulting Partnership (Limited Partnership) ("**Kunchen (Shenzhen)**", 昆宸(深圳)企業管理諮詢合夥企業(有限合夥)) for the consideration of US$15,000,015.76, (e) 1.43% equity interest in our Company to Palace Investments Pte. Ltd. for the consideration of US$10,000,000.92, (f) 0.86% equity interest in our Company to AAMS-1 Limited for the consideration of US$6,000,012.06, (g) 0.50% equity interest in our Company to Xiamen Lanhor Phase II Integrated Circuit Industry Equity Investment Fund Partnership Enterprise (Limited Partnership) ("**Xiamen Lanhor Integrated Circuit Phase II**", 廈門聯和二期集成電路產業股權投資基金合夥企業(有限合夥)) for the consideration of US$3,500,004.64, (h) 0.36% equity interest in our Company to Xiamen Jinchuang Jiju

Entrepreneurship Investment Partnership Enterprise (Limited Partnership) ("**Xiamen Jinchuang Jiju**", 廈門市金創集炬創業投資合夥企業(有限合夥)) for the consideration of US$2,500,007.42, (i) 0.71% equity interest in our Company to Changzhou SummitView Taixin Industrial Investment Partnership (Limited Partnership) ("**Changzhou SummitView Taixin**", 常州武岳峰泰芯實業投資合夥企業(有限合夥), formerly known as Changzhou Taixin Industrial Investment Partnership (Limited Partnership) (常州泰芯實業投資合夥企業(有限合夥))) for the consideration of US$5,000,000.46, (j) 0.14% equity interest in our Company to Xiamen Torch Industry Equity Investment Management Co., Ltd. ("**Xiamen Torch**", 廈門火炬產業股權投資管理有限公司) for the consideration of US$999,997.22, (k) 0.36% equity interest in our Company to Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司) for the consideration of US$2,500,007.42, (l) 0.36% equity interest in our Company to Shenzhen Nanshan Hotland for the consideration of US$2,500,007.42, and (m) 2.00% equity interest in our Company to employee incentive platform Xiamen Xinchen for the consideration of US$14,000,004.17.

On May 20, 2021, all procedures required to convert our Company from a limited liability company to a joint stock limited company were completed. Upon completion of the conversion, our Company was renamed as Xiamen SigmaStar Technology Ltd. (廈門星宸科技股份有限公司) (and subsequently in June 2021 as SigmaStar Technology Ltd. (星宸科技股份有限公司)) and our registered capital was converted into RMB360,000,000, divided into 360,000,000 Shares at a nominal value of RMB1 each.

Upon completion of the aforesaid equity transfers and conversion, the shareholding of our Company was as follows:

Name of Shareholder	Number of Shares	Approximate percentage of shareholding *(%)*
SigmaStar Technology Inc	121,203,000	33.67
Elite Star	27,902,160	7.76
Kunqiao (Shenzhen) Semiconductor	18,081,000	5.02
Frankstone Investments Holding Limited	17,953,200	4.99
Minos International Limited	11,057,040	3.07
Xiamen Yaochen	10,437,120	2.90
Melstone Investment Holding Limited	10,278,000	2.86
Nanjing Chuangyi Xin Pao No.1	10,054,800	2.79
Treasure Star	9,402,480	2.61
Supreme Star	8,824,320	2.45
Xiamen Hanchen	8,459,280	2.35
Auspicious Star	8,124,480	2.26
Kunchen (Shenzhen)	7,714,440	2.14
Xiamen Xuding	7,637,760	2.12
Xiamen Xinchen	7,200,000	2.00
Other Shareholders*(note)*	75,670,920	21.02
Total	**360,000,000**	**100.00**

Note: Other Shareholders represent 23 Shareholders at the time of our conversion into a joint stock company, each of whom/which held less than 2.00% of our Shares and was an Independent Third Party.

On June 21, 2021, our Company increased the number of issued Shares from 360,000,000 Shares to 378,947,370 Shares with registered capital of our Company increased from RMB360,000,000 to RMB378,947,370, as additional 7,578,950 and 11,368,420 Shares were subscribed by employee incentive platforms Elite Star and Xiamen Xinchen, respectively.

(4) Listing on the ChiNext Market of the Shenzhen Stock Exchange and Subsequent Capital Increase

On March 28, 2024, our A Shares were listed on the ChiNext Market of the Shenzhen Stock Exchange with the stock code of 301536, pursuant to which an aggregate of 42,112,630 A Shares were issued, accounting for approximately 10.00% of our Company's then share capital immediately following the listing.

The shareholding of our Company immediately after the A Shares offering was as follows:

Name of Shareholder	Number of Shares	Approximate percentage of shareholding (%)
SigmaStar Technology Inc	121,203,000	28.79
Elite Star	35,481,110	8.43
Xiamen Xinchen	18,568,420	4.41
Kunqiao (Shenzhen) Semiconductor	18,081,000	4.29
Frankstone Investments Holding Limited	17,953,200	4.26
Minos International Limited	11,057,040	2.63
Xiamen Yaochen	10,437,120	2.48
Melstone Investment Holding Limited	10,278,000	2.44
Nanjing Chuangyi Xin Pao No.1	10,054,800	2.39
Treasure Star	9,402,480	2.23
Supreme Star	8,824,320	2.10
Xiamen Hanchen	8,459,280	2.01
Auspicious Star	8,124,480	1.93
Kunchen (Shenzhen)	7,714,440	1.83
Xiamen Xuding	7,637,760	1.81
Shenzhen Xin Pao Win-Win	7,144,200	1.70
Shenzhen Capital Group Co., Ltd.	6,415,560	1.52
Shenzhen Nanshan Hotland	6,415,560	1.52
Perfect Star	6,329,160	1.50
Wuxi Royalsea Jinhe	5,400,000	1.28
Ningbo Hualing Entrepreneurship	5,400,000	1.28
Xiamen Lanhor Integrated Circuit	5,292,000	1.26
Transsion Technology Limited	5,194,440	1.23
Palace Investments Pte. Ltd.	5,142,960	1.22
Hefei Huaxin Growth Phase V	3,600,000	0.85
Shanghai SummitView Phase II	3,600,000	0.85
AAMS-1 Limited	3,085,560	0.73
Changzhou SummitView Taixin	2,571,480	0.61
Shenzhen Nanshan Shanghua	2,160,000	0.51
Xiamen Lanhor Integrated Circuit Phase II	1,800,000	0.43
CICC Pucheng Investment Co., Ltd.	1,440,000	0.34
Xiamen Jinchuang Jiju	1,285,560	0.31
Qingdao Accurate Core Energy	720,000	0.17
Marco Fortune International Co., Limited	540,000	0.13
Suzhou Glory Ventures	540,000	0.13

Name of Shareholder	Number of Shares	Approximate percentage of shareholding (%)
OndineMDD Limited	540,000	0.13
Jiangsu Jiequan Hua Capital	540,000	0.13
Xiamen Torch	514,440	0.12
Other A Share Shareholders(note)	42,112,630	10.00
Total	**421,060,000**	**100.00**

Note: Other A Share Shareholders represent the placees of the A Shares offering.

On August 11, 2025, our Company increased the number of issued Shares from 421,060,000 Shares to 421,715,232 Shares, through the vesting and issuance of 655,232 A Shares to 212 participants ("**Participants**") at the grant price per restricted Share of RMB18.18 in accordance with the terms of the 2024 Restricted Share Incentive Scheme. Save for the following individuals, the remaining Participants are all Independent Third Parties:

	Name of Participant	Connected relationship	Number of A Shares vested under the 2024 Restricted Share Incentive Scheme
1.	Mr. Chen Lijing	Director	12,400
2.	Mr. Shiau Pei-jiun	Director	9,600
3.	Ms. Zhou Ai	Director	4,720
4.	Mr. Li Lin	Associate of a Director	5,520
5.	Mr. Wu Yanxiong	Supervisor of Xiamen SIStar	4,720

For details regarding changes in share capital of our Company within the two years immediately preceding the date of this document, see "Statutory and General Information — 1. Further Information about our Group — B. Changes in Share Capital of our Company" in Appendix VI to this document.

SigmaStar Technology Inc. has remained to be the single largest shareholder of our Company as of the Latest Practicable Date, and will continue to be the single largest shareholder of our Company immediately upon completion of the [**REDACTED**] holding an approximately [24.52]% equity interest (excluding treasury shares, and assuming the Over-allotment Option is not exercised, no additional Shares are issued pursuant to the Restricted Share Incentive Schemes and no other changes to our issued and outstanding Shares between the Latest Practicable Date and the Listing). Other than such shareholding by SigmaStar Technology Inc. in our Company, and save for our transactions with MediaTek and its subsidiaries as set out in the section headed "Connected Transactions" of this document, our Company is not aware of any other relationship between our Group and SigmaStar Technology Inc. and its close associates existing immediately upon completion of the [**REDACTED**]. Our Directors are satisfied that we are capable of carrying on our business independently from SigmaStar Technology Inc. and its close associates after the Listing.

ACQUISITIONS, DISPOSALS AND MERGERS

Save as disclosed below, we had not carried out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

Investment in Hangzhou Archeflowx Micro Technology Co., Ltd. (杭州元川微科技有限公司)

After the end of the Track Record Period, on February 12, 2026, our Company entered into the Hangzhou Archeflowx Agreement with, among others, Hangzhou Archeflowx, as well as Hangzhou Archeflowx's subsidiary Archeflowx (Shanghai) Technology Co., Ltd. (元川微(上海)科技有限公司), Hangzhou Archeflowx's founders Yang Bin (楊濱) and Sun Tong and their shareholding platform Shanghai Yanlu Enterprise Management Partnership (Limited Partnership) (上海衍律企業管理合夥企業(有限合夥)), and Hangzhou Archeflowx's employee shareholding platforms Shanghai Yuanjin Tongle Enterprise Management Partnership (Limited Partnership) (上海元進同樂企業管理合夥企業(有限合夥)), and Shanghai Yuansheng Chuanyuan Enterprise Management Partnership (Limited Partnership) (上海元盛川源企業管理合夥企業(有限合夥)), as guarantors, as well as Shenzhen Yaoteng Investment Co., Ltd. (深圳市曜騰投資有限公司), Shanghai Fengrui Ruijia Investment Center (Limited Partnership) (上海峰瑞睿佳投資中心(有限合夥)), Wenzhou Yuanqing Chulai Venture Capital Partnership (Limited Partnership) (溫州源清初來創業投資合夥企業(有限合夥)), Hangzhou Runmiao Fund Phase I Venture Capital Partnership (Limited Partnership) (杭州潤苗基金一期創業投資合夥企業(有限合夥)) and Hangzhou Gaotou Disruptive Technology Achievement Transformation Phase I Venture Capital Partnership (Limited Partnership) (杭州高投顛覆性技術成果轉化一期創業投資合夥企業(有限合夥)) as co-investors, pursuant to which we agreed with Hangzhou Archeflowx to subscribe for an additional approximately 4.05% equity interests in Hangzhou Archeflowx by way of capital injection at a consideration of RMB30 million (the "**Hangzhou Archeflowx Investment Consideration**"). The Hangzhou Archeflowx Investment Consideration was determined based on arm's length negotiation taking into account a number of factors including the valuation of Hangzhou Archeflowx in its previous round of fundraising and the valuation of Hangzhou Archeflowx by other co-investors in the same round of fundraising, and was settled in cash using our internal resources (which do not comprise proceeds raised from the [**REDACTED**]).

The completion of Hangzhou Archeflowx Investment took place on February 28, 2026, with the Hangzhou Archeflowx Investment Consideration fully settled, upon which the Company holds an aggregate of approximately 6.61% equity interest in Hangzhou Archeflowx. Upon completion of the Hangzhou Archeflowx Investment, given the minority equity investment nature of the Hangzhou Archeflowx Investment, the equity interest of Hangzhou Archeflowx subscribed for by our Company pursuant to the Hangzhou Archeflowx Investment is only accounted for as financial assets, and the financials of Hangzhou Archeflowx is not consolidated into the financials of our Group.

Hangzhou Archeflowx is a chip design company focusing on AI inference computing power, leveraging LPU+ hard data and a full-resource translator to provide affordable computing power solutions for edge and terminal-side intelligent applications. We believe that Hangzhou Archeflowx aligns with our Company's development strategy and investment direction, as the deepened strategic partnership between our Company and Hangzhou Archeflowx through the Hangzhou Archeflowx Investment would further promote the complementary advantages in technology, product ecosystem and market channels across all dimensions and support the joint building of comprehensive AI solution capabilities for the edge and terminal side, which would be beneficial for enhancing the market competitiveness of our Company's products and services and achieving sustainable high-quality development.

To the best of their knowledge, our Directors believe that the terms of the Hangzhou Archeflowx Investment were fair and reasonable and in the interest of the Shareholders as a whole. To the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, our counterparties to the Hangzhou Archeflowx Agreement and their respective ultimate beneficial owners are Independent Third Parties.

According to the financial statements of Hangzhou Archeflowx audited by its statutory auditors in accordance with PRC GAAP: (i) its total assets as of December 31, 2025 was approximately RMB58.65 million, (ii) it has generated no revenue for the year ended December 31, 2025, and (iii) its net loss was approximately RMB4.14 million for the year ended December 31, 2025.

We have applied to the Stock Exchange for[, and the Stock Exchange has granted us,] a waiver from strict compliance with Rules 4.04(2) and 4.04(4) of the Listing Rules in relation to the Hangzhou Archeflowx Investment, as set out in the section headed "Waivers and Exemption — Waiver in respect of Post-Track Record Period Acquisition".

OUR LISTING ON THE SHENZHEN STOCK EXCHANGE AND REASONS FOR THE [REDACTED] ON THE HONG KONG STOCK EXCHANGE

Since March 2024, our Company has been listed on the ChiNext Market of the Shenzhen Stock Exchange. Our Directors confirmed that, during the Track Record Period and up to the Latest Practicable Date, we had no instances of non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC in any respect, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the investors' attention in relation to our compliance record on the Shenzhen Stock Exchange.

Based on the public searches on the websites of the Shenzhen Stock Exchange and the CSRC, there are no records of non-compliance of our Group with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC. Therefore, nothing has come to the PRC Legal Advisor's attention that, during the Track Record Period and up to the Latest Practicable Date, the Group had any instance of non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC in any respect. Based on the independent due diligence conducted by the Joint Sponsors, nothing has come to the Joint Sponsors' attention that would cause them to disagree with our Directors' confirmation with regard to the compliance records of our Company on the Shenzhen Stock Exchange.

Our Company seeks to be [**REDACTED**] on the Hong Kong Stock Exchange in order to provide further capital for the development and expansion of our business, establish an international fundraising platform for our Company, further strengthen our brand recognition and overall competitiveness, consolidate our industry position, and better attract international [**REDACTED**] and talents. Please refer to the sections headed "Business — Our Strategies" and "Future Plans and Use of [**REDACTED**]" in this document for more details.

EMPLOYEE INCENTIVE PLATFORMS

In recognition of the contributions of our employees and to incentivize them to further promote our development, Elite Star, Xiamen Yaochen, Treasure Star, Supreme Star, Xiamen Hanchen, Auspicious Star, Perfect Star, Xiamen Xuding and Xiamen Xinchen were established as our employees incentive platforms.

Elite Star and Xiamen Xinchen are incentive platforms for our senior management members. Elite Star is directly wholly-owned by Mr. Lin Yongyu. 87.85% of the limited partnership interest in Xiamen Xinchen is held by Xiamen Jianchen Investment Partnership (Limited Partnership) ("**Xiamen Jianchen**", 廈門建宸投資合夥企業(有限合夥), whose limited partnership interest is in turn held as to 99.90% by Elite Star and 0.10% by Xiamen Haochen), with the remaining limited partnership interest in Xiamen Xinchen held as to 4.82% by Mr. Lin Bo, 2.41% by Mr. Chen Lijing, 2.41% by a wholly-owned entity of Mr. Shiau Pei-jiun, and 2.41% by Mr. Sun Mingyong. Xiamen Haochen (also the general and execution partner of Xiamen Xinchen) holds the remaining 0.10% share of properties of limited partnership in Xiamen Xinchen. Perfect Star is ultimately wholly-owned by an ex-employee of our Group and his spouse, who are Independent Third Parties.

Xiamen Yaochen, Xiamen Hanchen, Xiamen Xuding, Treasure Star, Supreme Star and Auspicious Star are incentive platforms for both the management and other employees (the "**Management and Other Employees Incentive Platforms**"). The general and executive partner of each of Xiamen Yaochen, Xiamen Hanchen and Xiamen Xuding is Xiamen Haochen, while Mr. Lin Yongyu is the sole director of Supreme Star and Mr. Shiau Pei-jiun is the sole director of each of Treasure Star and Auspicious Star. The limited partnership or equity interests in each of the Management and Other Employees Incentive Platforms are directly or indirectly held by intermediary platform(s), whose limited partnership or equity interests are in turn held by the relevant employees. As of the Latest Practicable Date: (a) the limited partnership interest of Xiamen Yaochen is held as to 76.46% by Xiamen Jingchen Investment Partnership (Limited Partnership) ("**Xiamen Jingchen**", 廈門精宸投資合夥企業(有限合夥)), with no employee individually holding 30% or more of the limited partnership interest in Xiamen Jingchen; (b) the limited partnership interest of Xiamen Hanchen is held as to 70.34% by Xiamen Huichen Investment Partnership (Limited Partnership) ("**Xiamen Huichen**", 廈門薈宸投資合夥企業(有限合夥)), with no employee individually holding 30% or more of the limited partnership interest in Xiamen Huichen; (c) each of the intermediary platforms holds less than 30% of the limited partnership interest in Xiamen Xuding; and (d) Treasure Star, Supreme Star and Auspicious Star are wholly-owned by Treasure Star Investment Limited, Supreme Galaxy Investment Limited and Auspicious Star Investment Limited, respectively, with no employee individually holding 30% or more of the equity interest in each of Treasure Star Investment Limited, Supreme Galaxy Investment Limited and Auspicious Star Investment Limited.

In order to facilitate administrative management, the scheme documents with respect to Xiamen Xinchen, Xiamen Yaochen, Xiamen Hanchen and Xiamen Xuding stipulate that the employees holding direct or indirect limited partnership interest therein shall entrust Xiamen Haochen (as the general and execution partner) to conduct all partnership affairs, with Mr. Chen Lijing and Mr. Lin Bo (being two of the longest-serving employees of our Group) being designated to each hold 50% of the equity interest in Xiamen Haochen.

As of the Latest Practicable Date, all of the awards under the Employee Incentive Platforms have been granted and vested.

As of the Latest Practicable Date, there are 69, 61, 243, 23, 71 and 84 individual limited partners or shareholders (as applicable) of the intermediary platform(s) corresponding to each of Xiamen Yaochen, Xiamen Hanchen, Xiamen Xuding, Treasure Star, Supreme Star and Auspicious Star, respectively. Save for the following individuals, there are no connected persons who are limited partners or shareholders (as applicable) of the intermediary platform(s) corresponding to the Management and Other Employees Incentive Platforms:

Name and connected relationship	Management and Other Employees Incentive Platform	Approximate shareholding or limited partnership interest in the intermediary platform(s) corresponding to such Management and Other Employees Incentive Platform
Mr. Chen Lijing (Director).	Xiamen Yaochen	11.87% in Xiamen Jingchen
		1.68% in Xiamen Quanchen Investment Partnership (Limited Partnership) ("**Xiamen Quanchen**", 廈門詮宸投資合夥企業(有限合夥), which in turn holds 23.44% of the limited partnership interest in Xiamen Yaochen)
		50.00% in Xiamen Haochen (which in turn holds a 0.10% share of properties of limited partnership in each of (a) Xiamen Yaochen, (b) Xiamen Jingchen and (c) Xiamen Quanchen)
	Xiamen Hanchen	50.00% in Xiamen Haochen (which in turn holds a 0.10% share of properties of limited partnership in each of (a) Xiamen Hanchen, (b) Xiamen Huichen and (c) Xiamen Xichen Investment Partnership (Limited Partnership) ("**Xiamen Xichen**", 廈門熙宸投資合夥企業(有限合夥), which in turn holds 29.56% of the limited partnership interest in Xiamen Hanchen))
	Xiamen Xuding	7.29% in Xiamen Guichen Investment Partnership (Limited Partnership) ("**Xiamen Guichen**", 廈門矽宸投資合夥企業(有限合夥), which in turn holds 26.90% of the limited partnership interest in Xiamen Xuding)
		50.00% in Xiamen Haochen (which in turn holds a 0.10% share of properties of limited partnership in each of (a) Xiamen Xuding, (b) Xiamen Huchen Investment Partnership (Limited Partnership) ("**Xiamen Huchen**", 廈門滬宸投資合夥企業(有限合夥), which in turn holds 29.11% of the limited partnership interest in Xiamen Xuding), (c) Xiamen Jingchen Investment Partnership (Limited Partnership) (廈門敬宸投資合夥企業(有限合夥), which in turn holds 4.14% of the limited partnership interest in Xiamen Huchen), (d) Xiamen Guichen, (e) Xiamen Shanchen Investment Partnership (Limited Partnership) (廈門善宸投資合夥企業(有限合夥), which in turn holds 0.93% of the limited partnership interest in Xiamen Guichen), (f) Xiamen Zhechen Investment Partnership (Limited Partnership) ("**Xiamen Zhechen**", 廈門喆宸投資合夥企業(有限合夥), which in turn holds 17.86% of the limited partnership interest in Xiamen Xuding), (g) Xiamen Yichen Investment Partnership (Limited Partnership) (廈門頤宸投資合夥企業(有限合夥), which in turn holds 14.30% of the limited partnership interest in Xiamen Xuding) and (h) Xiamen Dingchen Investment Partnership (Limited Partnership) ("**Xiamen Dingchen**", 廈門定宸投資合夥企業(有限合夥), which in turn holds 11.73% of the limited partnership interest in Xiamen Xuding))

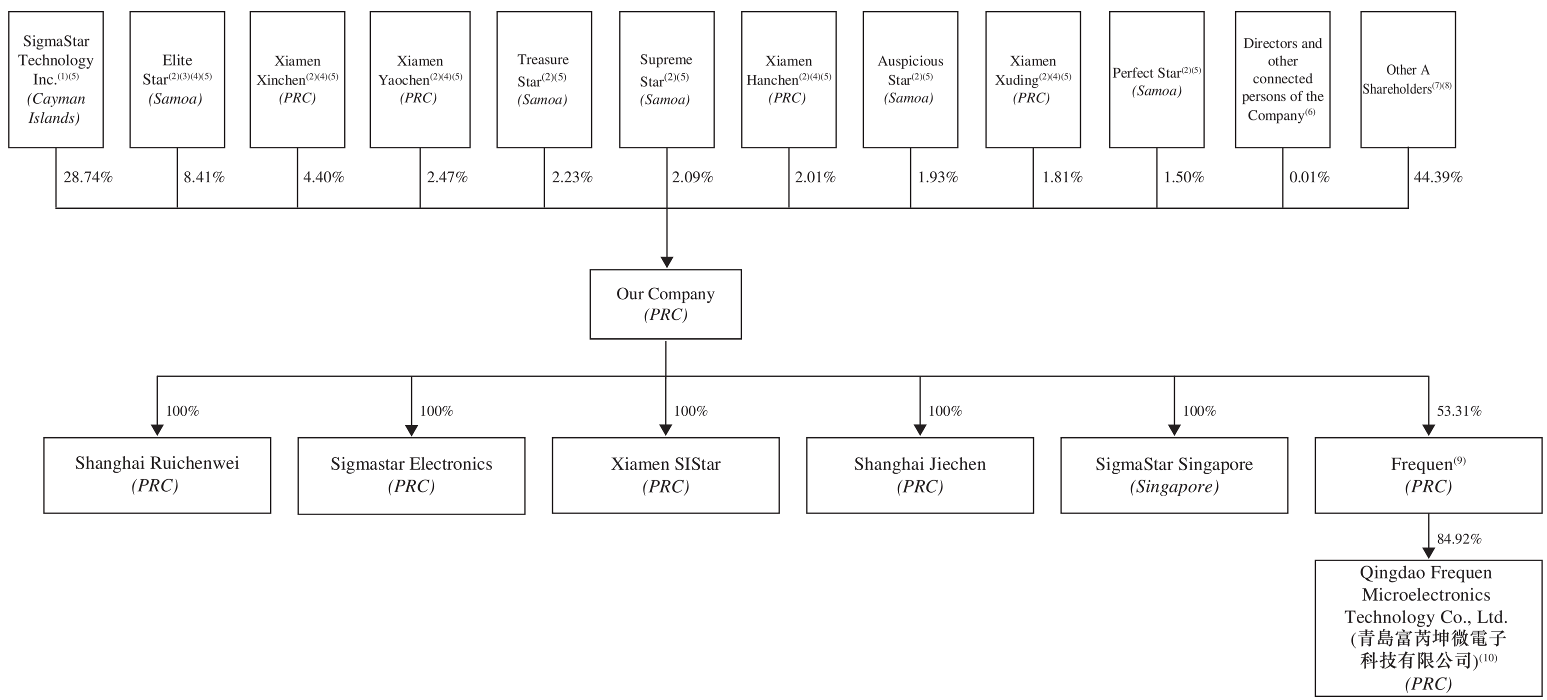
Name and connected relationship	Management and Other Employees Incentive Platform	Approximate shareholding or limited partnership interest in the intermediary platform(s) corresponding to such Management and Other Employees Incentive Platform
Mr. Shiau Pei-jiun (Director)	Treasure Star	11.62% in Treasure Star Investment Limited, the sole shareholder of Treasure Star
Ms. Zhou Ai (Director)	Xiamen Xuding	5.58% in Xiamen Zhechen
Mr. Li Lin (Associate of a Director)	Xiamen Yaochen	3.09% in Xiamen Jingchen
	Xiamen Hanchen	4.57% in Xiamen Xichen
	Xiamen Xuding	2.41% in Xiamen Guichen
Mr. Wu Yanxiong (Supervisor of Xiamen SIStar)	Xiamen Hanchen	3.52% in Xiamen Huichen
Mr. Lin Changrun (Associate of a Director)	Xiamen Xuding	0.56% in Xiamen Dingchen

[**REDACTED**]

OUR SHAREHOLDING AND CORPORATE STRUCTURE

Shareholding and Corporate Structure Immediately before the [REDACTED]

The following chart illustrates our simplified shareholding and corporate structure immediately prior to the [**REDACTED**] (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and [**REDACTED**]):



Notes:

(1) SigmaStar Technology Inc. is indirectly wholly-owned by MediaTek.

(2) Each of Elite Star, Perfect Star, Xiamen Xinchen, Xiamen Yaochen, Xiamen Hanchen, Xiamen Xuding, Treasure Star, Supreme Star and Auspicious Star was established as our Employee Incentive Platforms. For further details, please refer to "— Employee Incentive Platforms" above.

(3) Elite Star is directly wholly-owned by Mr. Lin Yongyu. Therefore, by virtue of the SFO, Mr. Lin Yongyu is deemed to be interested in the Shares held by Elite Star.

(4) 87.85% of the limited partnership interest in Xiamen Xinchen is held by Xiamen Jianchen, whose limited partnership interest is in turn held as to 99.90% by Elite Star. The general and executive partner of each of Xiamen Xinchen, Xiamen Yaochen, Xiamen Hanchen and Xiamen Xuding is Xiamen Haochen, the equity interests in which are held as to 50% each by Mr. Chen Lijing and Mr. Lin Bo. Therefore, (a) Xiamen Xinchen, Xiamen Yaochen, Xiamen Hanchen and Xiamen Xuding are parties acting in concert, and are deemed to be interested in the Shares each other is interested in; and (b) by virtue of the SFO, Xiamen Jianchen, Elite Star, Mr. Lin Yongyu, Xiamen Haochen, Mr. Chen Lijing and Mr. Lin Bo are deemed to be interested in the Shares held by each of Xiamen Xinchen, Xiamen Yaochen, Xiamen Hanchen and Xiamen Xuding.

(5) The A Shares held by SigmaStar Technology Inc. and each of the Employee Incentive Platforms are subject to lock-up until March 28, 2027.

(6) As of the Latest Practicable Date, (a) Mr. Chen Lijing directly held 12,400 A Shares, (b) Mr. Shiau Pei-jiun directly held 9,600 A Shares, (c) Ms. Zhou Ai directly held 4,720 A Shares, (d) Mr. Yi Ruofeng directly held 6,000 A Shares, and (e) Mr. Li Lin directly held 5,520 A Shares. The Shares held by Mr. Chen Lijing, Mr. Shiau Pei-jiun, Ms. Zhou Ai, and Mr. Yi Ruofeng are subject to the lock-up requirements applicable to our Directors and senior management members under PRC laws.

(7) Among the other A Shareholders, Mr. Lin Bo (our deputy general manager and head of R&D Centre), Mr. Sun Mingyong (our deputy general manager and head of software development) and Mr. He Xiaoming (our head of marketing) directly held 14,000 Shares, 14,000 Shares and 12,400 Shares, respectively, which are subject to the lock-up requirements applicable to our senior management members under PRC laws.

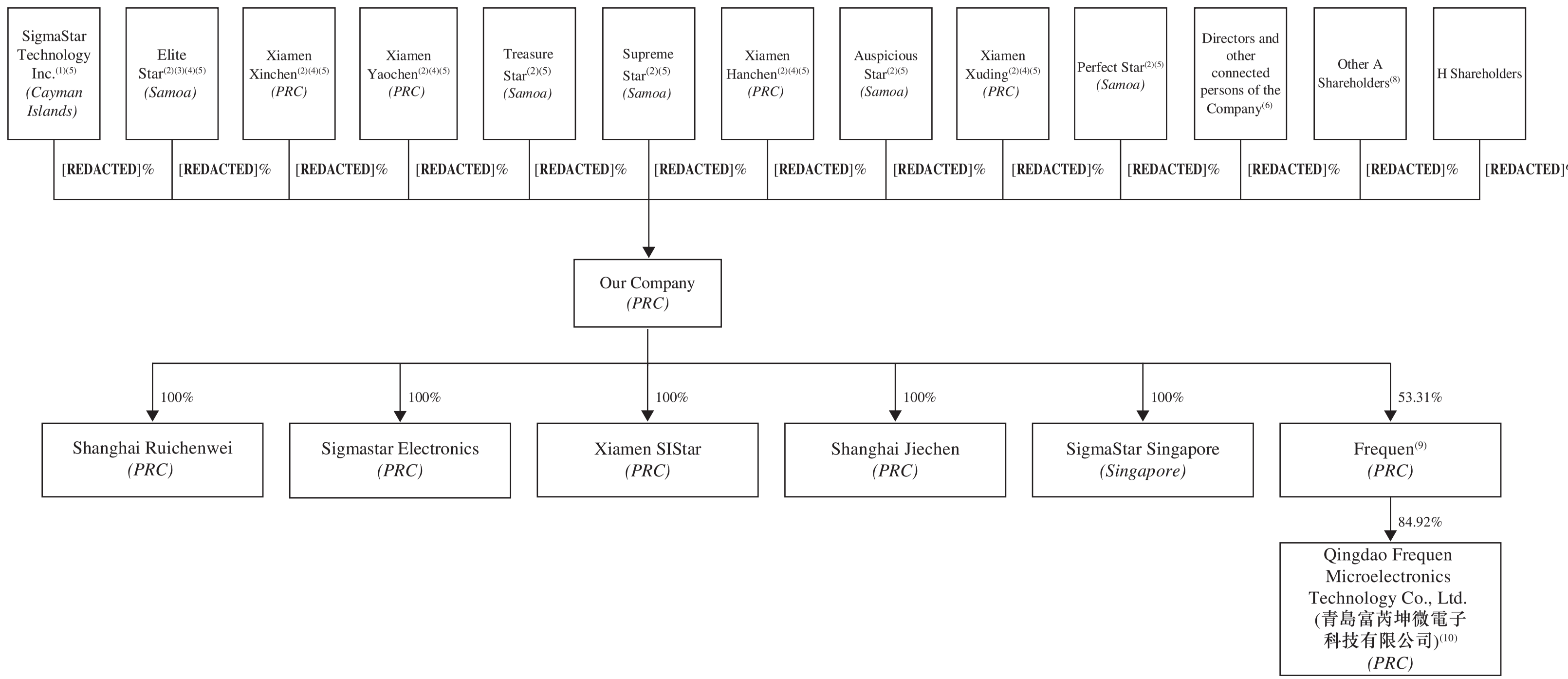
(8) To the best knowledge of our Directors, as of the Latest Practicable Date, all the other holders of A Shares are Independent Third Parties.

(9) As of the Latest Practicable Date, the remaining equity interest is held as to approximately 19.49% by Mr. Li Chuanli (黎傳禮先生), 17.86% by Jiaxing Fuliu Enterprise Management Partnership (Limited Partnership) (嘉興複流企業管理合夥企業(有限合夥)), 3.05% by Mr. Zuo Dedong (迮德東先生), 2.60% by Jiaxing Junde Original Equity Investment Partnership Enterprise (Limited Partnership) (嘉興駿德股權投資合夥企業(有限合夥)), 2.00% by Shanghai Shanda Investment Management Co., Ltd. (上海善達投資管理有限公司) and 1.69% by Shanghai Furuikunyuan Enterprise Management Partnership (Limited Partnership) (上海富芮坤元企業管理合夥企業(有限合夥)), each an Independent Third Party.

(10) As of the Latest Practicable Date, the remaining equity interest is held as to approximately 15.08% by Qingdao Microelectronics Innovation Center Co., Ltd. (青島微電子創新中心股份有限公司), an Independent Third Party.

Shareholding and Corporate Structure upon Completion of the [REDACTED]

The following chart illustrates our simplified shareholding and corporate structure immediately following the completion of the [**REDACTED**], assuming the [**REDACTED**] is not exercised, no additional Shares are issued pursuant to the Restricted Share Incentive Schemes and no other changes to our issued and outstanding Shares between the Latest Practicable Date and the [**REDACTED**]:



Notes (1) to (10): see " — Our Shareholding and Corporate Structure — Shareholding and Corporate Structure Immediately before the [**REDACTED**]".