OVERVIEW

The history of our business could be dated back to 1995, when AMTEK, the predecessor of Amlogic Inc. ("**Amlogic CA**"), was incorporated in the state of California before being renamed as Amlogic CA in August 2000, with Mr. John Zhong serving as chairman of the board. Our Company was founded by Mr. John Zhong under the laws of the PRC on July 11, 2003 to further our business in the PRC. In April 2006, Amlogic Inc. ("**Amlogic DE**") was established in Delaware. In November 2011, Amlogic DE merged with Amlogic CA, and subsequently, in January 2014, Amlogic DE was acquired by Amlogic Holdings Ltd. Following the restructuring of our Group over the past decades, the offshore controlling shareholders of our Company have successively been Amlogic CA, Amlogic DE, and Amlogic Holdings Ltd.

Over the years, we have evolved as a leading system-level semiconductor design company. We offer advanced smart terminal control and connectivity solutions for a wide range of application scenarios, including smart home, smart office, smart mobility, entertainment and education, and industrial production. Our product portfolio primarily consists of smart multimedia and display SoCs, AIoT SoCs, communication and connectivity ICs, and smart automotive SoCs. We are committed to empowering smart devices worldwide to progress from basic connectivity to intelligent and seamless interconnection.

Our company was established under the laws of the PRC on July 11, 2003. In August 2019, our A Shares were listed on the STAR Market of the Shanghai Stock Exchange (stock code: 688099). As of the Latest Practicable Date, our total issued share capital was RMB421,165,613, comprising 421,165,613 A Shares.

KEY CORPORATE AND BUSINESS DEVELOPMENT MILESTONES

The following table sets forth our various key corporate and business development milestones.

Year	Event
1995 . . .	• Incorporation of the predecessor of Amlogic CA.
2000 . . .	• Mr. John Zhong was appointed as chairman of the board of Amlogic CA and led the reorganization of its core management team.
2003 . . .	• Establishment of our Company.
2004 . . .	• We developed the world's first SoC with RMVB technology integrated in video decoder.
2005 . . .	• We were the first in the world to launch solutions for digital TV multimedia application processors.

Year	Event
2006 . . .	• We collaborated with leading semiconductor foundries to mass-produce on 130nm process chip.
2007 . . .	• We introduced single chip solution to digital photo frame product and successfully won leadership in the market.
2008 . . .	• We collaborated with leading semiconductor foundries to mass-produce on 90nm process chip.
2009 . . .	• We collaborated with a global leading semiconductor designer and service provider in the consumer electronics product line, successfully navigating the direction of technological change.
2010 . . .	• We developed world's first 1080P full HD decoder employing Android operating system based on Cortex-A9 CPU and Mali-400 GPU.
2011 . . .	• We were the first in the world to release SoCs for smart TVs, tablet PCs and IP set-top boxes based on Android 4.0.
2012 . . .	• We were among the first batch of strategic partners for TV products of a global leading technology company and released a dual-core Cortex-A9 system-on-chip, which was then successfully applied in consumer electronics such as tablets, set-top boxes and digital TVs.
2013 . . .	• We successfully achieved mass production of a 28 nm quad-core A9 CPU SoC and led the industry in shipments of smart set-top box SoC.
2014 . . .	• We released our flagship quad-core application processor, featuring a 4K2K H.265 decoder and ultra-low power consumption.
2015 . . .	• We released a 64-bit multi-core 4K2K over-the-top and set-top box system-on-chip.
2016 . . .	• We released a Google Cast Ready WiFi audio system-on-chip, as well as a 64-bit multi-core 4K2K VP9 SoC.
2017 . . .	• We introduced voice control technology for our speakers and soundbars, and launched a global television system-on-chip.
2018 . . .	• We released 12nm UHD TV/STB SoC and Smart Vision SoC.
2019 . . .	• We developed Smart TV SoC and 4K Smart Vision SoC.

Year	Event
2020 . . .	• We developed AV1 STB, TV chips and Wi-Fi 5 wireless connectivity chips.
2021 . . .	• We released MEMC/AI-SR global DTV SoC and put front-loading IVI in-car entertainment SoC into mass production.
2022 . . .	• We launched our Wi-Fi 6 and Bluetooth 5 chip, along with 8K STB SoC.
2023 . . .	• We launched our first smart TV processor chip supporting 4K144Hz ultra-high-definition full-format.
2024 . . .	• We launched 6nm UHD STB SoC Tri-radio conn chip for Matter.
2025 . . .	• We launched 4G LTE Cat1 Chip.
	• We launched a flagship SoC for high-end smart TVs supporting 4K 165Hz high refresh rate, strong AI computing power and full-format 8K decoding.
2026 . . .	• We launched a gaming-grade monitor SoC for gaming, office, professional design monitors and commercial display devices.

PRINCIPAL SUBSIDIARIES AND OPERATING ENTITIES

Set forth below is a table summarizing the key information of our principal subsidiaries that made a material contribution to our results of operations during the Track Record Period.

Name of subsidiary	Registered Capital	Equity interest attributable to our Group	Place of incorporation/ establishment	Date of incorporation/ establishment	Principal business activities
Amlogic Shenzhen . .	RMB61,132,000	100%	China	June 25, 2014	Research and development and sales of IC chip products
Amlogic HK.	US$9,000,000	100%	Hong Kong	September 23, 2015	Sales and distribution of ICs

As of the Latest Practicable Date, we had 16 subsidiaries. For further details of these subsidiaries, see "— Corporate Structure" in this section. For changes in the registered capital of our subsidiaries, see "Appendix VII — Statutory and General Information — (A) Further Information about Our Group — 3 Changes in Share Capital of our Subsidiaries" in this document.

MAJOR CHANGES OF OUR COMPANY

Establishment of our Company and Conversion into a Joint Stock Company

Our Company, then known as Amlogic (Shanghai) Limited Company (晶晨半導體(上海)有限公司), was established in July 2003 with an initial share capital of US$1,000,000. In March 2017, our Company was converted into a joint stock company. Upon completion of the conversion, our Company had a total share capital of RMB370,000,000 divided into 370,000,000 Shares and our Company was controlled by Amlogic (Hong Kong) Limited, a member of our Single Largest Shareholder Group, as to 52.43%, with TCL King Electrical Appliances (Huizhou) Co., Ltd. ("**TCL**"), an Independent Third Party, holding 11.29% of the then equity interest of our Company and the rest of other Shareholders each holding less than 10% of equity interest of our Company.

Listing on Star Market of the Shanghai Stock Exchange

In August 2019, our Company was listed on Star Market of the Shanghai Stock Exchange under the stock code 688099. In connection with the listing, we completed an initial public offering of our A Shares (the "**A Share Offering**"), pursuant to which our total share capital increased from RMB370,000,000 to RMB411,120,000. Immediately after the A Share Offering, our Company was controlled by Amlogic (Hong Kong) Limited as to 35.56%, with TCL holding 10.16% of the then equity interest of our Company and the rest of other Shareholders each holding less than 10% of the then equity interest of our Company.

As of the Latest Practicable Date, our Company had a total share capital of RMB421,165,613 divided into 421,165,613 A Shares (including 1,334,489 A Shares held as treasury Shares repurchased by our Company), and was held by Amlogic (Hong Kong) Limited as to 18.86%, with the rest of other Shareholders each holding less than 5% of the equity interest of our Company. The changes in our total share capital and our Shareholders' holding percentage were primarily due to additional Shares issued by us under the Restricted Share Schemes and disposal of certain Shares by Amlogic (Hong Kong) Limited.

MAJOR ACQUISITIONS AND DISPOSALS

During the Track Record Period, we had not conducted any acquisitions, disposals or mergers that we consider material to us.

OUR LISTING ON THE SHANGHAI STOCK EXCHANGE AND REASON FOR THE LISTING ON THE STOCK EXCHANGE

Our Company has been listed on the Star Market of the Shanghai Stock Exchange since August 2019. We seek to be listed on the Hong Kong Stock Exchange in order to further improve the capital strength and comprehensive competitiveness of the Company, and advance the Company's internationalization strategy. See "Business — Strategies" and "Future Plans and Use of Proceeds" for more details.

Our Directors confirmed that, since our listing on the Star Market of the Shanghai Stock Exchange and as of the Latest Practicable Date, we had no instances of material non-compliance with the rules of the Shanghai Stock Exchange and other applicable securities laws and regulations of the PRC, 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 Shanghai Stock Exchange. Our PRC Legal Advisors are of the view that we have not been subject to any material administrative penalties or regulatory measures imposed by PRC securities regulatory authorities and we have complied with the relevant rules of the Shanghai Stock Exchange and other applicable securities laws and regulations of the PRC applicable to us in all material respects. 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 the Company on the Shanghai Stock Exchange.

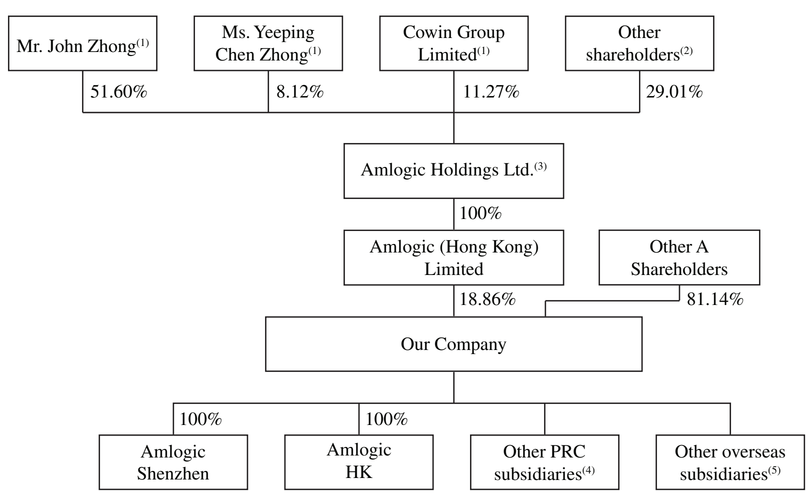
[**REDACTED**]

[**REDACTED**]

CORPORATE STRUCTURE

Corporate structure immediately before the [REDACTED]

The following simplified diagram illustrates the corporate and shareholding structure of our Group immediately prior to the completion of the [**REDACTED**], assuming that no changes are made to the total issued share capital of our Company since the Latest Practicable Date and up to the Listing:



Notes:

(1) Cowin Group Limited is wholly owned by Mr. Chen Haitao (陳海濤) (the father of Ms. Yeeping Chen Zhong). Mr. John Zhong, Ms. Yeeping Chen Zhong (the spouse of Mr. John Zhong) and Mr. Chen Haitao are parties deemed to be acting-in-concert under the laws and regulations of the PRC, and therefore are deemed to be interested in the Shares held by each other. See "Substantial Shareholders" for further details.

(2) Other shareholders of Amlogic Holdings Ltd. include (i) Michael Yip, our former vice general manager who resigned in May 2025 and an Independent Third Party, who holds 6.33% of the share capital of Amlogic Holdings Ltd.; (ii) Proland Group Ltd., who holds 6.31% of the share capital of Amlogic Holdings Ltd., and is ultimately held as to 100% by Cheung Kin who is an Independent Third Party. To the best knowledge of the Company, Proland Group Ltd. is primarily engaged in computer programming service; (iii) Century First Ltd, who holds 2.03% of the share capital of Amlogic Holdings Ltd., and is ultimately held as to 100% by Vincent Tai, an Independent Third Party. To the best knowledge of the Company, Century First Ltd is primarily engaged in clay product and refractory manufacturing; (iv) Raymond Wing-Man Wong, a supervisor of Amlogic

Shenzhen, who holds 1.49% of the share capital of Amlogic Holdings Ltd.; and (v) other shareholders of Amlogic Holdings Ltd. holding less than 2% each, all of which are Independent Third Parties. To the best knowledge of the Company, none of such shareholders holds more than 10% of the shareholding of Amlogic Holdings and is not in any way acting in concert with Mr. John Zhong, Ms. Yeeping Chen Zhong and/or Mr. Chen Haitao.

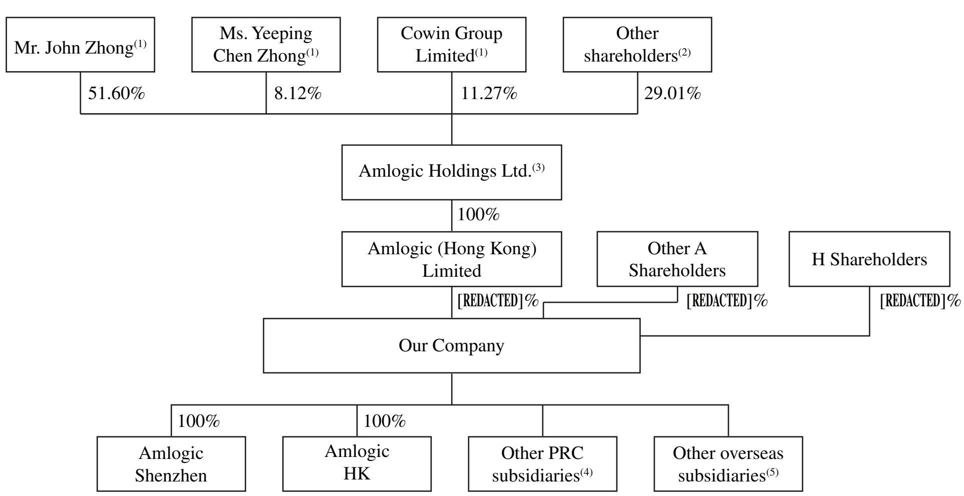
(3) The total issued shares of Amlogic Holdings Ltd. is 12,074,236, with 299,417 shares being held by Amlogic Holdings Ltd. as treasury shares.

(4) Other PRC subsidiaries of our Company include: (i) Amlogic Technology (Beijing) Co., Ltd. (晶晨半導體科技(北京)有限公司), Amlogic (Xi'an) Co., Ltd. (晶晨半導體(西安)有限公司), Amlogic (Chengdu) Co., Ltd. (晶晨芯半導體(成都)有限公司), Amlogic (Nanjing) Co., Ltd. (晶晨半導體(南京)有限公司), Hefei Amlogic Co., Ltd. (合肥晶晨芯半導體有限公司), Jingqi Semiconductor (Shanghai) Co., Ltd. (晶其半導體(上海)有限公司), Jingwen Semiconductor (Shanghai) Co., Ltd. (晶玟半導體(上海)有限公司) and Amlogic (Zhuhai) Co., Ltd. (晶晨半導體(珠海)有限公司), all of which were wholly owned by our Company; (ii) Shanghai Jingmin Enterprise Management Center (Limited Partnership) (上海晶旻企業管理中心(有限合夥)), which is 95% owned by our Company as the limited partner and 5% owned by Amlogic Shenzhen as the managing partner; and (iii) Shanghai Jingyi Business Consulting Partnership (Limited Partnership) (上海晶毅商務諮詢合夥企業(有限合夥)), which was 65.70% owned by our Company as a limited partner, 33.30% owned by Shanghai Delta International Trading Co., Ltd. (上海鼎源國際貿易有限公司) as a limited partner and 1% owned by Amlogic Shenzhen as the managing partner. Shanghai Delta International Trading Co., Ltd. is primarily engaged in international trading and trading consultancy services. It is 100% held by MAX OVERSEAS LIMITED, which is in turn owned by Ting Ka Yee and Ting Yat Ming, both being Independent Third Parties, as to 66.60% and 33.40%, respectively.

(5) Other overseas subsidiaries of our Company include (i) Amlogic (CA) Co., Inc., (ii) Amlogic Singapore Private Limited, (iii) Amlogic Korea Limited and (iv) Amlogic Co., Limited, all of which are directly or indirectly wholly owned by our Company; and (v) Archer Vision Limited, which is owned as to 99.8351% by Amlogic Co., Limited and 0.1649% by ARCHER ALLIANCE LIMITED, an Independent Third Party.

Corporate structure immediately following the [REDACTED]

The following simplified diagram illustrates the corporate and shareholding structure of our Group immediately following the completion of the [**REDACTED**], assuming that the [**REDACTED**] is not exercised and no changes are made to the total issued share capital of our Company since the Latest Practicable Date and up to the Listing:



Note 1 to 5: Please refer to the details contained in the sub-section headed "Corporate Structure — Corporate structure immediately before the [**REDACTED**]" above.