

DEFINITIONS

In this Document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in “Glossary of Technical Terms and Conventions”.

“A&A Family Trust”	a discretionary trust established by Dr. Zhuang as the settlor on June 23, 2025, for the benefit of Dr. Zhuang’s family members and with Trident Trust Company (HK) Limited acting as the trustee thereof
“Accountants’ Report”	the accountants’ report of our Company, the text of which is set out in Appendix I to this Document
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the articles of association of our Company, conditionally adopted on [●], with effect upon the [REDACTED] (as amended from time to time), a summary of which is set out in Appendix III to this Document
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”, “Board of Directors” or “our Board”	the board of Directors of the Company
“Business Day”	a day on which banks in Hong Kong are generally open for normal business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI” or “British Virgin Islands”	the British Virgin Islands
“CAC”	the Cyberspace Administration of China (中華人民共和國網絡安全和信息化委員會辦公室)

[REDACTED]

“Cayman Islands”	the Cayman Islands, a British Overseas Territory
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[REDACTED]

“China”, “mainland China”, “Mainland China” or “the PRC”	the People’s Republic of China, unless the context requires otherwise, excluding, for the purposes of this Document only, Hong Kong, the Macau Special Administrative Region and Taiwan of the People’s Republic of China
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Companies Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, “the Company” or “Megatronix”	Megatronix Inc., an exempted company with limited liability incorporated under the laws of the Cayman Islands on June 14, 2018
“Compliance Adviser”	the compliance adviser as named in “Directors and Parties Involved in the [REDACTED]”
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and refers to Dr. Zhuang, AIZL Holdings Limited Jade & Roc Limited and MJXY Holdings Limited, details of which are set out in “Relationship with the Controlling Shareholders”
“Conversion”	the conversion of the authorized share capital of the Company from US\$50,000 divided into 500,000,000 shares of a par value of US\$0.0001 each, consisting of (i) 358,389,166 ordinary Shares; (ii) 20,000,000 Series Seed Preferred Shares; (iii) 23,463,687 Series A Preferred Shares; (iv) 29,795,158 Series B Preferred Shares; (v) 40,844,195 Series C Preferred Shares; (vi) 9,033,774 Series D Preferred Shares; and (vii) 18,474,020 Series D+ Preferred Shares, to US\$50,000 divided into 500,000,000 ordinary Shares of a par value of US\$0.0001 each
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)” or “our Director(s)”	the director(s) of our Company
“Dr. Zhuang”	Dr. Zhuang Li (莊莉), our founder, chairperson of the Board, an executive Director and our chief executive officer
“EIT”	the enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》)
“ESG”	Environmental, Social and Governance
“ESOP Platforms”	MegaFrontier and MegaFuture

[REDACTED]

DEFINITIONS

“Extreme Conditions” extreme conditions as announced by the government of Hong Kong in the case where a super typhoon or other natural disaster of a substantial scale seriously affects the working public’s ability to resume work or brings safety concern for a prolonged period

[REDACTED]

“Frost & Sullivan” Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent professional market research and consulting company

“Frost & Sullivan Report” an independent market research report commissioned by us and prepared by Frost & Sullivan for the purposes of this Document

“GDP” the gross domestic product (all references to GDP growth rates are to real as opposed to nominal growth rates of GDP)

“GDPR” the General Data Protection Regulation, or the GDPR, which came into application in the EU in May 2018

[REDACTED]

“Group”, “our Group”, “our”, “we”, or “us” our Company and its subsidiaries, or any one of them as the context may require, and where the context requires, the businesses operated by our Company and/or its subsidiaries and their predecessors (if any)

[REDACTED]

DEFINITIONS

[REDACTED]

“Hong Kong” or “HK”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“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

“Hong Kong Takeovers Code” or “Takeovers Code”

the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“IFRSs”

the IFRS Accounting Standards, which include standards, amendments and interpretations promulgated by International Accounting Standards Board

“Independent Third Party(ies)”

any person(s) or entity(ies) who is not a connected person of the Company within the meaning of the Listing Rules

[REDACTED]

DEFINITIONS

“International Sanctions Legal Adviser” Hogan Lovells, our legal adviser as to International Sanctions laws in connection with the [REDACTED]

[REDACTED]

“Joint Sponsors” and “Sponsor-[REDACTED]” the joint sponsors and sponsor-[REDACTED] as named in “Directors and Parties Involved in the [REDACTED]”

“Latest Practicable Date” May 20, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Document prior to its publication

[REDACTED]

“Listing Committee” the listing committee of the Hong Kong Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time)

“M&A Rules” the Regulations on Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (《關於外國投資者併購境內企業的規定》)

“Main Board” the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Hong Kong Stock Exchange

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“MegaFrontier”	MegaFrontier Limited, an ESOP Platform incorporated in the BVI on January 23, 2026 under a trust managed by Kastle Limited as the trustee, and for the purpose of holding the Shares underlying options granted and to be granted pursuant to the Pre-[REDACTED] Option Plan
“MegaFuture”	MegaFuture Limited, an ESOP Platform incorporated in the BVI on January 23, 2026 under a trust managed by Kastle Limited as the trustee, and for the purpose of holding the Shares underlying options granted and to be granted pursuant to the Pre-[REDACTED] Option Plan
“Megatronix Infotech”	Megatronix (Beijing) Information Technology Co., Ltd. (邁天龍(北京)信息技術有限公司), a limited liability company established under the laws of the PRC on March 13, 2018, and an indirect wholly-owned subsidiary of the Company
“Megatronix (Beijing) Technology”	Megatronix (Beijing) Technology Co., Ltd. (鎂佳(北京)科技有限公司), a limited liability company established under the laws of the PRC on August 16, 2018, and a wholly-owned subsidiary of the Company
“Megatronix (Wuhan) Technology”	Megatronix (Wuhan) Technology Co., Ltd. (鎂佳(武漢)科技有限公司), a limited liability company established under the laws of the PRC on June 27, 2022, and a wholly-owned subsidiary of the Company
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, conditionally adopted on [●], with effect from the [REDACTED], as amended from time to time, a summary of which is set out in Appendix III to this Document
“MIIT”	the Ministry of Industry and Information Technology (中華人民共和國工業和信息化部)
“MOFCOM” or “Ministry of Commerce”	the Ministry of Commerce of the PRC (中華人民共和國商務部) (formerly known as the Ministry of Foreign Trade and Economic Cooperation of the PRC (中華人民共和國對外經濟貿易部))
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

DEFINITIONS

[REDACTED]

“Overseas Listing Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and five supporting guidelines (《境內企業境外發行證券和上市管理試行辦法》及五項配套指引) promulgated by the CSRC on February 17, 2023 which became effective on March 31, 2023
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PII”	the personally identifiable information
“PRC Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time
“PRC Legal Adviser”	CM Law Firm, our legal adviser on PRC laws in connection with the [REDACTED]
“Pre-[REDACTED] Investment(s)”	the investment(s) in our Company undertaken by the Pre-[REDACTED] Investors prior to this [REDACTED], details of which are set out in “History, Development and Corporate Structure”
“Pre-[REDACTED] Investor(s)”	holder(s) of Shares pursuant to the Pre-[REDACTED] Investments, details of which are set out in “History, Development and Corporate Structure”
“Pre-[REDACTED] Option Plan”	the pre-[REDACTED] option plan adopted, confirmed and ratified by our Company on January 23, 2019, as amended or otherwise modified from time to time, and detailed in “Statutory and General Information—Pre-[REDACTED] Option Plan” in Appendix IV to this Document
“Preferred Shares”	preferred shares(s) in the share capital of the Company

[REDACTED]

“QIB(s)”	qualified institutional buyer(s) within the meaning of Rule 144A
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DEFINITIONS

“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has been merged into the State Administration of Market Regulation of the PRC (中華人民共和國市場監督管理總局) since 2018
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAT” or “State Administration of Taxation”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	Ordinary and/or preferred share(s) in the share capital of our Company with a nominal value of US\$0.0001 each
“Shareholder(s)”	holder(s) of the Share(s)
[REDACTED]	
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Track Record Period”	the period comprising the three financial years ended December 31, 2023, 2024 and 2025
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“U.S. persons”	U.S. persons as defined in Regulation S
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“United States”, “USA” or “U.S.”	the United States of America, its territories and possessions, any State of the United States, and the District of Columbia
“USD”, “US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“VAT”	value-added tax
“%”	per cent