FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation of our Company

Our Company was incorporated in the Cayman Islands under the Companies Act as an exempted company with limited liability on June 14, 2018. Our registered office is at Grand Pavillion, Hibiscus Way, PO Box 31119, Grand Cayman, Cayman Islands. Accordingly, our Company's corporate structure and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of our Articles of Association is set out in "Summary of the Constitution of our Company" in Appendix III to this Document.

Our headquarters and principal places of business in the PRC are at Room 1101, 11th Floor, Building 6, No. 34, Chuangyuan Road, Chaoyang District, PRC. We have been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance with the Registrar of Companies in Hong Kong on June 23, 2025. Mr. Li Kin Wai (李健威) has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is Room 1918, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.

Changes in the Share Capital of our Company

The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this Document:

- on April 17, 2025, our Company issued and allotted Shares in the following manner:

  (i) a total of 8,755,530 Series D+ Preferred Shares to Beijing CM Digital Economy Investment Fund, L.P. (北京中移數字新經濟產業基金合夥企業(有限合夥));

  (ii) a total of 8,812,949 Series D+ Preferred Shares to Prime Investment Limited; and

  (iii) a total of 905,541 Series D+ Preferred Shares to Anhui Muhua I Equity Investment Partnership (Limited Partnership) (安徽慕華一號股權投資合夥企業(有限合夥));

- on May 27, 2025, a total of 8,812,949 Series D+ Preferred Shares were surrendered by Prime Investment Limited and canceled by the Company;

- on June 5, 2025, a total of 1,000 Shares then held by Qualblocks Holdings Limited were surrendered to the Company and canceled by the Company;

- on June 5, 2025, a total of 1,000 Shares were issued to AIZL Holdings Limited;

- on February 4, 2026, a total of 39,663,873 ordinary Shares were issued to MegaFuture;

- on February 4, 2026, a total of 12,500,000 ordinary Shares were issued to MegaFrontier.

Save as disclosed above, there has been no other alteration in our share capital of our Company within the two years immediately preceding the date of this Document.

Changes in the Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants' Report in Appendix I to this Document.

The following sets out the changes in the share capital of the Company's subsidiaries during the two years immediately preceding the date of this Document:

- On June 5, 2025, the registered shareholder of Megatronix Infotech transferred the entire equity interests therein to Megatronix (Beijing) Technology for a total consideration of RMB3.14 million following which transfer Megatronix Infotech became an indirect wholly owned subsidiary of the Company.

- On March 11, 2026, Megatronix (Wuhan) Technology increased its registered share capital from US$62 million to US$64 million.

Save as disclosed above, there had been no other alterations of share capital of our subsidiaries within the two years preceding the date of this Document.

Resolutions of our Shareholders

Pursuant to the extraordinary Shareholders' meeting of our Shareholders on [●] 2026, our Shareholders resolved that, among others:

(a) the Memorandum and Articles of Association were approved and adopted conditional upon **[REDACTED]**;

(b) the **[REDACTED]** and the **[REDACTED]** were approved;

(c) a general unconditional mandate was given to our Directors to exercise all the powers of our Company to (i) allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers or agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) and (ii) sell and/or transfer Shares out of treasury that are held as treasury shares which might require Shares to be allotted, issued, or dealt with, or to be sold and/or transferred out of treasury that are held as treasury shares, other than pursuant to the **[REDACTED]** or pursuant to a rights issue or pursuant to the exercise of any subscription rights attaching to any warrants or any option scheme or similar arrangement which may be allotted and issued by our Company from time to time on a specific authority granted by the Shareholders in general meeting or, pursuant to the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, Shares not exceed 20% of the number of the Shares in issue (excluding any treasury shares) immediately following completion of the **[REDACTED]**, such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws, or until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest;

(d) a general unconditional mandate (the "**Repurchase Mandate**") was given to our Directors to exercise all the powers of our Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares shall not exceed 10% of the total number of Shares in issue immediately following the completion of the **[REDACTED]**, excluding any treasury shares or Shares to be sold, or issued and allotted pursuant to the exercise of the **[REDACTED]**; and

(e) the Repurchase Mandate was extended by the addition to the number of the Shares which may be allotted, or agreed conditionally or unconditionally to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the number of Shares repurchased by the Company pursuant to the mandate to purchase shares referred to in paragraph (d) above, provided that such amount shall not exceed 10% of the total number of the Shares in issue (excluding any treasury shares) immediately following the completion of the **[REDACTED]**, excluding any Shares to be sold, or issued and allotted pursuant to the exercise of the **[REDACTED]**.

Repurchases of Our Own Securities

(a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

(i) Shareholders' approval

All proposed repurchases of shares (which must be fully paid up) by a company with a primary **[REDACTED]** on the Stock Exchange must be approved in advance by an ordinary resolution of the Shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to an extraordinary Shareholders' meeting dated [●], the Repurchase Mandate was given to the Directors authorizing any repurchase by our Company of Shares on the Stock Exchange or on any other stock exchange on which the securities may be **[REDACTED]** and which is recognized by the SFC and the Stock Exchange for this purpose, of not more than 10% of the number of Shares in issue (excluding any treasury shares) immediately following the completion of the **[REDACTED]** but excluding any Shares which may be issued pursuant to the exercise of the **[REDACTED]** and the Pre-**[REDACTED]** Option Plan until the conclusion of our next annual general meeting, or the date by which our next annual general meeting is required by the Articles of Association or any applicable law to be held, or the passing of an ordinary resolution by the Shareholders revoking or varying the authority given to the Directors, whichever occurs first.

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with our Articles and the applicable laws of Hong Kong and the Cayman Islands. A **[REDACTED]** company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman Islands law, any repurchases by the Company may be made out of profits or out of the **[REDACTED]** of a new issue of shares made for the purpose of the repurchase or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the repurchase over the par value of the shares to be repurchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act.

(iii) Trading restrictions

The total number of Shares which our Company may repurchase is up to 10% of the total number of our Shares in issue (excluding any treasury shares) immediately after the completion of the **[REDACTED]** (but not taking into account any Shares which may be issued pursuant to the exercise of the **[REDACTED]** and the Pre-**[REDACTED]** Option Plan). Our Company may not issue new Shares, or a sale or transfer of any treasury shares, or announce a proposed issue of new Shares, or a sale or transfer of any treasury shares for a period of 30 days immediately following a share repurchase without the prior approval of the Stock Exchange. For the avoidance of doubt, this restriction will not apply to (i) a new issue of Shares, or a sale or transfer of treasury shares under a capitalization issue, (ii) a grant of share awards or options under a share scheme that complies with Chapter 17 of the Listing Rules or a new issue of Shares or a transfer of treasury shares upon vesting or exercise of share awards or options under the share scheme that complies with Chapter 17 of the Listing Rules, and (iii) a new issue of Shares or a transfer of treasury shares pursuant to the exercise of warrants, share options or similar instruments requiring the issuer to issue securities which were outstanding prior to the repurchase. Our Company is also prohibited from repurchasing Shares on the Stock Exchange if the repurchase would result in the number of **[REDACTED]** Shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. Our Company is required to procure that the broker appointed by our Company to effect a repurchase of Shares discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require. As required by the prevailing requirements of the Listing Rules, an issuer shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

(iv) Status of repurchased Shares

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

To the extent that any treasury shares are deposited with **[REDACTED]** pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, including an approval by the Board that (i) the Company will not (and will procure its broker not to) give any instructions to **[REDACTED]** to vote at general meetings for the treasury shares deposited with **[REDACTED]**; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from **[REDACTED]**, 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.

(v) Suspension of repurchase

Pursuant to the Listing Rules, our Company may not make any repurchases of Shares after inside information has come to its knowledge until the information is made publicly available. In particular, under the requirements of the Listing Rules in force as of the date hereof, during the period of 30 days immediately preceding the earlier of:

(i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our Company's results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and

(ii) the deadline for our Company to publish an announcement of our Company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and in each case ending on the date of the results announcement, our Company may not repurchase Shares on the Stock Exchange unless the circumstances are exceptional.

In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

The Company may not purchase any of its Shares on the Stock Exchange for a period of 30 days after any sale or transfer of any treasury shares on the Stock Exchange, without the prior approval of the Stock Exchange.

(vi) Procedural and reporting requirements

As required by the Listing Rules, repurchases of Shares on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the Stock Exchange business day following any day on which our Company may make a purchase of Shares. The report must state the total number of Shares purchased the previous day, the purchase price per Share or the highest and lowest prices paid for such purchases, and whether the purchased Shares are canceled following settlement of any such purchase or held as treasury shares, and where applicable, the reasons for any deviation from the intention statement previously disclosed by the Company. In addition, our Company's annual report is required to disclose details regarding repurchases of Shares made during the year, including a monthly breakdown of the number of shares repurchased, the purchase price per Share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.

(vii) Connected parties

A company is prohibited from knowingly repurchasing securities on the Stock Exchange from a core connected person (as defined in the Listing Rules) and a core connected person shall not knowingly sell its securities to the company on the Stock Exchange.

(b) Reasons and impact for repurchases

The Directors believe that it is in the best interests of our Company and Shareholders for the Directors to have general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit our Company and our Shareholders.

(c) Funding of repurchases

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of Hong Kong.

On the basis of the current financial position as disclosed in this Document and taking into account the current working capital position, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of our Company as compared with the position disclosed in this Document. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of our Company which in the opinion of the Directors are from time to time appropriate for our Company.

(d) Interim measures

For any treasury shares of the Company deposited with **[REDACTED]** pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to **[REDACTED]** to vote at general meetings for the treasury shares deposited with **[REDACTED]**;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from **[REDACTED]**, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; or

(iii) taking any other 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 Shares were registered in its own name as treasury shares.

(e) General

The Company did not hold any treasury shares as of the Latest Practicable Date and will not hold any treasury shares upon **[REDACTED]**. To the best knowledge of the Directors, neither the explanatory statement contained herein nor the proposed share repurchase has unusual features.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to our Company.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations in the Cayman Islands.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than such minimum percentage prescribed by the Stock Exchange could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be granted other than in exceptional circumstances.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase Shares.

No core connected person has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

We have entered into the following contracts (not being contract entered into in the ordinary course of business) within the two years preceding the date of this Document that are or may be material:

(a) **[REDACTED]**.

Intellectual Property Rights of our Group

Trademarks

As of the Latest Practicable Date, our Group had registered the following trademarks which we consider to be material to our Group's business:

No.	Trademark Registered	Owner	Places of Registration
1	镁佳	Megatronix (Beijing) Technology	PRC
2	Megatronix	Megatronix (Beijing) Technology	PRC
3	SmartMega	Megatronix (Beijing) Technology	PRC
4		Megatronix (Beijing) Technology	PRC
5		Megatronix (Beijing) Technology	PRC
6	SmartMega SMARTMEGA	our Company	Hong Kong
7	镁佳 鎂佳	our Company	Hong Kong

No.	Trademark Registered	Owner	Places of Registration
8	Megatronix Megatronix	our Company	Hong Kong
9	MEGATRONIX	our Company	Hong Kong
10		our Company	Hong Kong

Patents

As of the Latest Practicable Date, we are the owner of the following material patents, details of which are as follows:

No.	Patent Description	Registered Owner	Place of Registration
1	Automated Test Bench and Method for Vehicle Digital Cockpit System (一種車輛數字座艙系統的自動化測試台架及方法)	Megatronix (Beijing) Technology	PRC
2	Automatic Positioning and Parking System and Method (一種自動定位泊車系統及方法)	Megatronix (Beijing) Technology	PRC
3	SOME/IP Communication Middleware Implementation System, Method, and Vehicle (一種SOMEIP通信中間層實現系統、方法及車輛)	Megatronix (Wuhan) Technology	PRC
4	Method for Controlling the Screen of an Intelligent Vehicle (一種智能汽車屏幕控制的方法)	Megatronix (Beijing) Technology	PRC
5	Panoramic System Automatic Calibration Method, Device, Readable Storage Medium, and Electronic Equipment (全景系統自動標定方法、裝置、可讀存儲介質及電子設備)	Megatronix (Beijing) Technology	PRC
6	Method, Device, Equipment, and Storage Medium for Automatic Code Generation (一種代碼自動生成方法、裝置、設備及存儲介質)	Megatronix (Beijing) Technology	PRC
7	Functional Verification System and Method for ODX Interpreter (一種針對ODX解釋器的功能驗證系統和方法)	Megatronix (Wuhan) Technology	PRC
8	Multi-Zone-Based Human-Machine Interaction Method, Device, Equipment, and Storage Medium (一種基於多音區的人機交互方法、裝置、設備及存儲介質)	Megatronix (Wuhan) Technology	PRC
9	Rapid OTX Diagnostic Sequence Construction Method and Device (一種快速構建OTX診斷序列的方法及裝置)	Megatronix (Beijing) Technology	PRC
10	Method for Resolving Memory Leakage Caused by Prolonged Chip Operation (一種解决芯片長時間運行導致內存泄露的方法)	Megatronix (Beijing) Technology	PRC
11	Dynamic Memory Protection Method, Device, Computer Device, and Storage Medium (動態內存保護方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
12	Descriptive File Format Conversion Method, Device, Computer Device, and Storage Medium (描述性文件格式轉換方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
13	Code Generation Method Based on Visual Configuration Tool and Visualization Display Interface (基于可視化配置工具生成代碼的方法及可視化顯示界面)	Megatronix (Wuhan) Technology	PRC

No.	Patent Description	Registered Owner	Place of Registration
14	Real-Time Runtime Environment Generation System, Method, Computer Device, and Storage Medium (實時運行環境生成系統、方法、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
15	Automated Diagnostic Application Data Packet Generation Method, Device, Equipment, and Medium (自動化生成診斷應用數據包的方法、裝置、設備及介質)	Megatronix (Beijing) Technology	PRC
16	Assisted Parking Method, Device, Computer Device, and Storage Medium (輔助泊車方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
17	Parking Space Detection Method, Device, Computer Device, and Storage Medium (一種車位檢測方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
18	HSE-Based Data Anti-Replay Method and System (一種基於HSE的數據防重放方法及系統)	Megatronix (Beijing) Technology	PRC
19	In-Vehicle System Screen Debugging Method, Device, Computer Device, and Storage Medium (車載系統屏幕調試方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
20	Log Optimization Test Method, Device, Computer Device, and Storage Medium (一種日志優化測試方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
21	Cockpit Unit Test Method, Device, Computer Device, and Storage Medium (一種座艙車機測試方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
22	Fluency Determination Method, Device, Computer Device, and Storage Medium (一種流暢度確定方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
23	Automated Test Script Generation Method, Device, Computer Device, and Storage Medium (自動化測試脚本生成方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
24	Black Screen Fault Examination Method, Device, Computer Device, and Storage Medium (一種黑屏異常檢測方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
25	Voice Wake-Up Model Training and Voice Wake-Up Method, Device, and Computer Equipment (語音喚醒模型訓練及語音喚醒方法、裝置及計算機設備)	Megatronix (Beijing) Technology	PRC
26	Voice Recognition Model Construction and Voice Recognition Method, Device, and Storage Medium (一種語音識別模型構建及語音識別方法、裝置及存儲介質)	Megatronix (Beijing) Technology	PRC
27	Vehicle Sound Effect Adjustment Method, Device, Storage Medium, and Electronic Equipment (一種車輛音效調整方法、裝置、存儲介質及電子設備)	Megatronix (Beijing) Technology	PRC
28	Camera Internal/External Parameter Calibration Method, Device, Equipment, Storage Medium, and Program Product (相機內外參的標定方法、裝置、設備、存儲介質及程序產品)	Megatronix (Beijing) Technology	PRC
29	Surround View System Calibration Method, Device, Computer Device, and Storage Medium (環視影像系統的標定方法、裝置、計算機設備及存儲介質)	Megatronix (Beijing) Technology	PRC
30	Vehicle Camera Fault Detection and Recovery Method, System, and Device (一種車輛攝像頭故障檢測與恢復方法、系統及裝置)	Megatronix (Wuhan) Technology	PRC
31	Virtual-Camera-Based Vision Application Development Method and System (一種基於虛擬攝像頭的視覺應用開發方法及系統)	Megatronix (Wuhan) Technology	PRC

Copyrights

As of the Latest Practicable Date, we owned the following copyrights which we consider to be material to our business:

No.	Copyright Name	Registered Owner	Place of Registration
1	Intelligent Vehicle Platform Software [Abbr: VMP] V1.0 (智能車輛平台軟件【簡稱：VMP】V1.0)	Megatronix (Beijing) Technology	PRC
2	Domain-Specific Voice Recognition System Software [Abbr: Domain-Specific Voice Recognition System] V1.0 (分domain語音識別系統軟件【簡稱：分domain語音識別系統】V1.0)	Megatronix (Beijing) Technology	PRC
3	360° Around View Monitoring Software [Abbr: avm] V1.0 (360環視軟件【簡稱：avm】V1.0)	Megatronix (Beijing) Technology	PRC
4	Megatronix In-Vehicle Inter-Process Communication Software [Abbr: Inter-Process Communication Software] V1.0 (鎂佳車端進程間通信軟件【簡稱：進程間通信軟件】V1.0)	Megatronix (Beijing) Technology	PRC
5	Automotive Digital Instrument Cluster Software (汽車數字儀錶盤軟件) [Abbr: Instrument Cluster Software] V1.0 (汽車數字儀錶盤軟件【簡稱：儀錶軟件】V1.0)	Megatronix (Beijing) Technology	PRC
6	DV Software V1.0 (DV軟件V1.0)	Megatronix (Beijing) Technology	PRC
7	Megatronix In-Vehicle Storage Management Software [Abbr: Storage Management] V1.0 (鎂佳車端存儲管理軟件【簡稱：存儲管理】V1.0)	Megatronix (Beijing) Technology	PRC
8	Custom Wake Model & Post-Processing Software V1.0 (自定義喚醒模型及後處理軟件V1.0)	Megatronix (Beijing) Technology	PRC
9	Security Key Management Terminal Software [Abbr: KBox] V1.0 (安全密鑰管理終端軟件【簡稱：KBox】V1.0)	Megatronix (Beijing) Technology	PRC
10	Smart Cockpit Central Display Crash Log Auto-Processing System V1.0 (智能座艙中控屏系統崩潰日志自動處理系統V1.0)	Megatronix (Beijing) Technology	PRC
11	Intelligent Sound Effect Adjustment System V1.0 (智能音效調節系統V1.0)	Megatronix (Beijing) Technology	PRC
12	Megatronix Vehicle Speaker Tuning Software V1.0 (鎂佳車載音箱調音軟件V1.0)	Megatronix (Beijing) Technology	PRC
13	Megatronix Cloud Cabinet Management System [Abbr: Cloud Cabinet Management System] V1.0 (鎂佳雲機櫃管理系統【簡稱：雲機櫃管理系統】V1.0)	Megatronix (Beijing) Technology	PRC
14	Vision-Based Parking Space Detection System V1.0 (基於視覺的停車位檢測系統V1.0)	Megatronix (Beijing) Technology	PRC
15	Megatronix Automated Script Editing Platform [Abbr: MegaEditor] V1.0 (鎂佳自動化脚本編輯平台【簡稱：MegaEditor】V1.0)	Megatronix (Beijing) Technology	PRC
16	Smart Cockpit Screen Backlight Control Software V1.0 (智能座艙屏幕背光控制軟件V1.0)	Megatronix (Wuhan) Technology	PRC

Domain Names

As of the Latest Practicable Date, we had registered the following internet domain names which we consider to be material to our business:

No.	Domain Name	Registered Owner	Expiry Date
1.	megatronix.cn	Megatronix (Beijing) Technology	February 23, 2027
2.	megatronix.com	Megatronix (Beijing) Technology	December 10, 2026
3.	x-tetris.com	Megatronix Infotech	April 10, 2027

Save as disclosed above, as of the Latest Practicable Date, there were no other intellectual property rights which are or may be material in relation to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Disclosure of interests of our Directors and chief executive of the Company in the Shares, underlying Shares, and debentures of our Company and our associated corporations

Save as disclosed in "Substantial Shareholders" and below, immediately following the completion of the **[REDACTED]** (assuming that the **[REDACTED]** is not exercised), so far as our Directors are aware, none of our Directors and chief executive has any interests and short positions in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") contained in the Listing Rules:

Interests in our Company

Name of Director or chief executive	Position in the Group	Capacity/ Nature of interest	Number of Shares/ underlying shares held immediately after completion of the [REDACTED]	Approximate percentage of interest in our Company immediately after the completion of the [REDACTED][1]
Dr. Zhuang	Chairperson of the Board, executive Director, chief executive officer	Interest in controlled corporations and founder of a discretionary trust[2]	107,972,688	**[REDACTED]**
		Beneficial interests[3]	12,500,000	**[REDACTED]**
Mr. Tao Yiyang[4]	Executive Director, chief financial officer	Beneficial interests	2,150,000	**[REDACTED]**
Mr. Li Siwei[5]	Executive Director, chief technology officer	Beneficial interests	757,728	**[REDACTED]**

Notes:

(1) The calculation is based on the total number of **[REDACTED]** Shares in issue immediately after completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised).

(2) See to "Substantial Shareholders" for details.

(3) As of the Latest Practicable Date, Dr. Zhuang was granted such number of options to subscribe for a total of 12,500,000 Shares.

(4) As of the Latest Practicable Date, Mr. Tao Yiyang was granted such number of options to subscribe for a total of 2,150,000 Shares.

(5) As of the Latest Practicable Date, Mr. Li Siwei was granted such number of options to subscribe for a total of 757,728 Shares.

Disclosure of Interests of the substantial shareholders in the shares of our Company and our subsidiaries

(a) Interests in our Company

Save as disclosed in "Substantial Shareholders", immediately following the completion of the **[REDACTED]** and without taking into account any Shares which may be issued pursuant to the exercise of the **[REDACTED]**, our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

(a) Interests in our subsidiaries

As of the Latest Practicable Date, our Directors are not aware of any persons who would, immediately following the completion of the **[REDACTED]**, be directly or indirectly interested in 10% or more of the issued voting shares of the following member of our Group (other than our Company).

Particulars of Service Contracts

(a) Executive Directors

Each of the executive Directors [has entered] into a service contract with our Company under which they agreed to act as executive Directors for an initial term of three years commencing from the **[REDACTED]**, which may be terminated by not less than three months' notice in writing served by either the executive Director or our Company.

The appointments of the executive Directors are subject to the provisions of retirement and rotation of Directors under the Articles.

(b) Non-executive Director and Independent Non-executive Directors

Each of the non-executive Director and the independent non-executive Directors [has signed] an appointment letter with our Company for a term of three years with effect from the **[REDACTED]**. The appointments are subject to the provisions of retirement and rotation of Directors under the Articles.

Director's Remuneration

Save as disclosed in "Directors and Senior Management" and Note 12 to the Accountants' Report set out in Appendix I to this Document for the three years ended December 31, 2023, 2024 and 2025, none of our Directors received other remunerations of benefits in kind from us.

Disclaimers

(a) Save as disclosed in the paragraph headed "Disclosure of interests of our Directors and chief executive of the Company in the Shares, underlying Shares, and debentures of our Company and our associated corporations" of this Appendix, none of the Directors or chief executive of our Company has any interest or short positions in the Shares, underlying Shares or debentures of our Company or any our associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to in that section, or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code, in each case once the Shares are listed on the Stock Exchange;

(b) Save as disclosed in the section headed "Substantial Shareholders", none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the **[REDACTED]** (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the **[REDACTED]** and the Pre-**[REDACTED]** Option Plan), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;

(c) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group; and

(d) Save in connection with the **[REDACTED]** and the **[REDACTED]**, none of our Directors or any of the parties listed in "Qualifications of Experts" of this Appendix is:

i. interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this Document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or

ii. materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business.

PRE-[REDACTED] OPTION PLAN

The following is a summary of the principal terms of the Pre-**[REDACTED]** Option Plan adopted pursuant to board resolutions passed on January 23, 2019. As of the Latest Practicable Date, the options under the Pre-**[REDACTED]** Option Plan had been fully granted, and no further options will be granted under the Pre-**[REDACTED]** Option Plan upon **[REDACTED]**. As such, the terms of which are not subject to the provisions of Chapter 17 of the Listing Rules.

1. Summary of terms

Purpose

The purposes of the Pre-**[REDACTED]** Option Plan is to promote the success of the Company and the interests of its Shareholders by providing a means through which the Company may grant equity-based incentives to attract, motivate, retain and reward certain officers, employees, directors, consultants and other eligible persons and to further link the interests of Award recipients with those of the Company's shareholders generally.

Types of Awards

The Administrator is authorized under the Pre-**[REDACTED]** Option Plan to award options or share awards (the "Award(s)").

*Terms of the Pre-***[REDACTED]** *Option Plan*

Subject to the termination provisions under the Pre-**[REDACTED]** Option Plan, the Pre-**[REDACTED]** Option Plan shall be valid and effective for the period of ten years commencing on their respective adoption date. No Award may be granted after the termination of the relevant Pre-**[REDACTED]** Option Plan.

Maximum number of Shares

The maximum aggregate number of Shares which may be issued under the Pre-**[REDACTED]** Option Plan are 52,163,873 Shares in the aggregate, representing approximately **[REDACTED]**% of the total number of Shares in issue immediately after completion of the **[REDACTED]** ((assuming (i) the Shares issuable under the Pre **[REDACTED]** Option Plan are fully issued, and (ii) the **[REDACTED]** is not exercised). As at the Latest Practicable Date, all 52,163,873 Shares were issued to the ESOP Platforms.

Award Agreement

Each award granted under the Pre-**[REDACTED]** Option Plan shall be evidenced by an award agreement between our Company and the Grantee (the "Award Agreement"), the form of which shall be approved by the Administrator.

Administration

The Pre-**[REDACTED]** Option Plan shall be administered by and all Awards under the Pre-**[REDACTED]** Option Plan shall be authorized by the Administrator. The "Administrator" means the Board or one or more committees appointed by the Board or another committee (within its delegated authority) to administer all or certain aspects of Pre-**[REDACTED]** Option Plan, including the power to (among other things):

(i) determine eligibility and, from among those persons determined to be eligible, the particular eligible persons who will receive Awards;

(ii) grant Awards to Eligible Persons, determine the price and number of securities to be offered or awarded to any of such persons, determine the other specific terms and conditions of Awards consistent with the express limits of the Pre-**[REDACTED]** Option Plan, establish the installments (if any) in which such Awards will become exercisable or will vest (which may include, without limitation, performance and/or time-based schedules) or determine that no delayed exercisability or vesting is required, establish any applicable performance targets, and establish the events of termination or reversion of such Awards;

(iii) approve the forms of Award Agreements, which need not be identical among participants;

(iv) construe and interpret the Pre-**[REDACTED]** Option Plan and any Award Agreement or other agreements defining the rights and obligations of the Company, its Affiliates, and participants under the Pre-**[REDACTED]** Option Plan, make factual determinations with respect to the administration of the Pre-**[REDACTED]** Option Plan, further define the terms used in the Pre-**[REDACTED]** Option Plan, and prescribe, amend and rescind rules and regulations relating to the administration of the Pre-**[REDACTED]** Option Plan or the Awards;

(v) cancel, modify, or waive the Company's rights with respect to, or modify, discontinue, suspend, or terminate any or all outstanding Awards, subject to any required consent;

(vi) accelerate or extend the vesting or exercisability or extend the term of any or all outstanding Awards (in such circumstances as the Administrator may deem appropriate (including, without limitation, in connection with a termination of employment or services or other events of a personal nature);

(vii) determine fair market value for purposes of the Pre-**[REDACTED]** Option Plan and Awards;

(viii) determine the duration and purposes of leaves of absence that may be granted to Participants without constituting a termination of their employment for purposes of the Pre-**[REDACTED]** Option Plan; and

(ix) determine whether, and the extent to which, adjustments are required and authorize the termination, conversion, substitution or succession of awards upon the occurrence of a relevant event.

Term of Award

The term of each Award shall be the term stated in the Award Agreement. Notwithstanding the foregoing, the specified term of any Award shall not include any period for which the Grantee has elected to defer the receipt of the Shares or cash issuable pursuant to the Award.

Payment

The consideration to be paid for the Shares to be issued upon exercise of an Award, including the method of payment, comprise (among others):

(i) cash, check payable to the order of the Company, or electronic funds transfer;

(ii) notice and third party payment in such manner as may be authorized by the Administrator;

(iii) the delivery of previously owned Ordinary Shares; and

(iv) by a reduction in the number of Ordinary Shares otherwise deliverable pursuant to the Award;

Transferability of Awards

Unless otherwise expressly provided in the Pre-**[REDACTED]** Option Plan, all Awards are non-transferable and will not be subject in any manner to sale, transfer, anticipation, alienation, assignment, pledge, encumbrance or charge.

Exercise of Award

Any exercisable option will be deemed to be exercised when (a) the applicable exercise procedures in the related Award Agreement have been satisfied (or, in the absence of any such procedures in the related Award Agreement, the Company has received written notice of such exercise from the Participant), and (b) the Company has received any required payment made in accordance with the relevant plan rules, and (c) the Company has received any written statement required pursuant to the relevant plan rules.

Clawback Policy

The Awards granted under the Pre-**[REDACTED]** Share Option Plan are subject to the terms of the Company's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law, any of which could in certain circumstances require repayment or forfeiture of Awards or any ordinary shares or other cash or property received with respect to the Awards (including any value received from a disposition of the shares acquired upon payment of the Awards).

2. Listing Rules implications

The Pre-**[REDACTED]** Option Plan is not subject to the provisions of Chapter 17 of the Listing Rules as it will not involve the grant of options by us after the Listing and the Company will not make further grants under the Pre-**[REDACTED]** Option Plan upon Listing.

3. Outstanding share options and dilution effect and impact on earnings per Share

As of the Latest Practicable Date, share options were granted to 580 grantees, including three Directors who represent all members of the senior management of our Company, four consultants engaged by our Group, one connected person other than directors and other 572 employees of our Group (who were granted options to subscribe for 15,407,728 ordinary shares, 1,050,000 ordinary shares, 7,600,000 ordinary shares and 16,745,806 ordinary shares, respectively), to subscribe for an aggregate of 40,803,534 ordinary shares. As of the Latest Practicable Date, all the options so granted to subscribe for an aggregate of 40,803,534 ordinary shares were outstanding.

As of the date of this Document, all Shares issuable under the Pre-**[REDACTED]** Option Plan were issued to ESOP Platforms. Accordingly, there will not be any dilution effect on the shareholdings of our Shareholders nor any impact on the earnings per share arising from the full vesting or exercise of the outstanding options and share awards after **[REDACTED]**.

The table below sets forth the details of the outstanding options granted to Directors (who represent all members of the senior management), connected persons and consultants of the Company and other employees of the Group under the **[REDACTED]** Plan:

Name of grantee	Position	Address	Date of Grant	Vesting Period[1]	Exercise Price	Number of Shares Underlying the Outstanding Options Granted	Approximate Percentage in the Issued Shares Immediately after the [REDACTED] (assuming the [REDACTED] is not exercised and no Shares are issued under the [REDACTED] Plan)
Directors (who represent all members of senior management)							
Dr. Zhuang	Chairperson of the Board, executive Director, chief executive officer	3225 Emerson ST, Palo Alto, CA, USA	April 2, 2025	six months	US$0.1	12,500,000	**[REDACTED]**%
Mr. Tao Yiyang	Executive Director, chief financial officer	38 Scotts RD, #23-08, Singapore	April 15, 2025	48 months, 25% by each 12 months	US$0.1	2,150,000	**[REDACTED]**%
Mr. Li Siwei	Executive Director, chief technology officer	No. 53 Xiejia Hutong, Dongcheng District, Beijing, PRC	From May 14, 2019 to August 1, 2024	vested - 48 months, 25% by each 12 months	US$0.1	757,728	**[REDACTED]**%
Connected person other than directors							
Mr. Xiao Yangke [2]	Chief commercial officer	No. 4, Side of the Catholic Church, Xihu District, Nanchang, Jiangxi, PRC	From June 6 2019 to March 20, 2025	vested - 48 months, 25% by each 12 months	US$0.1	7,600,000	**[REDACTED]**%
Consultants							
Mr. Zhang Yang[3]	Consultant	Room 401, No. 72, Lane 126 of Yijiang Road, Zhangjiang Town, Pudong New Area, Shanghai, PRC	October 11, 2023	vested	US$0.1	300,000	**[REDACTED]**%
Mr. Lin Feng[4]	Consultant	Unit 3-2-401 Yard No. 27, Qinghua East Road Haidian District, Beijing, China	August 19, 2024	12 months	US$0.1	250,000	**[REDACTED]**%

Name of grantee	Position	Address	Date of Grant	Vesting Period[1]	Exercise Price	Number of Shares Underlying the Outstanding Options Granted	Approximate Percentage in the Issued Shares Immediately after the [REDACTED] (assuming the [REDACTED] is not exercised and no Shares are issued under the [REDACTED] Plan)
Mr. Liu Minglu[5]	Consultant	Unit 1102 Building 12, Yard No. 2 Tuofangying South Road Chaoyang District, Beijing, China	May 22, 2025	12 months	US$0.1	250,000	**[REDACTED]**%
Mr. Gu Yu[6]	Consultant	No. 1, Gate 1, 4 Zhenwumiao Toutiao Xicheng District, Beijing, China	November 17, 2022	six months	US$0.1	250,000	**[REDACTED]**%
Other employees							
Other 572 employees of our Group	—		From June 6, 2019 to January 5, 2026	vested - 48 months, 25% by each 12 months	US$0.1	16,745,806	**[REDACTED]**%

Note:

(1) All vested options will become exercisable upon **[REDACTED]**.

(2) Mr. Xiao Yangke is our former Director.

(3) Mr. Zhang Yang is a former director of the Company responsible for cultivating potential business opportunities of the Group, who resigned before commencement of the Track Record Period. Mr. Zhang has been engaged to providing advisory services to Megatronix (Beijing) Technology relating to business development and potential strategic investment opportunities with international OEMs. The consultancy agreement has a term of 10 years. Mr. Zhang does not participate in the Company's day-to-day management.

(4) Mr. Lin Feng is a former employee of our Company. As a consultant, Mr. Lin has been engaged to providing advisory services to Megatronix (Beijing) Technology on general AI related matters. The consultancy agreement has a term of 10 years. Mr. Lin does not participate in the Company's day-to-day management.

(5) Mr. Liu Minglu is a former employee of our Company. As a consultant, Mr. Liu has been engaged to providing advisory services to Megatronix (Beijing) Technology on general technical consulting matters. The consultancy agreement has a term of 10 years. Mr. Liu does not participate in the Company's day-to-day management.

(6) Mr. Gu Yu is a former employee of our Company. As a consultant, Mr. Gu has been engaged to providing advisory services to Megatronix (Beijing) Technology on cloud business projects. The consultancy agreement has a term of 10 years. Mr. Gu does not participate in the Company's day-to-day management.

OTHER INFORMATION

Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

Litigation

As of the Latest Practicable Date, we are not aware of any other litigation or arbitration proceedings of material importance pending or threatened against us or any of our Directors that could have a material adverse effect on our financial condition or results of operations.

No Material Adverse Change

The Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since December 31, 2025 (being the date up to which the latest consolidated financial statements of our Group were prepared) and up to the date of this Document.

The Joint Sponsors and Joint Sponsors' fees

The Joint Sponsors are independent from our Company pursuant to Rule 3A.07 of the Listing Rules. The fee payable by our Company to the Joint Sponsors to act as sponsor to our Company in connection with the **[REDACTED]** is US$250,000 each.

Preliminary Expenses

We have not incurred any material preliminary expenses.

Promoter

Our Company has no promoter for the purpose of the Listing Rules.

Qualifications of Experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this Document:

Name	**Qualification**
China International Capital Corporation Hong Kong Securities Limited	Licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities
Citigroup Global Markets Asia Limited	Licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities
Deutsche Securities Asia Limited ***(In alphabetical order)***	Licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 6 (advising on corporate finance) regulated activities
CM Law Firm	Legal adviser to our Company as to PRC law
Hogan Lovells	Legal adviser as to International Sanctions laws
Maples and Calder (Hong Kong) LLP	Legal adviser to our Company as to Cayman Islands laws
Deloitte Touche Tohmatsu	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

Consents of Experts

Each of the experts named above has given and has not withdrawn its respective written consents to the issue of this Document with the inclusion of its report and/or letter and/or opinion and/or the references to its name included in this Document in the form and context in which it is respectively included.

Binding Effect

This Document shall have the effect, if an application is made in pursuance of this Document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

Bilingual Document

The English and Chinese language versions of this Document are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

MISCELLANEOUS

Save as otherwise disclosed in this Document:

(a) within the two years preceding the date of this Document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;

(b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;

(c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;

(d) there are no arrangements under which future dividends are waived or agreed to be waived;

(e) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;

(f) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;

(g) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;

(h) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Stock Exchange is currently being or agreed to be sought; and

(i) our Company has no outstanding convertible debt securities or debentures.