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## **Black Sesame International Holding Limited**

**黑芝麻智能國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2533)**

### **VOLUNTARY ANNOUNCEMENT LETTER OF INTENT IN RELATION TO POSSIBLE ACQUISITION**

This is a voluntary announcement made by Black Sesame International Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

#### **LETTER OF INTENT**

On June 18, 2025 (after trading hours), the Company entered into a non-legally binding letter of intent (the “**Letter of Intent**”) with a target company established in the People’s Republic of China (the “**Target Company**”) and certain management shareholders of the Target Company (the “**Management Shareholders**”), pursuant to which the Group intends to acquire the Target Company through acquisition of equity interests in the Target Company and capital contribution to the Target Company (the “**Possible Acquisition**”).

The Target Company focuses on the development and sales of cost-effective and low power consumption artificial intelligence (“**AI**”) system-on-chips (“**SoCs**”) and solutions. Other than the central processing unit (“**CPU**”), a majority of the intellectual properties (“**IPs**”) currently used in its chip products (including image signal processor (“**ISP**”), neural processing unit (“**NPU**”) and analogue IPs) were independently developed. The Target Company primarily provides full-stack solutions in areas such as automotive intelligence and edge AI applications.

The directors of the Company (the “**Directors**”) believe that the Possible Acquisition will enable the Group to offer full coverage of automotive-grade computing chips of all levels and provide full-scenario solutions for intelligent vehicles. Meanwhile, the Possible Acquisition will also facilitate the Group’s products to expand into a wider range of robotics application with comprehensive AI inference chip products and solutions. It will create synergies between the Group and the Target Company in business expansion, mass production delivery, supply chain management and technological breakthroughs. The Possible Acquisition will be beneficial to the Group in enhancing its business scale and financial performance, thereby further strengthening the Group’s competitive advantages in the field of AI SoC chips.

\* For identification purposes only

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Management Shareholders and the Target Company is independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

### **Due Diligence**

After the signing of the Letter of Intent, the Group shall be entitled to carry out due diligence investigations on the Target Company. The Management Shareholders shall provide, and shall procure the relevant parties, to provide assistance in this regard.

### **Formal agreements**

The Group, the Management Shareholders and the Target Company will continue to proceed with further negotiation of and enter into of formal and binding agreements in respect of the Possible Acquisition (the “**Formal Agreements**”) as they see fit. For the avoidance of doubt, there is no binding obligations on the Group, the Management Shareholders and the Target Company to enter into any formal and binding agreements.

### **Binding Effect**

The Letter of Intent does not constitute a legally binding agreement among the Company, the Management Shareholders and the Target Company, or any legal and binding obligations on the parties thereto save for the provisions relating to confidentiality, dispute resolution and governing law.

### **GENERAL**

If the Formal Agreements materialize, the Possible Acquisition may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. Further announcement(s) in respect of the Possible Acquisition will be made by the Company in accordance with all applicable requirements of the Listing Rules as and when appropriate.

**The Directors wish to emphasize that the Letter of Intent is not legally binding, and there is no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board  
**Black Sesame International Holding Limited**  
**Mr. SHAN Jizhang**  
*Chairman of the Board, Executive Director and  
Chief Executive Officer*

Hong Kong, June 18, 2025

*As at the date of this announcement, the Board comprises (i) Mr. SHAN Jizhang, Mr. LIU Weihong and Mr. ZENG Daibing as executive directors; (ii) Dr. YANG Lei as non-executive director; and (iii) Prof. LI Qingyuan, Prof. LONG Wenmao and Prof. XU Ming as independent non-executive directors.*