云知声
Unisound

UNISOUND AI TECHNOLOGY CO., LTD.
雲知聲智能科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9678)

PLACING OF NEW H SHARES UNDER GENERAL MANDATE

Sole Overall Coordinator and Sole Placing Agent

國泰海通 GUOTAI HAITONG | 國泰君安國際 GUOTAI JUNAN INTERNATIONAL

The Board is pleased to announce that on February 3, 2026 (before trading hours of the Stock Exchange), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has agreed to appoint the Placing Agent and the Placing Agent has agreed to act as the agent for the Company and on a best effort basis, to procure not less than six (6) independent Placees to subscribe for 1,008,000 new H Shares at the Placing Price of HK$310 per H Share.

The Placing Shares represent approximately 2.38% of the H Shares in issue and approximately 1.40% of the total number of Shares in issue as at the date of this announcement, and approximately 2.32% of the H Shares and approximately 1.38% of the total number of Shares in issue as enlarged by the allotment and issuance of the Placing Shares (assuming that except for the Placing Shares allotted and issued, there is no change in the issued Shares of the Company from the date of this announcement up to the Completion Date). The total nominal value of the Placing Shares under the Placing will be RMB1,008,000.

The Placing Price of HK$310 per H Share represents:

(i) a discount of approximately 17.68% to the closing price of HK$376.60 per H Share as quoted on the Stock Exchange on February 2, 2026 (being the Last Trading Day and the date on which the Placing Price is fixed); and

(ii) a discount of approximately 1.07% to the average closing price of HK$313.36 per H Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including January 30, 2026 (being the date immediately prior to (but excluding) the Last Trading Day).

Assuming all the Placing Shares are fully placed, the gross proceeds and net proceeds (after deducting the commission and estimated expenses) from the Placing are expected to be HK$312.48 million and approximately HK$307.19 million, respectively. On such basis, the net issue price will be approximately HK$304.75 per Placing Share.

The Placing Shares will be issued by the Company under the General Mandate.

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Placing Shares.

As the Completion of the Placing is subject to the fulfilment of certain conditions precedent under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

PLACING OF NEW H SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on February 3, 2026 (before trading hours of the Stock Exchange), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company has agreed to appoint the Placing Agent and the Placing Agent has agreed to act as the agent for the Company and on a best effort basis, to procure not less than six (6) independent Placees to subscribe for 1,008,000 new H Shares at the Placing Price of HK$310 per H Share.

PLACING AGREEMENT

The principal terms of the Placing Agreement are set out below:

Date

February 3, 2026 (before trading hours of the Stock Exchange)

Parties

(i) the Company; and

(ii) the Placing Agent.

To the best of the knowledge, information and belief of the Board and the Placing Agent, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) is an Independent Third Party.

Placing

Pursuant to the Placing Agreement, the Placing Agent has agreed to act as the agent for the Company and on a best effort basis, to procure not less than six (6) independent Placees to subscribe for 1,008,000 new H Shares at the Placing Price of HK$310 per H Share.

Placing Shares

Under the terms of the Placing Agreement and subject to the conditions of Placing Agreement, the Company will issue 1,008,000 new H Shares with a nominal value of RMB1.00 each in the issued H share capital of the Company.

The Placing Shares represent approximately 2.38% of the H Shares in issue and approximately 1.40% of the total number of Shares in issue as at the date of this announcement, and approximately 2.32% of the H Shares and approximately 1.38% of the total number of Shares in issue as enlarged by the allotment and issuance of the Placing Shares (assuming that except for the Placing Shares allotted and issued, there is no change in the issued Shares of the Company from the date of this announcement up to the Completion Date). The total nominal value of the Placing Shares under the Placing will be RMB1,008,000.

Placees

The Placing Shares will be placed by the Placing Agent, on a best effort basis, to not less than six (6) Placees who are independent individual, professional or institutional investor who and whose ultimate beneficial owners are Independent Third Parties (the "**Placee(s)**"). It is not expected that any Placee will become a substantial shareholder (as defined under the Listing Rules) of the Company immediately after the Completion of the Placing.

Placing Price

The Placing Price of HK$310 per H Share represents:

(i) a discount of approximately 17.68% to the closing price of HK$376.60 per H Share as quoted on the Stock Exchange on February 2, 2026 (being the Last Trading Day and the date on which the Placing Price is fixed); and

(ii) a discount of approximately 1.07% to the average closing price of HK$313.36 per H Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including January 30, 2026 (being the date immediately prior to (but excluding) the Last Trading Day).

The Placing Price was determined based on the prevailing market prices of the H Shares and was arrived at by the Company and the Placing Agent through arm's length negotiation. The Board considers that the Placing Price is fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

Ranking of Placing Shares

The Placing Shares, when allotted and issued by the Company under the General Mandate pursuant to the Placing Agreement, shall rank *pari passu* in all respects with other H Shares then in issue and be free and clear from all encumbrances and with all rights attaching thereto as at date of issue of the Placing Shares, including the right to receive all dividends and other distributions which may be declared, made or paid in respect of the Placing Shares, the record date for which shall fall on or after the date of issue of the Placing Shares.

Conditions of the Placing

Completion of the Placing is conditional upon the fulfilment or waiver (if applicable) of the following conditions:

(a) the Listing Approval having been granted by the Stock Exchange and such Listing Approval not subsequently being revoked prior to the delivery of the definitive share certificate(s) representing the Placing Shares;

(b) approvals, permissions, actions, authorisations and filings required to be completed prior to the Completion for the performance by the Company of its obligations under the Placing Agreement and the matters contemplated by the Placing Agreement have been obtained and are in full force and effect;

(c) the Placing Agent having received on the Completion Date the final draft or substantially complete draft of the CSRC Filings, such drafts to be in form and substance reasonably satisfactory to the Placing Agent; and

(d) the Company's representations and warranties made pursuant to the Placing Agreement being true and accurate and not misleading as of the date of the Placing Agreement and the Completion Date.

Save for condition (d) above, which are waivable by the Placing Agent, all other conditions are not waivable at all time. In the event of any of the conditions above not having been fulfilled or not waived (as the case may be) on or prior to 4:00 p.m. (Hong Kong time) on Completion Date or such later time as may be agreed in writing between the Company and the Placing Agent, all rights, obligations and liabilities of the parties in relation to the Placing shall cease and determine and none of the Parties shall have any claim against the other, save for antecedent breaches.

Completion of the Placing

Subject to the fulfilment or waiver (as the case may be) of the conditions set out above, the Completion shall take place at or before 4:00 p.m. on the Completion Date.

GENERAL MANDATE TO ISSUE THE PLACING SHARES

The Placing Shares will be issued by the Company under the General Mandate, pursuant to which the Board is authorized to allot issue, and deal with shares not exceeding 20% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of the extraordinary general meeting of the Company held on December 10, 2025.

As at January 22, 2026, the Company has completed the placing of 780,000 H Shares in total under the General Mandate (the "**Previous Placing**"), representing approximately 5.48% of the Shares of the Company may issue under the General Mandate. Thus, as at the date of this announcement, the number of the Shares of the Company may issue under the General Mandate is 13,457,518, representing approximately 94.52% of the Shares of the Company may issue under the General Mandate.

Save as disclosed above, as of the date of this announcement, the Company has not issued any other new Shares under the General Mandate. The Board has approved the Placing under the General Mandate and the Placing does not require further Shareholders' approval.

LOCK-UP

Pursuant to the Placing Agreement, the Company hereby undertakes to the Placing Agent that: it will not allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares during the period commencing on the date of the Placing Agreement up to 60 days after the Completion Date, unless the prior written consent of the Placing Agent having been obtained, other than pursuant to: (i) any exercise of any convertible notes or warrants or options in issue at the date of the Placing Agreement or any other conversion or subscription rights existing as at the date of t the Placing Agreement; (ii) exercise of any share options granted pursuant to the share option scheme of the Company adopted pursuant to the Listing Rules as at the date of the Placing Agreement; (iii) exercise of any restricted share units granted pursuant to the restricted share unit scheme of the Company adopted pursuant to the Listing Rules as at the date of the Placing Agreement; (iv) any scrip dividend scheme; or (v) any allotment and issue of the Placing Shares pursuant to the Placing Agreement. The Company will not agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described above.

Guotai Junan Securities (Hong Kong) Limited, the sole placing agent in connection with the Previous Placing, has irrevocably granted the Company consent to conduct the Placing and relevant activities before the expiration of the lock-up period stipulated in the placing agreement of the Previous Placing.

REASONS FOR AND USE OF THE PROCEEDS FROM THE PLACING

Currently, the industry in which the Company operates is undergoing explosive growth. Leveraging the proceeds from the Global Offering, the Company has achieved notable progress in technology R&D and commercial promotion of related products. UniGPT developed by the Company holds a leading position within the industry. However, AI-related technologies are evolving rapidly, and the density and speed of capital investment will directly determine the future competitive landscape. As the global AI industry accelerates its transition from "model capability enhancement" to the stage of "scalable application of agent systems", demand for agent infrastructure with sustained decision-making, execution, and collaboration capabilities has significantly increased. Through early technical and operational practices, the Company has observed that the development speed and application breadth of agents have exceeded original expectations. Existing technical architectures can no longer support the scalable production and multi-scenario deployment of agents. Meanwhile, competition in the AI-related industries has evolved beyond mere technological rivalry and algorithmic contests into a comprehensive race encompassing data, computing power, top-tier talent, and commercialization speed. Compared to traditional apps, agents are increasingly permeating various aspects of life and industries. The industry is becoming more segmented, giving rise to more vertical segments.

Against this backdrop, the proceeds from this Placing will play a pivotal role in driving the Company's future development, helping to further accelerate core technology R&D, upgrade the "One Base and Two Wings" agent technology architecture, and extend the Company's window of technological leadership. Proceeds from the previous Placing were primarily allocated to strengthening model and industry application capabilities centered on the Atlas Intelligent Computing Platform (Infra) and the UniGPT, advancing the deployment of intelligent solutions in sectors such as healthcare and transportation. Compared to the previous Placing, the net proceeds from this Placing will be focused on a systematic upgrade of the existing technology framework. This involves reconstructing the "One Base and Two Wings" foundation centered on the Unified Intelligence & Compute Base: on one hand, building a reusable and transferable professional agent system to serve key industries; on the other hand, advancing edge-side multimodal agent deployment to cover a broader range of application scenarios and terminals. This upgrade will integrate the UniGPT with Atlas, maximizing optimization of training and inference efficiency, reducing costs and accelerating agent evolution. It will also abstract and consolidate various business-specific agents, focusing on "professional agents" and "edge-side agents", thereby enhancing the efficiency of core technology advancement and cross-industry application replication.

Although the net proceeds from the previous Placing have not yet been utilized, given the aforementioned strategic priorities and the urgent pace of industry development, the proceeds from this Placing will enable the Company to seize opportunities arising from the industry's explosive growth, actively pursue diverse commercial opportunities, enhance the competitiveness of its products and solutions, and rapidly capture various market segments, accelerating the conversion of its leading technological advantages into product barriers and market share. This Placing represents a deepening and acceleration of the established technology roadmap, aiming to seize the inflection point in agent industrialization and solidify the Company's long-term core competitiveness.

Assuming all the Placing Shares are fully placed, the gross proceeds and net proceeds (after deducting the commission and estimated expenses) from the Placing are expected to be HK$312.48 million and approximately HK$307.19 million, respectively. On such basis, the net issue price will be approximately HK$304.75 per Placing Share.

The net proceeds from the Placing will be used for: (i) deepening the "One Base and Two Wings" technological foundation; and (ii) enhancing the core competitiveness of the Company's main products and solutions. Specifically:

(i) Approximately 65% of the net proceeds from the Placing will be allocated to the Company's core technology R&D, aimed at upgrading the "One Base and Two Wings" agent technology architecture to establish the Company's long-term competitive moat and cost advantages in the AGI era. The detailed allocation of proceeds is as follows:

(a) Approximately 16% of the net proceeds from the Placing will be used to build the "UniGPT@Atlas" Unified Intelligence & Compute Base (One Base)

This involves integrating the "UniGPT General Foundation LLM" and "Atlas Intelligent Computing Platform (Infra)", achieving an upgrade from a "Model Factory" to an "Agent Factory" through deep coupling of algorithms and computing power. This will significantly reduce the inference cost per token, establishing the Company's cost leadership position in the MaaS (Model as a Service) market. Key initiatives include upgrading heterogeneous computing cluster scheduling, developing proprietary operator acceleration frameworks and model quantization and compression algorithms. These technical measures will implement a "cost leadership strategy," reducing energy and computing consumption during large-model commercial operations while enhancing the Company's price competitiveness and gross margin levels.

(b) Approximately 33% of the net proceeds from the Placing will be used to developing the core of the "UniGPT • DeepLogic" professional agent (Left Wing)

Building upon the "UniGPT Medical" foundation, this initiative will research and develop the "UniGPT • DeepLogic" professional agent architecture, equipped with long-term logical reasoning capabilities. Through refinement and alignment of industry-specific terminology corpora, it addresses the "hallucination" pain points of large models in specialized domains, constructing an agent core with "expert-level credibility". This will support closed-loop task execution in complex production environments and enable rapid transferability across industries from healthcare to transportation and government services. Key initiatives include: industry expert knowledge bases construction, industrial-grade agent frameworks development, and industry compliance and security R&D. By deepening vertical industry expertise, the Company transforms AI capabilities into high-stickiness, high-ARPU industry assets, enhancing its bargaining power and long-term contract value in B2B and government markets.

(c) Approximately 16% of the net proceeds from the Placing will be used to upgrade the "UniGPT·OmniSense" edge-side multimodal agent (Right Wing)

Building upon the "UniGPT·Audio" foundation, this initiative will develop audio-visual integration, end-to-end full-duplex interaction, and edge-side agents and inference engines to address real-time responsiveness and privacy security issues for edge-side AI. The goal is to provide a "localized brain" for smart home appliances, smart cockpits, and embodied intelligence, enabling rapid technological penetration into IoT scenarios. Key initiatives include: upgrading multimodal perception algorithms, lightweight modeling and edge computing engineering, global language and scenario adaptation. These efforts will drive technology integration into terminal devices (AI Inside).

(ii) Approximately 35% of the net proceeds from the Placing will be allocated to enhancing the core competitiveness of our main products and solutions.

(a) Approximately 15.9% of the net proceeds from the Placing will be used for industry agent development

① Approximately 5.3% of the net proceeds from the Placing will be used for the Resident Personal Health Profile Agent: Built upon the "UniGPT • DeepLogic" agent core, with its long-range logical reasoning and advanced hallucination suppression capabilities, it integrates diverse resident medical and health data, breaks down data silos across different medical scenarios, and enables data completeness and compliance through rigorous quality validation, and lays a solid foundation for subsequent applications. Meanwhile, it establishes standardized personal health records by automatically aggregating and dynamically updating core information such as medical visits, medication history, and allergies. Manual supplementation of personalized details like family medical history is supported to ensure comprehensive and traceable health documentation. Based on this data, precise personal health profiles are created, presenting residents' health status, chronic disease risks, and progression trends. Through visualization and timeline tracking, residents can easily understand their health conditions, while also providing accurate references for medical services, advancing the precision of health management.

② Approximately 5.3% of the net proceeds from the Placing will be allocated to the development of the Intelligent Technical Documentation Review Agent, an expert agent built upon the multimodal capability foundation of "UniGPT·OmniSense". This agent enables automated review of industry-specific technical documents. It can automatically process draft technical documents, perform data analysis and information extraction (such as technical parameters, specifications, and terms), and then conduct multidimensional verification through predefined rules and models. This process precisely identifies technical vulnerabilities and data inconsistencies, generating audit reports and optimization recommendations to efficiently complete the review of technical documents, engineering drawings, and other materials, reduces labor costs and error risks, and provides reliable support for technical decision-making. It also supports key functions like multimodal drawing analysis, visual workflow orchestration, and interactive knowledge Q&A for technical documentation.

③ Approximately 5.3% of net proceeds from the Placing will be used for the intelligent customer service agent: its core objective is to address the actual demand for reducing high labor costs in various scenarios. This agent features rapid learning, easy customization, accent compatibility, and human-like pronunciation, enabling the automatic generation of work orders and the automatic summary of statistical reports, thereby reducing repetitive manual operations. At the same time, professional discourse analysis can be conducted on various issues reported by users, and unresolved customer problems can be systematically classified and summarized to provide support for subsequent problem optimization. The overall R&D direction focuses on creating a humanized customer service agent with competence, attitude, and warmth to enhance customer service efficiency and experience while further reducing labor costs.

(b) Approximately 19.1% of the net proceeds from the Placing will be allocated to the development and operation of smart health management ToC products.

The Company will develop and operate smart healthcare applications targeting consumers (ToC), with hospitals and other professional medical institutions as core channels. The initiative will focus on the comprehensive needs of patients within hospital premises and post-treatment scenarios, with a strategic emphasis on post-consultation services, including core offerings such as post-treatment health management, medical insurance reimbursement guidance, physical examination and recheck reminders, and report interpretation and consultations. It will also extend into value-added services including insurance coverage, medical and pharmaceutical support, and health management, ultimately building an integrated service ecosystem encompassing "personal health profile creation + medical insurance and healthcare service integration + comprehensive health service coverage + medical and health product marketplace operation," comprehensively addressing users' healthcare and health management needs.

Although as at January 31, 2026, HK$108.09 million of the Net Proceeds from Global Offering (as defined below) and all the net proceeds (approximately HK$191.69 million) from the Previous Placing remained unutilized, these funds will continue to be used in accordance with the intended use set out in the Prospectus and the announcement of the Previous Placing dated January 22, 2026. Given the Company's strong track record and ongoing growth initiatives, the Company believes the Placing provides an opportunity to further strengthen the Company's financial strength for capitalizing on the current growth opportunities.

In view of the above, the Board considers that the terms of the Placing Agreement (including but not limited to the Placing Price and the Placing commission payable to the Placing Agent) are fair and reasonable and the Placing is in the interests of the Company and its Shareholders as a whole.

EQUITY FUND RAISING ACTIVITY IN THE PAST TWELVE MONTHS

Previous Placing

On January 22, 2026, the Company completed the Previous Placing. A total of 780,000 new H Shares, representing approximately 1.08% of the total number of Shares in issue as at the date of this announcement, have been successfully placed to not less than six Placees at the Placing Price of HK$252.00 per H Share. The net proceeds from the Previous Placing (after deducting the commissions and estimated expenses) amounted to approximately HK$191.69 million, which have not been utilised as at January 31, 2026. The net proceeds from the Previous Placing will be utilized for the purposes as set out in the announcement of the Previous Placing of the Company dated January 22, 2026.

The intended and actual usage of the net proceeds from the Previous Placing as at January 31, 2026 are set out below:

<table>
<tr><th colspan="2">Intended use of the net proceeds</th><th>Net proceeds from the Previous Placing available (HK$ million)</th><th>Percentage of use of proceeds raised (%)</th><th>Actual net amount utilized as at January 31, 2026 (HK$ million)</th><th>Unutilized net amount as at January 31, 2026 (HK$ million)</th><th>Expected timeline for fully utilizing the unutilized net amount</th><th>Expected timeline as disclosed in the announcement of the Previous Placing</th></tr>
<tr><td rowspan="3">Enhance R&D capabilities</td><td>Strengthen the Atlas AI Infrastructure</td><td>46.01</td><td>24%</td><td>–</td><td>46.01</td><td rowspan="9">On or before December 31, 2026</td><td rowspan="9">On or before December 31, 2026</td></tr>
<tr><td>Upgrade UniBrain centered on AI agents</td><td>38.34</td><td>20%</td><td>–</td><td>38.34</td></tr>
<tr><td>Talent cultivation and joint R&D</td><td>11.50</td><td>6%</td><td>–</td><td>11.50</td></tr>
<tr><td rowspan="2">Invest in emerging business opportunities</td><td>Regional AI infrastructure and application platform</td><td rowspan="2">76.68</td><td rowspan="2">40%</td><td rowspan="2">–</td><td rowspan="2">76.68</td></tr>
<tr><td>Industry AI agent products</td></tr>
<tr><td rowspan="4">Working capital and general corporate use</td><td>Rentals and property expenses of the Group</td><td rowspan="4">19.17</td><td rowspan="4">10%</td><td rowspan="4">–</td><td rowspan="4">19.17</td></tr>
<tr><td>Renovation costs for newly established offices, showrooms, and other facilities</td></tr>
<tr><td>Personnel costs for administrative staff</td></tr>
<tr><td>Other daily operating expenses</td></tr>
<tr><td colspan="2">Total</td><td>191.69</td><td>100.00%</td><td>–</td><td>191.69</td><td>–</td><td>–</td></tr>
</table>

Note: Due to rounding, there may be a difference between the sum of the individual sub-values and the total amount. The expected timeline for fully utilizing unutilized net amount is based on the Company's forecasts, which is subject to the current and future development of the market conditions.

Global Offering

On June 30, 2025, the H Shares were listed on the Main Board of the Stock Exchange. After deducting underwriting fees, commissions and other offering expenses, the net proceeds from the Global Offering and the exercise of the Over-allotment Option (as defined in the Prospectus) amounted to approximately HK$236.94 million (the "**Net Proceeds**"), which will be utilized for the purposes as set out in the Prospectus.

The intended and actual usage of the Net Proceeds as at January 31, 2026 are set out below:

Intended use of the net proceeds		Net proceeds from the listing available (HK$ million)	Percentage of use of proceeds raised (%)	Actual net amount utilized as at January 31, 2026 (HK$ million)	Unutilized net amount as at January 31, 2026 (HK$ million)	Expected timeline for fully utilizing the unutilized net amount	Expected timeline as disclosed in the prospectus
Enhance R&D capabilities	Invest in Atlas AI infrastructure	73.00	30.81%	71.15	1.85	On or before September 30, 2026	Within five years of listing
	Upgrade the UniBrain	18.30	7.72%	17.53	0.77	On or before September 30, 2026	
	Talent cultivation and joint R&D	16.75	7.07%	4.24	12.51	On or before September 30, 2026	
Invest in emerging business opportunities and increase the adoption and penetration of products in vertical industries and scenarios	R&D personnel investment	64.45	27.20%	16.23	48.22	On or before September 30, 2026	Within five years of the listing
	Sales personnel investment	36.33	15.33%	2.59	33.74	On or before September 30, 2026	
	Marketing and promotional expenses	10.58	4.47%	0.42	10.16	On or before September 30, 2026	
Working capital and general corporate use	Inventory	17.53	7.40%	5.27	0.84	On or before September 30, 2026	–
	Service fees			6.14			
	Rentals and property management fees			2.12			
	Other working capital expenditures			3.16			
Total		**236.94**	**100.00%**	**128.85**	**108.09**	**–**	**–**

Note: Due to rounding, there may be a difference between the sum of the individual sub-values and the total amount. The expected timeline for fully utilizing unutilized net amount is based on the Company's forecasts, which is subject to the current and future development of the market conditions.

The expected timeline for full utilization of the net proceeds has been accelerated compared to the expected timeline disclosed in the Prospectus, due to continuous R&D investment and robust business opportunities.

Save as disclosed above, the Company has not carried out any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

IMPACT OF THE PLACING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets forth the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Completion of the Placing, assuming the Placing will be completed in full and there will be no other changes in the total share capital in issue of the Company from the date of this announcement up to the Completion of the Placing.

	As at the date of this announcement		**Immediately after the Completion of the Placing**	
	Number of Shares	**Approximate percentage of the total number of Shares in issue** [Note 1]	**Number of Shares**	**Approximate percentage of the total number of Shares in issue** [Note 1]
Domestic unlisted Shares				
Core connected persons[Note 2]	16,658,441	23.15%	16,658,441	22.83%
Other holders of domestic unlisted Shares	8,336,620	11.58%	8,336,620	11.42%
Sub-total	**24,995,061**	**34.73%**	**24,995,061**	**34.25%**
Unlisted Foreign Shares				
Ming Fu Investments Limited[Note 3]	**4,570,649**	**6.35%**	**4,570,649**	**6.26%**
H Shares				
H Shares held by core connected persons[Note 4]	15,865,662	22.05%	15,865,662	21.74%
H Shares held by other public H Shareholders	26,536,221	36.87%	26,536,221	36.36%
H Shares held by Placees	—	—	1,008,000	1.38%
Sub-total	**42,401,883**	**58.92%**	**43,409,883**	**59.49%**
Total	**71,967,593**	**100.00%**	**72,975,593**	**100.00%**

Notes:

1. The percentages have been rounded up to the nearest two decimal places and any discrepancy between the totals and sums of amounts listed in the table is due to rounding.

2. This represents the sum of (i) 16,481,964 domestic unlisted Shares in which Dr. Huang Wei, Dr. Liang Jia'en and Dr. Kang Heng, executive Directors of the Company, were deemed to be interested by virtue of their acting-in-concert arrangement. Dr. Liang Jia'en directly held 1,835,658 domestic unlisted Shares, and Dr. Kang Heng directly held 1,101,395 domestic unlisted Shares. Yunsi Shangyi directly held 11,697,500 domestic unlisted Shares, while Yunchuang Hudong directly held 1,847,411 domestic unlisted Shares. The general partner of each of Yunsi Shangyi and Yunchuang Hudong is Tianjin Yunsheng, which is held as to 99% of equity interests by Dr. Huang Wei and 1% of equity interests by Mr. Liu Shengping, the executive Director of the Company. Dr. Huang Wei is also the largest limited partner of Yunsi Shangyi with 82.59% partnership interest. Each of Yunsi Shangyi and Yunchuang Hudong is controlled by Dr. Huang Wei. As such, each of Tianjin Yunsheng and Dr. Huang Wei is deemed to be interested in the Shares held by Yunsi Shangyi and Yunchuang Hudong for the purpose of Part XV of the SFO; (ii) 176,477 domestic unlisted Shares of the Company in which Mr. Li Zhichao, non-executive Director of the Company, was deemed to be interested.

3. Ming Fu Investments Limited (a private joint stock company incorporated in Hong Kong) is directly held as to 96.94% by Qiming Venture Partners III, L.P., and the general partner of Qiming Venture Partners III, L.P. is Qiming GP III, L.P., and the general partner of which is Qiming Corporate GP III, Ltd., an exempted company incorporated in the Cayman Islands which is an Independent Third Party. As such, each of Qiming Venture Partners III, L.P., Qiming GP III, L.P. and Qiming Corporate GP III, Ltd. were deemed to be interested in the unlisted foreign Shares held by Ming Fu Investments Limited.

4. This represents the sum of (i) 7,063,697 H Shares in which Dr. Huang Wei, Dr. Liang Jia'en and Dr. Kang Heng, executive Directors of the Company, were deemed to be interested by virtue of their acting-in-concert arrangement. Dr. Liang Jia'en directly held 786,710 H Shares, and Dr. Kang Heng directly held 472,026 H Shares. Yunsi Shangyi directly held 5,013,214 H Shares, while Yunchuang Hudong directly held 791,747 H Share. The general partner of each of Yunsi Shangyi and Yunchuang Hudong is Tianjin Yunsheng, which is held as to 99% of equity interests by Dr. Huang Wei and 1% of equity interests by Mr. Liu Shengping, the executive Director of the Company. Dr. Huang Wei is also the largest limited partner of Yunsi Shangyi with 82.59% partnership interest. Each of Yunsi Shangyi and Yunchuang Hudong is controlled by Dr. Huang Wei. As such, each of Tianjin Yunsheng and Dr. Huang Wei is deemed to be interested in the Shares held by Yunsi Shangyi and Yunchuang Hudong for the purpose of Part XV of the SFO; (ii) 152,097 H Shares in which Mr. Li Zhichao, non-executive Director of the Company, was deemed to be interested; and (iii) 8,649,868 H Shares in which Li Shujun was deemed to be interested. TBP Sound Cloud Holdings (HK) Limited beneficially owned 6,202,020 H Shares, all of which were owned as to 100% by TBP Sound Cloud Holdings Limited. TBP Sound Cloud Holdings Limited is owned as to 100% by Trustbridge Partners V, L.P., while Trustbridge Partners V, L.P. is owned as to 100% by TB Partners GP5, L.P., which is owned as to 100% by TB Partners GP5 Limited. TBP Sound Cloud Holdings (HK) II Limited beneficially owned 2,447,848 H Shares, all of which were owned as to 100% by TBP Sound Cloud Holdings II Limited. TBP Sound Cloud Holdings II Limited is owned as to 100% by Trustbridge Partners VII, L.P., while Trustbridge Partners VII, L.P. is owned as to 100% by TB Partners GP7, L.P., which is owned as to 100% by TB Partners GP7 Limited. All of TB Partners GP5 Limited and TB Partners GP7 Limited were owned as to 100% by Li Shujun. As such, Li Shujun is deemed to be interested in 6,202,020 H Shares held by TBP Sound Cloud Holdings (HK) Limited and 2,447,848 H Shares held by TBP Sound Cloud Holdings (HK) II Limited for the purpose of Part XV of the SFO.

The Board confirms that, immediately after the Completion of the Placing, the public float of the Company will be no less than 25% of the Company's issued share capital as enlarged by the Placing (assuming that the Placing Shares are fully placed and except for the Placing Shares allotted and issued, there is no change in the issued Shares of the Company from the date of this announcement up to the date of Completion of the Placing).

APPLICATION FOR LISTING

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Placing Shares.

FILING WITH REGULATORY AUTHORITIES IN THE PRC

After the Placing Shares are issued and listed on the Stock Exchange, the Company will file with the regulatory authorities in the PRC in accordance with the relevant applicable laws and regulations, including the CSRC Filings.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Upon Completion of the Placing, the registered capital and total number of the Shares of the Company will be changed to RMB72,975,593 and 72,975,593 Shares, respectively. To reflect such changes in the registered capital and total share capital of the Company, corresponding amendments will be made to the Articles of Association (the "**Amendments to the Articles of Association**").

In accordance with the resolution in relation to the General Mandate passed at the extraordinary general meeting of the Company held on December 10, 2025, the general meeting of the Company has authorized the Board and for the Board to further authorize the chairman of the Board and his authorized persons (unless otherwise provided by relevant laws and regulations in respect of matters of sub-delegation) to make corresponding amendments to the Articles of Association as it considers appropriate and necessary to reflect the registered capital and total share capital of the Company as a result of issuance of additional Shares under the General Mandate. As such, the Amendments to the Articles of Association do not require further Shareholders' approval and will become effective from the date of Completion of the Placing.

As the Completion of the Placing is subject to the fulfilment of certain conditions precedent under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Board"	the board of directors of the Company
"Company"	Unisound AI Technology Co., Ltd. (雲知聲智能科技股份有限公司), a company initially established in the PRC with limited liability on June 29, 2012, and converted into a joint stock company with limited liability on June 24, 2019, and the H shares of which were listed on the Main Board of the Stock Exchange (stock code: 9678) on June 30, 2025
"Completion"	the completion of the Placing on the terms and subject to the conditions set out in the Placing Agreement
"Completion Date"	expected to be the two (2) Business Days after the date upon which the Listing Approval has been granted but in any event no later than February 10, 2026, or such other date as may be agreed in writing between the Placing Agent and the Company
"connected persons"	has the meaning ascribed to it under the Listing Rules
"Controlling Shareholders"	has the meaning ascribed thereto in the Listing Rules, unless the context otherwise requires, refer to Dr. Liang Jia'en, Dr. Huang Wei, Dr. Kang Heng, Tianjin Yunsheng, Yunsi Shangyi and Yunchuang Hudong
"core connected persons"	has the meaning ascribed to it under the Listing Rules
"CSRC"	China Securities Regulatory Commission (中國證券監督管理委員會)
"CSRC Filings"	the CSRC Filing Report and any relevant supporting materials to be filed with the CSRC
"CSRC Filing Report"	the filing report in relation to the Placing and any transactions contemplated by the Placing Agreement to be filed with the CSRC

"CSRC Filing Rules"	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies issued by the CSRC and supporting guidelines issued by the CSRC (effective from 31 March 2023), as amended, supplemented or otherwise modified from time to time
"Director(s)"	the director(s) of the Company
"General Mandate"	the general mandate granted to the Directors to allot, issue or otherwise deal with Shares (including any sale or transfer of treasury shares) not exceeding 20% of the total number of issued Shares in issue (excluding any treasury shares), pursuant to a resolution of the Shareholders passed at the extraordinary general meeting of the Company held on December 10, 2025
"Global Offering"	the Hong Kong Public Offering and the International Offering (each as defined in the Prospectus)
"Group"	the Company and its subsidiaries from time to time
"H Share(s)"	the overseas listed foreign Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"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
"Last Trading Date"	February 2, 2026, being the last trading day prior to the signing of the Placing Agreement, which took place before trading hours
"Listing Approval"	the written confirmation issued by the listing committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares
"Listing Date"	June 30, 2025, on which the H Shares were listed and on which dealings in the H Shares were first permitted to commence on the Stock Exchange

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Placing"	the placing of the Placing Shares by or on behalf of Placing Agent on the terms and subject to the conditions set out in the Placing Agreement
"Placing Agent"	Guotai Junan Securities (Hong Kong) Limited
"Placing Agreement"	the placing agreement entered into between the Company and the Placing Agent on February 3, 2026 in relation to the Placing under the General Mandate
"Placing Price"	HK$310 per Placing Share
"Placing Shares"	1,008,000 new H Shares to be allotted and issued under the terms and conditions of the Placing Agreement
"PRC" or "China"	the People's Republic of China excluding, for the purposes of this announcement, Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Prospectus"	the prospectus of the Company dated June 20, 2025
"RMB"	Renminbi, the lawful currency of the PRC
"Securities Act"	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) in the capital of the Company with a nominal value of RMB1.00 each, comprising the domestic unlisted Shares, unlisted foreign Shares and the H Shares
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules

"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Tianjin Yunsheng"	Tianjin Yunsheng Information Technology Co., Ltd. (天津市雲盛信息技術有限公司), a company established in the PRC on March 3, 2016 and one of the Controlling Shareholders
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"United States" or "U.S."	has the meaning ascribed to it under Rule 902 of Regulation S under the Securities Act
"Unlisted Shares"	unlisted ordinary Share(s) issued by the Company, with a nominal value of RMB1.00 each, which is/are not listed or traded on any stock exchange
"Yunchuang Hudong"	Beijing Yunchuang Hudong Investment Management Consulting Partnership (Limited Partnership) (北京雲創互動投資管理諮詢合夥企業(有限合夥)), a limited partnership established in the PRC on May 13, 2015, and one of the employee incentive platforms and Controlling Shareholders
"Yunsi Shangyi"	Yunsi Shangyi (Tianjin) Enterprise Management Partnership (Limited Partnership) (雲思尚義(天津)企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on March 28, 2016 and one of the Controlling Shareholders
"%"	per cent

By Order of the Board
Unisound AI Technology Co., Ltd.
Dr. Huang Wei
Executive Director and General Manager

Beijing, the PRC
February 3, 2026

As of the date of this announcement, the board of directors of the Company comprises: (i) Dr. Liang Jia'en, Dr. Huang Wei, Dr. Kang Heng, Dr. Li Xiaohan and Dr. Liu Shengping as executive directors; (ii) Mr. Li Zhichao and Mr. Li Ang as non-executive directors; and (iii) Mr. Hu Jianjun, Dr. Fan Jian, Dr. Jin Huihua and Dr. Zhang Kun as independent non-executive directors.