Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and is not intended to and does not constitute, or form part of, an invitation or offer to acquire, purchase or subscribe for securities of MEGAIN Holding (Cayman) Co. Ltd., nor shall there be any sale, purchase or subscription for securities of MEGAIN Holding (Cayman) Co. Ltd. in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of relevant laws of such jurisdiction.

MEGAIN technology

MEGAIN Holding (Cayman) Co., Ltd.
美佳音控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6939)

PROFIT WARNING

This announcement is made by MEGAIN Holding (Cayman) Co., Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board of directors of the Company (the "**Board**", and the members of the Board, the "**Directors**") wishes to inform the shareholders of the Company (the "**Shareholders**") and potential investors that, based on the preliminary assessment on the unaudited consolidated management accounts of the Group for the year ended 31 December 2025 (the "**Relevant Period**") and other information currently available to the Board, it is expected that the Group will record a net loss attributable to owners of the Company not less than approximately RMB60,000,000 during the Relevant Period as compared with the net profit attributable to owners of the Company of approximately RMB9,662,000 for the corresponding period in 2024.

The turnaround from profit to loss is mainly attributable to the following factors: (i) the gross profit margin of compatible printer cartridge chips business of the Group decreased significantly as a result of keen competition of the compatible cartridge chips industry for the Relevant Period; (ii) the increase in selling and distribution expenses of the Group for the Relevant Period due to increased marketing activities for strengthening the development of new businesses of the Group such as chips for internet of things and online sales; (iii) the increase in administrative expenses of the Group due to the change of the headquarters in the People's Republic of China and written-off of raw materials costs; and (iv) the significant increase in impairment losses of assets, including property, plant and equipment, intangible assets, and prepayments, due to the incurring of net operating loss of the Group for the Relevant Period.

As the Company is still in the process of finalizing the consolidated annual results of the Group for the Relevant Period, the information contained in this announcement is only a preliminary assessment by the Board based on the unaudited consolidated management accounts of the Group for the Relevant Period and other information currently available to the Board, which is still under review by the Company's auditor and has not been reviewed by the audit committee of the Company. Shareholders and potential investors are advised to read carefully the annual results announcement of the Group for the Relevant Period which is expected to be released by the end of March 2026.

TAKEOVERS CODE IMPLICATIONS

Reference is made to (i) the joint announcements (the "**Joint Announcements**") issued by the Company and the Offeror on 23 January and 13 February 2026 in relation to, among other things, the mandatory unconditional cash offer to be made by ICBC International Capital Limited for and on behalf of the Offeror to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it); and (ii) the monthly update announcement jointly issued by the Company and the Offeror on 13 March 2026. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Joint Announcements.

The profit warning included in this announcement (the "**Profit Warning**") constitutes a profit forecast under Rule 10 of the Takeovers Code and should be reported on by the Company's financial advisers and auditors or consultant accountants in accordance with Rule 10 of the Takeovers Code.

In view of the requirements of timely disclosures of the inside information under Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules), the Company is required to issue this announcement as soon as practicable. Given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10 of the Takeovers Code.

Under Rule 10 and Practice Note 2 of the Takeovers Code, if the Profit Warning is published first in an announcement, it must be repeated in full, together with the reports from the Company's financial advisers and auditors or accountants on the Profit Warning, in the next document to be despatched to the Shareholders (the "**Shareholders' Document**"). However, if the audited annual results of the Group for the Relevant Period (which fall within the ambit of Rule 10.9 of the Takeovers Code and to which the Profit Warning relates) are published prior to the despatch of the next Shareholders' Document and the relevant results together with the notes to the financial statements are incorporated by reference in the next Shareholders' Document, the requirements to report on the Profit Warning under Rule 10 of the Takeovers Code will no longer apply.

Shareholders and potential investors of the Company should note that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Offer (as defined in the Joint Announcements).

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

By Order of the Board
MEGAIN Holding (Cayman) Co., Ltd.
Cheng Hsien-Wei
Chairman

Hong Kong, 17 March 2026

As at the date of this announcement, the Board comprises Mr. Cheng Hsien-Wei as executive Director; Mr. Lam Tsz Leung and Ms. Yu Erhao as non-executive Directors; and Mr. Chen Mark Da-jiang, Mr. Kao Yi-Ping and Mr. Li Huaxiong as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

* *For identification purposes only*