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Seyond Holdings Ltd.

圖達通*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2665)

(Warrant Code: 2673)

(1) ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED DECEMBER 31, 2025; AND (2) ESTABLISHMENT OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

(1) ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED DECEMBER 31, 2025

The board (the “**Board**”) of directors (the “**Directors**”) of Seyond Holdings Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the audited consolidated annual results of the Group for the year ended December 31, 2025 (the “**Reporting Period**”), together with the comparative figures for the year ended December 31, 2024, which have been reviewed by the audit committee of the Board (the “**Audit Committee**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the republished De-SPAC Circular of TechStar Acquisition Corporation dated December 10, 2025 (the “**De-SPAC Circular**”).

FINANCIAL HIGHLIGHTS

Consolidated Statement of Profit or Loss

	For the year ended December 31,		
	2025	2024	Change (%)
	<i>(US\$ in thousands, except for percentages)</i>		
Revenue	154,208	159,575	(3.4)
Gross profit/(loss)	12,254	(13,906)	N/A
Loss for the year	(328,050)	(398,195)	(17.6)
Non-IFRS Measure	265,038	315,296	(15.9)
Adjusted net loss	(63,012)	(82,899)	(24.0)

Note:

Please refer to section headed “Non-IFRS Measure” in this announcement for more details.

Consolidated Statement of Financial Position

	As of December 31,		
	2025	2024	Change (%)
	<i>(US\$ in thousands, except for percentages)</i>		
Total current assets	227,535	126,707	79.6
Total non-current assets	36,514	49,963	(26.9)
Total assets	264,049	176,670	49.5
Total liabilities	218,882	1,148,693	(80.9)
Total equity (deficit)	45,167	(972,023)	N/A

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended December 31, 2025

	Notes	Year ended 12/31/2025 <i>US\$'000</i>	Year ended 12/31/2024 <i>US\$'000</i>
Revenue	3	154,208	159,575
Cost of sales		<u>(141,954)</u>	<u>(173,481)</u>
Gross profit/(loss)		12,254	(13,906)
Other income	4	5,202	2,458
Other gains and losses	5	(1,537)	(262)
Selling and marketing expenses		(12,603)	(8,213)
Administrative expenses		(25,980)	(21,357)
Research and development (“R&D”) expenses	7	(40,361)	(36,958)
Impairment losses (including reversals of impairment losses or impairment gains) on financial assets		183	(1,625)
Impairment losses recognised on property and equipment		(3,602)	–
Fair value changes of financial liabilities at fair value through profit or loss (“FVTPL”)		(188,861)	(312,025)
Professional fees and expenses related to De-SPAC Transaction		(7,106)	(2,485)
De-SPAC Transaction expenses arising from capital reorganisation	8	(57,085)	–
Other expenses		–	(424)
Finance costs	6	<u>(8,551)</u>	<u>(2,657)</u>
Loss before tax	7	(328,047)	(397,454)
Income tax expense	9	<u>(3)</u>	<u>(741)</u>
Loss for the year		<u>(328,050)</u>	<u>(398,195)</u>
Other comprehensive income (expense)			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<u>414</u>	<u>(34)</u>
Total comprehensive expense for the year		<u>(327,636)</u>	<u>(398,229)</u>
Loss per share (US\$)			
– Basic and diluted	10	<u>(1.10)</u>	<u>(1.67)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION*As of December 31, 2025*

	<i>Notes</i>	12/31/2025 <i>US\$'000</i>	12/31/2024 <i>US\$'000</i>
NON-CURRENT ASSETS			
Property and equipment		27,647	30,899
Right-of-use assets		4,239	7,710
Intangible assets		2,743	2,428
Other non-current assets	<i>12</i>	1,885	533
Restricted bank balances	<i>13</i>	–	8,393
		36,514	49,963
CURRENT ASSETS			
Inventories		25,501	20,478
Trade and other receivables and prepayment	<i>12</i>	68,967	62,089
Financial assets at FVTPL		9,906	1,000
Receivables at fair value through other comprehensive income (“FVTOCI”)		3,678	–
Restricted bank balances	<i>13</i>	13,613	130
Cash and cash equivalents	<i>13</i>	105,870	43,010
		227,535	126,707
CURRENT LIABILITIES			
Trade and other payables	<i>14</i>	107,255	77,020
Borrowings		65,426	29,573
Lease liabilities		3,616	2,696
Financial liabilities at FVTPL		19,151	–
Warranty liabilities		2,794	2,124
Other current liabilities		3,745	13,784
Contract liabilities		429	102
		202,416	125,299
NET CURRENT ASSETS		25,119	1,408
TOTAL ASSETS LESS CURRENT LIABILITIES		61,633	51,371

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)*As of December 31, 2025*

	<i>Notes</i>	12/31/2025	12/31/2024
		US\$'000	US\$'000
NON-CURRENT LIABILITIES			
Borrowings		–	7,000
Long term payables		1,063	27,567
Lease liabilities		1,977	4,729
Financial liabilities at FVTPL		11,379	982,136
Warranty liabilities		2,047	1,962
		<hr/>	<hr/>
		16,466	1,023,394
		<hr/>	<hr/>
NET ASSETS (LIABILITIES)		45,167	(972,023)
		<hr/> <hr/>	<hr/> <hr/>
CAPITAL AND RESERVES			
Share capital		1,299	13
Treasury shares		(15)	(1)
Share premium		1,352,958	11,667
Reserves		(1,309,075)	(983,702)
		<hr/>	<hr/>
TOTAL EQUITY (DEFICIT)		45,167	(972,023)
		<hr/> <hr/>	<hr/> <hr/>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Seyond Holdings Ltd. (the “Company”) was incorporated in the Cayman Islands on November 4, 2016 as an exempted company with limited liability under the laws of the Cayman Islands, and its shares have been listed by way of De-SPAC Transaction on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on December 10, 2025. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company is an investment holding company. The Company and its subsidiaries (together, the “Group”) are engaged in developing and manufacturing of high-performance LiDAR (Light Detection and Ranging) solutions. The Group’s products can be widely applied in smart transportation, smart highway, rail as well as smart mining, etc.

The consolidated financial statements are presented in United States dollar (“US\$”), which is also the function currency of the Company.

2. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

(i) Compliance with International Financial Reporting Accounting Standards (“IFRS”)

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

De-SPAC Transaction

A business combination agreement (“Business Combination Agreement”) was entered into on December 20, 2024 and amended on September 25, 2025 and November 6, 2025 among the Company, Seyond Merger Sub Limited, a wholly-owned subsidiary of the Company (the “Merger Sub”) and TechStar Acquisition Corporation (the “TechStar”) as part of the De-SPAC Transaction (as defined below). TechStar was a special purpose acquisition company (“SPAC”) incorporated on April 11, 2022 in Cayman Islands with limited liability company formed for the purpose of acquiring a suitable target that results in the listing of a successor company (referred to as a “De-SPAC Transaction”) within the time limits required by the Listing Rules on the Stock Exchange. TechStar completed its public offering on December 23, 2022.

Upon completion of the De-SPAC Transaction on December 10, 2025 (the “Closing Date”):

- a) the Merger Sub and TechStar amalgamated and continue as one company, following which the separate existence of Merger Sub will cease and TechStar will continue as the surviving entity and become a directly wholly-owned subsidiary of the Company;
- b) each preferred share of the Company (other than the preferred shares of the Company designated as Series A preferred shares) that was issued and outstanding immediately prior to the Closing Date was converted into ordinary shares of the Company on a 1:1 basis in accordance with the Company’s Articles; and each preferred share of the Company designated as a Series A preferred share that was issued and outstanding immediately prior to the Closing Date was converted into ordinary shares of the Company on a 1:3.57929 basis in accordance with the Company’s Articles (the “Company Shares Conversion”);

- c) the Company allotted and issued such number of fully paid shares of the Company at par value by way of capitalizing all or any part of any amount for the time being standing to the credit of the share premium account of the Company, on a pro rata basis to all shareholders of the Company that appear on the register of members of the Company immediately prior to the Closing Date and after having completing the Company Shares Conversion (the “Capitalization Issue”), such that immediately after the Capitalization Issue, the share capital of the Company (on an outstanding share basis) will consist of 1,170,000,000 ordinary shares of the Company;
- d) each option and restricted share units (“RSUs”) outstanding of the Company as of the effective time of the Capitalization Issue was, automatically and without any action on the part of any holder of such option or RSU of the Company or beneficiary thereof, continued to be an option to purchase ordinary shares of the Company and a restricted share unit covering ordinary shares of the Company respectively, subject to substantially the same terms and conditions as were applicable immediately before the effective time of the Capitalization Issue, except with proportionate adjustments as required as a result of the Capitalization Issue;
- e) 11,605,000 shares of the Company were issued to the non-redeeming TechStar shareholders pursuant to the Business Combination Agreement.

The results of TechStar have been consolidated to the Group’s consolidated financial statements since the Closing Date of the De-SPAC Transaction and further details of the De-SPAC Transaction are set out in Note 8 to the consolidated financial statements.

(ii) New and amended standards adopted by the Group

In the current year, the Group has applied the following amendments to an IFRS Accounting Standard as issued by the IASB for the first time, which are mandatorily effective for the Group’s annual period beginning on January 1, 2025 for the preparation of the consolidated financial statements:

Amendments to IAS 21	Lack of Exchangeability
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The application of the amendments to an IFRS Accounting Standard in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

(iii) New and amendments to IFRS Accounting Standards in issue but not yet effective

The Group has not early applied the following new and amendments to IFRS Accounting Standards that have been issued but are not yet effective:

Amendments to IAS 21	Translation to a Hyperinflationary Presentation Currency ³
Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards – Volume 11 ²
IFRS 18	Presentation and Disclosure in Financial Statements ³

¹ Effective for annual periods beginning on or after a date to be determined

² Effective for annual periods beginning on or after January 1, 2026

³ Effective for annual periods beginning on or after January 1, 2027

3. REVENUE

(i) Disaggregation of revenue

	Year ended 12/31/2025 <i>US\$'000</i>	Year ended 12/31/2024 <i>US\$'000</i>
Revenue from		
Products		
For advanced driving assistance system (“ADAS”)	133,075	150,110
For robotics and others	<u>18,912</u>	<u>8,233</u>
	<u>151,987</u>	<u>158,343</u>
Solutions	1,883	928
Services and others	<u>338</u>	<u>304</u>
	<u><u>154,208</u></u>	<u><u>159,575</u></u>

Timing of revenue recognition for the years ended December 31, 2025 and 2024 are as follows:

	Year ended 12/31/2025 <i>US\$'000</i>	Year ended 12/31/2024 <i>US\$'000</i>
Revenue recognised at a point in time	153,824	159,271
Revenue recognised over time	<u>384</u>	<u>304</u>
	<u><u>154,208</u></u>	<u><u>159,575</u></u>

(ii) Segment information

For the purpose of resource allocation and assessment of segment performance, the chief executive officer (“CEO”) of the Company, being the chief operating decision makers, focus and review on the overall results and financial position of the Group as a whole which are prepared based on the same accounting policies set out above. Accordingly, the Group has only one single operating segment and no further analysis of the single segment is presented.

The Group’s revenue from external customers is presented based on the locations of the end customers which are detailed below:

	Year ended 12/31/2025 <i>US\$'000</i>	Year ended 12/31/2024 <i>US\$'000</i>
Revenue from external customers		
PRC	147,225	155,646
Others	<u>6,983</u>	<u>3,929</u>
	<u><u>154,208</u></u>	<u><u>159,575</u></u>

(iii) Information about major customers

Revenue from a customer of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

	Year ended 12/31/2025 US\$'000	Year ended 12/31/2024 US\$'000
Customer A	126,051	146,110

4. OTHER INCOME

	Year ended 12/31/2025 US\$'000	Year ended 12/31/2024 US\$'000
Interest income	1,509	1,191
Government grants (<i>note</i>)	3,693	1,267
	5,202	2,458

Note: The government grants were mainly unconditional incentives provided by local government authorities in the PRC, including various forms of government financial incentives rewarding the Group's support and contribution for the development of local economies.

5. OTHER GAINS AND LOSSES

	Year ended 12/31/2025 US\$'000	Year ended 12/31/2024 US\$'000
Net foreign exchange loss (gain)	1,476	(191)
Loss (gain) from changes in fair value of financial assets at FVTPL	71	(119)
(Gain) loss related to early termination of leases	(86)	635
Others	76	(63)
	1,537	262

6. FINANCE COSTS

	Year ended 12/31/2025 US\$'000	Year ended 12/31/2024 US\$'000
Interest expenses on borrowings	2,842	1,562
Interest expenses on long term payables	5,459	749
Interest expenses on lease liabilities	250	346
	8,551	2,657

7. LOSS BEFORE TAX

Loss before tax has been arrived at after charging (crediting):

	Year ended 12/31/2025 US\$'000	Year ended 12/31/2024 US\$'000
Depreciation of property and equipment	7,137	5,572
Depreciation of right-of-use assets	2,716	2,779
Amortisation of intangible assets	1,412	1,298
	<u>11,265</u>	<u>9,649</u>
Capitalised in inventories	<u>(7,855)</u>	<u>(6,900)</u>
	<u>3,410</u>	<u>2,749</u>
Impairment losses recognised on property and equipment	3,602	–
De-SPAC Transaction expenses arising from capital reorganisation	57,085	–
Professional fees and expenses related to De-SPAC Transaction	7,106	2,485
Auditor's remuneration	379	10
Cost of inventories recognised as cost of sales	137,765	166,108
Warranty provision (included in cost of sales)	2,474	2,681
Allowance for inventories (included in cost of sales)	1,588	4,516
Staff costs, including directors' remuneration		
Salaries and other benefits	40,434	35,722
Retirement benefit scheme contributions	7,165	7,660
Discretionary performance related bonus	3,673	3,989
Share-based payment expenses	8,384	786
Severance fee	523	3,061
	<u>60,179</u>	<u>51,218</u>
Capitalised in inventories	<u>(8,999)</u>	<u>(5,996)</u>
	<u>51,180</u>	<u>45,222</u>
Research and development expenses		
Staff costs	28,725	29,732
Depreciation and amortisation	1,655	1,472
Materials consumed	5,362	6,849
Consultancy fee	2,933	4,245
Compensation for R&D expenses (<i>note</i>)	(867)	(7,727)
Others	2,553	2,387
	<u>40,361</u>	<u>36,958</u>

Note: The compensation amount pertained to compensation from NIO Co., Ltd. ("NIO"), the key customer of the Group, for R&D expenses already incurred by the Group related to R&D work on certain product in accordance with an agreement entered into between the Group and NIO in December 2024. During the year ended December 31, 2025, NIO confirmed the acceptance of side LiDAR therefore the Group recognised the compensation of US\$867,000 considering the increased probability of collectability of other receivables (2024: US\$7,727,000). The compensation is accounted for as a reduction of research and development expenses upon NIO's acceptance of the deliverables.

8. CAPITAL REORGANISATION

Capital reorganisation as part of the De-SPAC Transaction (“Capital Reorganisation”) is accounted for as share-based payment transaction under IFRS 2 and the shares allotted and issued to effect the Capital Reorganisation are measured at fair value of the equity consideration issued to the former owners of Techstar.

Since the Company has issued shares with a fair value in excess of the net assets of Techstar acquired, the difference is recognised in profit or loss as De-SPAC Transaction expenses arising from capital reorganisation.

The fair value of the consideration was determined as follows:

- (i) Based on the number of non-redeeming shares of Techstar outstanding immediately prior to the Capital Reorganisation, plus the bonus share issued immediately prior to the Capital Reorganisation, totalling 11,605,000 shares after considering capitalisation, with a share price of HK\$10 per share; and
- (ii) Based on the number of Techstar’s promoter shares outstanding immediately prior to the Capital Reorganisation, totalling 25,000,000 shares after considering capitalisation, also at a share price of HK\$10 per share.

Accordingly, the deemed consideration amounts to approximately US\$47,043,000.

The fair value hierarchy of the input (i.e. share price of Techstar) to determine De-SPAC Transaction expense is categorised under Level 1 by reference to the quoted bid prices in an active market.

The carrying amount of the identifiable assets and liabilities of Techstar acquired or assumed upon the Capital Reorganisation in exchange for the issued share capital of the Company and the De-SPAC Transaction expense arising from the capital reorganisation are set out as follows:

	<i>US\$'000</i>
Ordinary shares of the Company issued:	
– In exchange of non-redeeming Techstar’s Class A shareholders	13,558
– As bonus shares issue to non-redeeming Techstar’s Class A shareholders	1,356
– As promoter shares	<u>32,129</u>
	47,043
Less:	
Fair value of Techstar’s identifiable assets acquired and liabilities assumed	
Cash and cash equivalents	15,241
Accrued payable	<u>(61)</u>
	<u>15,180</u>
Excess of net assets	31,863
Other liabilities arising from the Capital Reorganisation:	
Listed Warrants Liabilities	682
Promoter Warrants Liabilities	<u>24,540</u>
De-SPAC Transaction expense arising from capital reorganisation	<u><u>57,085</u></u>
	<i>US\$'000</i>
Net cash inflow from Capital Reorganisation:	
Cash and cash equivalent balances acquired	<u><u>15,241</u></u>

9. INCOME TAX EXPENSE

	Year ended 12/31/2025 <i>US\$'000</i>	Year ended 12/31/2024 <i>US\$'000</i>
Current Tax		
United States	–	1
Mainland China	<u>3</u>	<u>740</u>
	3	741
Deferred tax expense	<u>–</u>	<u>–</u>
	<u>3</u>	<u>741</u>

No provision of Hong Kong Profits Tax was made in the consolidated financial statements as the Group had no assessable profit subject to Hong Kong Profits Tax for both years.

The subsidiaries in China are companies incorporated under PRC law and, as such, are subjected to PRC enterprise income tax on their taxable income in accordance with the relevant PRC income tax laws. Pursuant to the PRC Enterprise Income Tax Law, or PRC EIT Law, which became effective on January 1, 2008, a uniform 25% enterprise income tax rate is generally applicable to both foreign-invested enterprises and domestic enterprises, except where a special preferential rate applies.

Tudatong (Suzhou) Co., Ltd. (“Tudatong Suzhou”) has been accredited as a “High and New Technology Enterprise” by the Science and Technology Bureau of Suzhou City and relevant authorities on November 6, 2023 and has been registered with the local tax authorities for enjoying the reduced 15% Enterprise Income Tax (“EIT”) rate from 2023 to 2025.

According to a policy promulgated by the State Tax Bureau of the PRC and effective from 2023 onwards, enterprises engaged in R&D activities are entitled to claim an additional tax deduction amounting to 100% of the qualified R&D expenses incurred in determining its tax assessable profits for that year (“Super Deduction”).

Certain subsidiaries of the Company in the PRC are qualified as “Small Low-Profit Enterprise”. The entitled subsidiaries are subjected to a preferential income tax rate as 20% for both years.

The Company’s subsidiary in the United States is subjected to 21% federal tax rate. The operations in the United States could be also subject to state and local taxes.

The Company’s subsidiaries in United States that sell goods and/or provide certain services to the Company’s subsidiaries in the PRC would be subject to a withholding tax of 10%.

The Group is operating in certain jurisdictions where the Pillar Two Rules are effective. However, as the Group’s consolidated annual revenue is expected to be less than Euro 750 million in at least two of the four fiscal years preceding the tested year, the management of the Group considered the Group is not liable to top-up tax under the Pillar Two Rules.

10. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following data:

	Year ended 12/31/2025	Year ended 12/31/2024
Loss (US\$'000):		
Loss for the year attributable to owners of the Company	<u>328,050</u>	<u>398,195</u>
Number of shares ('000):		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>299,411</u>	<u>238,620</u>

The weighted average number of ordinary shares for the purpose of basic loss per share for the years ended December 31, 2025 and 2024 has been adjusted retrospectively after taking into impact of capitalisation issue to the existing shareholders of 227,004,069 units of ordinary shares. The early exercise of share options has potential shares of 26,527 and 1,348 as of December 31, 2024 and 2025, respectively.

During the year ended December 31, 2024, the computation of diluted loss per share does not assume the conversion of the Company's redeemable convertible preferred shares and the effect of share options granted under the 2016 Share Incentive Plan as these would be anti-dilutive.

During the year ended December 31, 2025, the computation of diluted loss per share does not assume the effect of share options granted under the 2016 Share Incentive Plan, and the Company's Listed Warrants and Promoter Warrants as these would be anti-dilutive.

11. DIVIDENDS

No dividend was paid or declared by the Company during the current year.

12. TRADE AND OTHER RECEIVABLES AND PREPAYMENT/OTHER NON-CURRENT ASSETS

	12/31/2025 <i>US\$'000</i>	12/31/2024 <i>US\$'000</i>
Trade receivables	49,981	31,945
Less: Impairment loss allowance for trade receivables	<u>(1,451)</u>	<u>(1,575)</u>
	<u>48,530</u>	<u>30,370</u>
Other receivables and prepayment and other non-current assets		
Prepaid expenses	4,445	2,683
Value added tax receivable	16,236	20,606
Compensation for R&D expense	-	8,191
Deferred issue cost	-	115
Rental deposits (non-current)	1,307	497
Others	<u>334</u>	<u>160</u>
	<u>22,322</u>	<u>32,252</u>
	<u>70,852</u>	<u>62,622</u>
Analysed as:		
Non-current	1,885	533
Current	<u>68,967</u>	<u>62,089</u>
	<u>70,852</u>	<u>62,622</u>

As at January 1, 2024, trade receivables from contracts with customers amounted to US\$32,365,000.

The following is an aged analysis of trade receivables net of allowance for credit losses presented based on the invoice dates.

	12/31/2025 <i>US\$'000</i>	12/31/2024 <i>US\$'000</i>
0 to 6 months	46,613	28,825
6 months to 1 year	627	1,268
1 to 2 years	1,075	277
Over 2 years	<u>215</u>	<u>-</u>
	<u>48,530</u>	<u>30,370</u>

13. CASH AND CASH EQUIVALENTS/RESTRICTED BANK BALANCES

As at December 31, 2025, cash and cash equivalents held by the Group comprised of bank balances and short term bank deposits with an original maturity of three months or less. The bank balances and short term bank deposits carry interest at market rates ranging from nil to 3.50% (2024: nil to 3.50%) per annum.

The Group's cash and cash equivalents that are denominated in currency other than the functional currency of the relevant group entities are set out below:

	12/31/2025	12/31/2024
	US\$'000	US\$'000
US\$	15,755	179
Renminbi ("RMB")	517	15,218
HK\$	30,518	–
	46,790	15,397

Restricted bank balances

As of December 31, 2025, the Group pledged certain of its bank deposits as security for bank acceptance bills and borrowings, to withdraw or use under the terms of certain contractual agreements. The pledged bank deposits carry fixed interest rates ranging from nil to 3.22% (2024: nil to 4.06%) per annum. The pledged bank deposits will be released upon the maturity of relevant bills and the terms of certain contractual agreements. No pledged bank deposits (2024: US\$8,393,000) will be released within the next 12 months as of December 31, 2025.

14. TRADE AND OTHER PAYABLES

	12/31/2025 <i>US\$'000</i>	12/31/2024 <i>US\$'000</i>
Trade payables	82,642	62,653
Bill payables	4,293	–
Other payables		
Salary and bonus payables	10,977	6,545
Accrued legal and professional expenses	3,042	1,944
Accrued issue cost	169	91
Accrued listing expense	2,002	1,962
Current income tax payables	–	729
Payables for acquisition of property and equipment	3,078	1,772
Other tax payables	894	494
Interest payables	53	781
Others	105	49
	<u>20,320</u>	<u>14,367</u>
	<u>107,255</u>	<u>77,020</u>

The Group is normally granted a credit period ranging from 30 to 90 days from its creditors.

The following is an aging analysis of trade payables presented based on the invoice dates at the end of each reporting period:

	12/31/2025 <i>US\$'000</i>	12/31/2024 <i>US\$'000</i>
0 – 30 days	57,418	31,544
31 – 180 days	22,143	31,064
181 – 365 days	3,081	45
	<u>82,642</u>	<u>62,653</u>

MANAGEMENT DISCUSSION AND ANALYSIS

I. OVERVIEW

Seeyond is a leading global provider of image-grade LiDAR technology. Founded in 2016, we have established a robust global R&D and manufacturing ecosystem dedicated to advancing a safer, smarter and more efficient mobility future.

Leveraging deep technological expertise, we continue to define industry standards through the rapid iteration of our core product lines: the Falcon, Robin, and fully solid-state Hummingbird platforms. Our commitment to high performance and reliability, coupled with cost competitiveness, has enabled significant commercial scale. To date, over 700,000 Falcon units have been deployed globally, and the platform remains in high-volume mass production.

Driven by forward-looking product strategies and deep application insights, our solutions are widely deployed in intelligent vehicles, autonomous driving, robotics, smart infrastructure including highways, ports, railways and mining. We have achieved large-scale commercial deployment across multiple continents, empowering a smarter world through innovative hardware and software integration.

II. BUSINESS REVIEW

1. Market and Industry Overview

The global automotive-grade LiDAR market is experiencing rapid growth, driven by increasing adoption of L2+ and above autonomous driving systems and rising demand for safety enhancement. According to CIC, the market is expected to expand from US\$2.2 billion in 2025 to US\$32.1 billion by 2030.

LiDAR solutions are increasingly recognized as critical sensing components for L2+ ADAS and ADS applications, with adoption accelerating alongside improvements in product performance and cost efficiency. LiDAR-equipped vehicles penetrate more affordable models, including those priced around RMB100,000, while higher-end L2+ and L3 models increasingly adopt multiple LiDAR units to enhance performance and redundancy.

Beyond automotive applications, LiDAR solutions are also expanding rapidly in non-automotive scenarios, particularly in robotics, robovan and smart infrastructure, driven by growing demand for automation and safety. According to CIC, the global non-automotive LiDAR market is expected to grow from US\$1.3 billion in 2025 to US\$9.2 billion by 2030.

The convergence of increasing automotive adoption and the expansion of non-automotive applications is expected to broaden the addressable market and support the long-term growth of the LiDAR industry.

2. Overall Business Performance

In 2025, we continued to focus on the commercialization and large-scale deployment of our image-grade LiDAR products and solutions across multiple application scenarios. Our business performance was driven by the deliveries for automotive OEMs and continued scaling of mass production, and the strategic diversification of our customer base. Beyond the automotive sector, we have achieved market penetration into high-growth verticals such as robotics and smart infrastructure. This broadening of our application scenarios not only enhances our revenue resilience but also positions us to capture emerging opportunities.

Commercialization and Product Portfolio

During the Reporting Period, we have established a comprehensive product portfolio encompassing LiDAR sensor hardware and proprietary software solutions. Our hardware offerings include the Falcon, Robin and Hummingbird series, designed to address a broad range of ADAS/ADS, robotics and other intelligent system applications. In parallel, we have developed our proprietary OmniVidi software platform, which cooperates with our LiDAR hardware and enables customers to process raw information detected and informs machineries of the detected objects.

Through modular product architecture and versatile system-level integration capabilities, we can provide high-performance solutions to customers across automotive, robotics and intelligent infrastructure sectors.

Customer Diversification and Commercial Progress

During the Reporting Period, we continued to strengthen our customer diversification strategy to mitigate customer concentration risk and enhance revenue resilience. Leveraging our capabilities in product development, marketing, production and commercialization, we achieved meaningful progress in expanding our customer base beyond our core strategic customer, NIO.

In the ADAS sector, as of December 31, 2025, we have established strategic collaborations with additional 17 OEMs and ADAS/ADS companies, focusing on L2+/L3 intelligent driving programs across both passenger vehicle and commercial vehicle segments, covering more than 50 vehicle models in aggregate. These customers selected our LiDAR solutions for integration into their ADAS platforms.

Beyond ADAS, we further expanded into robotics and other non-automotive sectors. We secured collaboration with mobility service providers and robotics companies for applications including robotaxi, robovan, and other autonomous robotics applications such as autonomous lawn mowers. Our products were also deployed in smart infrastructure and mining scenarios, including highways, metro and railway systems. This strategic diversification broadens our total addressable market and reinforces the resilience of our long-term growth profile.

During the Reporting Period, we achieved substantial commercial milestones, with several new key customers such as a leading NEV company, Zelostech and Pony AI, formally commencing mass production and delivery. The steady ramp-up of these customer programs is expected to drive sustained shipment growth, revenue expansion, and progressive margin appreciation.

During the Reporting Period, we delivered approximately 332,500 LiDAR units, representing a year-on-year increase of 44.6% from approximately 230,000 units in 2024. The growth was primarily attributable to the first large-scale mass production of the Robin series, with deliveries increasing from 11,589 units in 2024 to 137,822 units in 2025. As the Group's core strategic customer, NIO's procurement volume increased from 223,737 units in 2024 to 286,482 units in 2025. Meanwhile, as diversification efforts progressed, several non-NIO customers commenced mass production and delivery. As a result, NIO's contribution to total deliveries decreased from 97.3% in 2024 to 86.2% in 2025, reflecting a further improvement in our customer mix.

Operations and R&D

In terms of operations, we have continuously strengthened our manufacturing capabilities and supply chain management to support stable and scaled product delivery. During the Reporting Period, we focused on improving production efficiency, yield rates and quality control processes, while strictly adhering to automotive-grade standards and certification requirements. These efforts supported the smooth progress of existing customer projects and established a solid foundation for future mass production demand.

In R&D, we maintained a high level of investment, focusing on product performance enhancement, reliability optimization and cost reduction initiatives. Our R&D roadmap is closely aligned with market demand and next-generation product planning. Management believes that sustained R&D investment is critical to strengthening our competitive advantage in the LiDAR market.

Overall, during the Reporting Period, we achieved significant progress in business expansion and operational capability enhancement. We diversified our product portfolio and customer base, substantially increased delivery volume and achieved a positive annual gross profit margin for the first time, with gross margin improving from negative 8.7% in 2024 to positive 7.9% in 2025.

3. Prospects and Outlook

Looking ahead, management believes that artificial intelligence (“AI”) technologies are increasingly extending into real-world physical environments. As intelligent systems continue to advance in environmental perception, spatial modeling and autonomous decision-making, demand for high-precision, real-time and reliable 3D sensing capabilities is expected to grow. LiDAR, as a core sensor capable of generating high-resolution spatial depth data and structural environmental information, is well positioned to serve as a critical infrastructure layer connecting AI systems with the physical world.

From an application perspective, in addition to the ongoing mass production in automotive intelligent driving programs, robotics, intelligent equipment, industrial automation and smart infrastructure are expected to create broader application opportunities for LiDAR deployment. We will continue to iterate on our core optical architecture, signal processing algorithms, system integration capabilities and advanced SPAD technology application, while maintaining strategic focus and actively exploring emerging application scenarios. As these sectors mature, management believes that non-automotive businesses may become an increasingly meaningful contributor to our revenue base and facilitate optimization of our revenue structure.

With respect to international expansion, we have established operations in multiple countries and regions and will continue to evaluate global market opportunities. As demand for intelligent sensing solutions increases across different geographies, we intend to deepen global customer engagement and business development initiatives. We believe that global expansion may provide additional growth drivers and enhance our long-term profitability profile.

Operationally, we remain committed to R&D excellence and scalable delivery. We expect that design optimization, increased vertical integration, and economies of scale will drive continuous cost structure improvements. Furthermore, the diversification of our application scenarios is expected to favourably impact our overall margin profile. While we recorded a net loss during the Reporting Period, management anticipates a progressive path to profitability driven by increasing shipment volumes, an optimized product-customer mix, and the successful commercialization of R&D innovations.

Against this backdrop, we have continued to see strong execution in the near term.

In the first quarter of 2026, we maintained strong shipment momentum and delivered approximately 170,000 units, representing a year-over-year increase of approximately 310%. The Falcon series contributed over 60,000 units, while the Robin series contributed approximately 110,000 units, reflecting continued adoption across our product portfolio. Based on our preliminary and unaudited financial information, we expect total revenues for the first quarter of 2026 to be approximately US\$55 million, representing a year-over-year increase of approximately 117%, further demonstrating the strong conversion of shipment growth into revenue expansion.

For the full year of 2026, based on current customer programs, order visibility and delivery schedules, we currently believe the total LiDAR shipments to increase approximately 200% compared to 2025. This outlook is subject to customer production plans, program execution and broader market conditions. We also expect our high-resolution SPAD-based and fully solid-state LiDAR solutions to progressively enter mass production during the year, which may support future growth.

As of March 31, 2026, our designed annual production capacity was approximately 1.2 million units. To support anticipated demand, we plan to expand capacity by an additional 1 million units during 2026, subject to implementation progress and market conditions. This expansion is expected to include a dedicated production line for the Hummingbird series, which we believe will enhance our ability to address emerging opportunities in robotics applications.

The above targets are based on the Company's current expectations, assumptions and business outlook, and are subject to risks and uncertainties that may cause actual results to differ materially.

We remain mindful of technological shifts, fluctuating customer schedules, and macroeconomic variables. Consequently, we will continue to strengthen risk management and enhance operational efficiency through disciplined expansion.

Given the long-term convergence of AI and physical systems, coupled with our scalable delivery foundation, management remains confident in our long-term prospects. We stay focused on advancing global commercialization and achieving sustainable profitability.

FINANCIAL REVIEW

The following table sets forth the comparative figures for the years ended December 31, 2025 and 2024:

	Year Ended December 31,	
	2025	2024
	<i>(US\$ in thousands)</i>	
Revenue	154,208	159,575
Cost of sales	<u>(141,954)</u>	<u>(173,481)</u>
Gross profit/(loss)	12,254	(13,906)
Other income	5,202	2,458
Other gains and losses	(1,537)	(262)
Selling and marketing expenses	(12,603)	(8,213)
Administrative expenses	(25,980)	(21,357)
R&D expenses	(40,361)	(36,958)
Impairment losses (including reversals of impairment losses or impairment gains) on financial assets	183	(1,625)
Impairment losses recognised on property and equipment	(3,602)	–
Fair value changes of financial liabilities at FVTPL	(188,861)	(312,025)
Professional fees and expenses related to De-SPAC Transaction	(7,106)	(2,485)
De-SPAC Transaction expenses arising from capital reorganisation	(57,085)	–
Other expenses	–	(424)
Finance costs	<u>(8,551)</u>	<u>(2,657)</u>
Loss before tax	(328,047)	(397,454)
Income tax expense	<u>(3)</u>	<u>(741)</u>
Loss for the year	<u>(328,050)</u>	<u>(398,195)</u>
Exchange differences arising on translation of foreign operations	<u>414</u>	<u>(34)</u>
Total comprehensive expense for the year	<u>(327,636)</u>	<u>(398,229)</u>
Loss per share (US\$)		
– Basic and diluted	<u>(1.10)</u>	<u>(1.67)</u>

1. Revenue

Revenue by Business Line

We generate revenue from sales of (i) products for ADAS and for robotics and others, (ii) Solutions, and (iii) Services and others. Our revenue decreased slightly by 3.4% from US\$159.6 million for the year ended December 31, 2024 to US\$154.2 million for the year ended December 31, 2025, primarily due to the decrease in the average selling price of our products for ADAS with our adjustment for the product portfolio in response to our customers' demands, which offset the revenue growth from the increase in sales volume of products for robotics and others and revenue growth in Solutions.

The following table sets forth a breakdown of our revenue by business line, both in absolute amounts and as percentages of total revenue for the years ended December 31, 2025 and 2024.

	Year Ended December 31,			
	2025		2024	
	US\$	%	US\$	%
	<i>(US\$ in thousands, except for percentages)</i>			
Products				
For ADAS	133,075	86.3	150,110	94.1
For robotics and others	18,912	12.3	8,233	5.1
Solutions	1,883	1.2	928	0.6
Services and others	338	0.2	304	0.2
Total	154,208	100.0	159,575	100.0

The following tables set forth details on the sales volumes and average selling prices of our products for the years ended December 31, 2025 and 2024.

	Year Ended December 31,			
	2025		2024	
	Sales Volume <i>(unit)</i>	Average selling price <i>(US\$/unit)</i>	Sales Volume <i>(unit)</i>	Average selling price <i>(US\$/unit)</i>
For ADAS	300,302	443	226,807	662
For robotics and others	31,813	594	3,034	2,714

Our sales volumes increased steadily from approximately 230,000 units in 2024 to approximately 332,500 units in 2025, primarily due to our business growth and an increase in production volumes. The sales volume of products increased significantly from 2024 to 2025, mainly due to one of our main product Robin W series entered into mass production in the second half of 2024. The average selling price of our products has been declining since volume production. This trend reflects the typical product lifecycle, where prices gradually decrease following product introduction until reaching maturity.

2. Cost of sales

Our cost of sales decreased by 18.2% from US\$173.5 million for the year ended December 31, 2024 to US\$142.0 million for the year ended December 31, 2025, primarily driven by mass production and our efforts on research and development, which led to the decline of our per unit cost.

The following table sets forth a breakdown of our cost of sales by business line, both in absolute amounts and as percentages of total cost of sales for the years ended December 31, 2025 and 2024.

	Year Ended December 31,			
	2025		2024	
	US\$	%	US\$	%
<i>(US\$ in thousands, except for percentages)</i>				
Products				
For ADAS	125,043	88.1	169,369	97.6
For robotics and others	15,918	11.2	3,651	2.1
Solutions	897	0.6	286	0.2
Services and others	96	0.1	175	0.1
Total	141,954	100.0	173,481	100.0

3. Gross profit/(loss) and gross margin

Our gross profit/(loss) increased significantly from gross loss of US\$13.9 million for the year ended December 31, 2024 to gross profit of US\$12.3 million for the year ended December 31, 2025. With our Robin series entered into mass production since the second half of 2024 and the Falcon series reaching maturity, and benefit from the Group's continuous localization of critical components, in-house module development, and automation upgrades across manufacturing facilities in Pinghu and Deqing, we have reduced our manufacturing costs and narrowed down our gross loss and achieved gross profit from the fourth quarter of 2024 and maintain a positive gross margin of 7.9% for the year ended December 31, 2025.

The following table sets forth the gross profit/(loss) and gross margin of our various business lines during the years ended December 31, 2025 and 2024.

	Year Ended December 31			
	2025		2024	
	Gross profit	Gross margin	Gross profit/(loss)	Gross margin
	<i>US\$</i>	<i>%</i>	<i>US\$</i>	<i>%</i>
	<i>(US\$ in thousands, except for percentages)</i>			
Products				
For ADAS	8,032	6.0	(19,259)	(12.8)
For robotics and others	2,994	15.8	4,582	55.7
Solutions	986	52.4	642	69.2
Services and others	242	71.6	129	42.4
	<hr/>	<hr/>	<hr/>	<hr/>
Total	12,254	7.9	(13,906)	(8.7)
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

4. Other income

Other income primarily consists of (i) government grants, which represent incentives provided by local government authorities in the PRC, including various forms of government financial incentives rewarding the Group's support and contribution for the development of local economies; and (ii) interest income. Our other income increased significantly by 111.6% from US\$2.5 million for the year ended December 31, 2024 to US\$5.2 million for the year ended December 31, 2025, mainly driven by government grants for the Group's support and contribution for the development of local economies.

5. Selling and marketing expenses

Our selling and marketing expenses primarily consist of (i) payroll and employee benefits for sales and marketing staff, including share-based compensation, wages, bonuses, employee benefits and others; (ii) marketing promotion expenses to advertise our solutions; and (iii) other expenses used in sales and marketing activities including office suppliers and others.

Our selling and marketing expenses increased by 53.5% from US\$8.2 million for the year ended December 31, 2024 to US\$12.6 million for the year ended December 31, 2025. The increase was primarily due to the increase in employee benefit expenses, which were mainly attributable to (a) the increase in the number of sales and marketing personnel which led salary expenses to increase by US\$2.4 million, and (b) the increase in share-based compensation by US\$1.4 million, which were not recognised prior to our listing but recognised in full during the Reporting Period for all prior periods upon listing.

6. Administrative expenses

Our administrative expenses primarily consist of (i) payroll and employee benefits for administrative staff, including share-based compensation, wages, bonuses, employee benefits and others; (ii) facilities expenses in relation to rent, management fees, repair and maintenance fees, and utilities of the facilities we use, and depreciation; (iii) professional service related to various corporate activities; (iv) office expenses for general office supplies; (v) severance expense; and (vi) other expenses used in administrative activities including insurance expenses, IT and software expense.

Our administrative expenses increased by 21.6% from US\$21.4 million for the year ended December 31, 2024 to US\$26.0 million for the year ended December 31, 2025. The increase was primarily due to the increase in payroll and employee benefits, including share-based compensation by US\$5.1 million, consistent with the reasons for the increase in selling and marketing expenses mentioned above.

7. R&D expenses

Our R&D expenses primarily consist of (i) payroll and employee benefits for research and development staff, including share-based compensation, wages, bonuses, employee benefits and others; (ii) materials consumed in R&D activities; (iii) consultancy fee for professional services from third-party technical consultants; (iv) depreciation and amortization; and (v) other expenses used in R&D activities including expenses related to our intellectual properties, travel and entertainment, and IT and software expenses.

Our R&D expenses increased by 9.2% from US\$37.0 million for the year ended December 31, 2024 to US\$40.4 million for the year ended December 31, 2025, representing an increase of US\$3.4 million. The increase was mainly due to the increase in R&D expenditure incurred on new projects.

8. Impairment losses recognised on property and equipment

The impairment losses for the year ended December 31, 2025 recognised on property and equipment were related to the impairment on Falcon II Lite LiDAR solutions' production line as a result of product upgrades and iterations. Based on our current sales orders and future forecast, we recognised an impairment provision of US\$3.6 million in respect of this production line for the year ended December 31, 2025.

9. Impairment losses (including reversals of impairment losses or impairment gains) on financial assets

We recorded a reversal of US\$183 thousand impairment losses on financial assets during the Reporting Period, primarily driven by recovery of individually impaired trade receivables resulted in a reversal of impairment of US\$715 thousand which was partially offset by other expected credit loss allowance recognised in respect of increased trade receivables along with business growth amounted to US\$532 thousand.

10. Fair value changes of financial liabilities at FVTPL

Our fair value changes of financial liabilities at FVTPL include (i) fair value changes of redeemable convertible preferred shares; (ii) fair value changes of listed warrants liabilities; (iii) fair value changes of promoter warrant liabilities; and (iv) fair value changes of redeemable preferred equity. Our fair value changes of financial liabilities at FVTPL decreased by 39.5% from US\$312.0 million for the year ended December 31, 2024 to US\$188.9 million for the year ended December 31, 2025, primarily due to the decrease in fair value changes of redeemable convertible preferred shares amounting of US\$117.2 million, which were driven by a smaller change in fair value of redeemable convertible preferred shares. As our redeemable convertible preferred shares were converted into ordinary shares upon the completion of the De-SPAC Transaction, and no further loss or gain related was recognised afterwards.

11. Professional fees and expenses related to De-SPAC Transaction

We had professional fees and expenses of US\$7.1 million in 2025 in connection with our De-SPAC transaction, as compared to US\$2.5 million in 2024.

12. De-SPAC Transaction expenses arising from capital reorganisation

De-SPAC Transaction expenses arising from capital reorganisation mainly due to the completion of the De-SPAC transaction, TechStar's promoters and certain shareholders were deemed to have been issued shares and warrants at a fair value exceeding the net asset value acquired by the Company. This difference of US\$57.1 million was recognised as De-SPAC transaction expenses arising from capital reorganisation at the time of listing on December 10, 2025.

13. Finance costs

Finance costs increased significantly by 221.8% from US\$2.7 million for the year ended December 31, 2024 to US\$8.6 million for the year ended December 31, 2025, this increase was primarily due to the interest expenses incurred from borrowings and long-term payables.

14. Loss for the year

As a result of the foregoing, our net loss decreased by 17.6% from US\$398.2 million for the year ended December 31, 2024 to US\$328.1 million for the year ended December 31, 2025.

15. Non-IFRS measure

Our consolidated financial information was prepared in accordance with IFRS. To supplement our consolidated results which were prepared and presented in accordance with IFRS, we use adjusted net loss (Non-IFRS measure) as an additional financial measure, which is not required by, or presented in accordance with, IFRS. We believe that the measure facilitates comparisons of operating performance from period to period and company to company by eliminating the potential impact of items, such as certain non-cash items. The use of the Non-IFRS measure has limitations as an analytical tool, and you should not consider them in isolation from, as a substitute for, analysis of, or superior to, our results of operations or financial condition as reported under IFRS. In addition, the Non-IFRS measure may be defined differently from similar terms used by other companies, and may not be comparable to other similarly titled measures used by other companies. We define adjusted net loss (Non-IFRS measure) as loss for the year adjusted by adding back fair value changes of financial instruments at FVTPL, share-based compensation, professional fees and expenses related to De-SPAC Transaction, De-SPAC Transaction expenses arising from capital reorganisation and impairment losses recognised on property and equipment. Our fair value changes of financial instruments at FVTPL primarily relates to fair value changes of our redeemable convertible preferred shares. As our redeemable convertible preferred shares shall be converted into ordinary shares upon the completion of the De-SPAC Transaction, and no further loss or gain related is expected to be recognised afterwards. In addition, share-based payment expenses are non-cash in nature and do not result in cash outflow, and the adjustments have been consistently made during the Reporting Period. Impairment losses recognised on property and equipment is mainly due to one-off impairment of specific production line, which is non-cash in nature and do not result in cash outflow. We also exclude professional fees and expenses related to De-SPAC Transaction and De-SPAC Transaction expenses arising from capital reorganisation.

The following table reconciles our adjusted net loss (Non-IFRS measure) for the periods presented with the most directly comparable financial measure calculated and presented in accordance with IFRS, which is net loss for the years:

	Year Ended December 31	
	2025	2024
	<i>(US\$ in thousands)</i>	
Reconciliation of net loss to adjusted net loss		
(Non-IFRS measure):		
Loss for the year	(328,050)	(398,195)
Add:		
Fair value changes of financial liabilities at FVTPL	188,861	312,025
Share-based compensation	8,384	786
Impairment losses recognised on property and equipment	3,602	–
Professional fees and expenses related to De-SPAC Transaction	7,106	2,485
De-SPAC Transaction expenses arising from capital reorganisation	57,085	–
	(63,012)	(82,899)
Adjusted net loss (Non-IFRS measure)	<u>(63,012)</u>	<u>(82,899)</u>

LIQUIDITY AND CAPITAL RESOURCES

We monitor and maintain a level of liquidity deemed adequate to finance our operations and mitigate the effects of fluctuations in cash flows. As of December 31, 2025, we had US\$119.5 million in cash and cash equivalents and restricted bank balances, as compared to US\$51.5 million as of December 31, 2024. The Group continued to adopt a prudent funding and treasury policy to manage its liquidity needs. The objective is to maintain adequate funds for financing working capital and capture investment opportunities as and when they become available.

1. Net cash used in operating activities

During the Reporting Period, our net cash used in operating activities was US\$70.1 million, representing an increase from US\$46.5 million for the year ended December 31, 2024. Our net cash used in operating activities in 2025 is calculated by adjusting our loss for the year of US\$328.1 million by non-cash and other items to arrive at an operating loss before changes in working capital of US\$45.6 million.

2. Net cash used in investing activities

During the Reporting Period, our net cash used in investing activities was US\$21.9 million, representing an increase from US\$7.2 million for the year ended December 31, 2024, primarily due to purchase of property and equipment, purchase of intangible assets, purchase of financial assets at FVTPL and placement of restricted bank deposits for bank acceptance bills and borrowings of total US\$24.6 million, partially offset by withdrawal of financial assets at FVTPL of US\$2.4 million.

3. Net cash from (used in) financing activities

During the Reporting Period, our net cash from financing activities was US\$154.5 million, primarily due to proceeds from PIPE and PEF investors, net of transaction costs directly attributable to issue of new shares of US\$112.4 million, new borrowings raised of US\$54.8 million, proceeds from issuance of redeemable preferred equity financing of US\$11.3 million and net cashflow from Capital Reorganisation of US\$15.2 million, partially offset by repayment of borrowings and interest of total US\$36.6 million, and payment of accrued issue costs of US\$6.5 million.

4. Borrowings

The amount of our borrowings is adjusted based on our operation and capital expenditure need. Our balance for borrowing was US\$65.4 million as of December 31, 2025, of which US\$22.6 million were secured and guaranteed and the remaining US\$42.8 million were unsecured and unguaranteed. Our bank borrowings were primarily used to fund our working capital requirements.

As of December 31, 2025, we had utilized facilities in the amount of US\$65.4 million, and committed unutilized banking facilities of US\$64.7 million, which can be drawn down without being restricted by any loan covenants.

5. Lease liabilities

Our lease liabilities are in relation to properties that we lease primarily for our office premises and production facilities. As of December 31, 2025, we recognised total lease liabilities, including current and non-current lease liabilities of US\$5.6 million, as compared to that of US\$7.4 million as of December 31, 2024, due to the fact that the remaining lease terms shortened and we terminated a portion of our leases as well.

6. Trade and other payables

Our trade and bill payables arise from payment obligations during our regular course of business. Our trade and bill payables further increased from US\$62.7 million as of December 31, 2024 to US\$86.9 million as of December 31, 2025, primarily due to an extension of the payment period and the growth in business volume.

Other payables primarily include salary and bonus payables, accrued legal and professional expenses, accrued listing expense and payables for acquisition of property and equipment. Our other payables further increased from US\$14.4 million as of December 31, 2024 to US\$20.3 million as of December 31, 2025, which resulted in an increase of US\$4.4 million in salary and bonus payables. Meanwhile, our payables for acquisition of property and equipment also increased by US\$1.3 million compared with year 2024. All of the above increases are consistent with our business growth.

7. Treasury Policy

The Group adheres to a prudent treasury policy, with core objectives of maintaining a strong balance sheet, ensuring sufficient liquidity, and optimizing funding costs. If our cash requirements exceed the liquidity we hold at the time, our Company may seek credit facilities and external borrowings or issue securities as it considers necessary and appropriate.

8. Gearing ratio

As of December 31, 2025, the Group's gearing ratio (equals total liabilities divided by total assets, in percentage) was 82.9% (As of December 31, 2024: 650.2%).

9. Pledge of assets

As of December 31, 2025, we had pledged a wholly-owned subsidiary, Tudatong (Chongqing) Co., Ltd.'s shares and certain of bank deposits as security for the Group's borrowings and bank acceptance bills.

10. Contingent liabilities

On October 29, 2025 and December 17, 2025, the Group is involved in several patent infringement lawsuits. As the likelihood of an outflow of economic benefits is considered low, no contingent liability was recognised as at December 31, 2025. The Group does not believe the plaintiff has a merit, and will closely monitor the progress of the case and record a liability when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

11. Capital commitments

We have no capital commitment as of December 31, 2025.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS AND EXPECTED FUNDING

Save for the expansion plans disclosed in the sections headed “Future Plans and Use of Proceeds” in the De-SPAC Circular, the Group did not have detailed future plans for material investments or capital assets as of December 31, 2025.

SIGNIFICANT INVESTMENTS HELD

The Group did not make or hold any significant investments with a value of 5% or more of the total assets of the Group for the Reporting Period.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities, associated companies or joint ventures for the Reporting Period.

FOREIGN EXCHANGE RISK

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the respective functional currency of our subsidiaries. Our functional currency outside mainland China is US\$ whereas the functional currency of the subsidiaries operating in mainland China is RMB. We manage our foreign exchange risk by performing regular reviews of our Group’s net foreign exchange exposures and trying to minimize these exposures through natural hedges, wherever possible. For the Reporting Period, we have not employed long-term contracts, currency borrowings, or other mechanisms to hedge these foreign exchange risks, leaving us reliant on the natural alignment of our operations to manage exposure.

CAPITAL EXPENDITURES

Our principal capital expenditures primarily consist of payments for property and equipment and intangible assets. The following table sets forth our capital expenditures for the periods indicated.

	Year Ended December 31	
	2025	2024
	<i>(US\$ in thousands)</i>	
Payments of property and equipment	6,622	14,357
Payments of intangible assets	1,623	984
Total	8,245	15,341

USE OF PROCEEDS

After deducting commissions and expenses payable in connection with the De-SPAC Transaction, the net proceeds which the Company has received from the De-SPAC Transaction was approximately HK\$976.91 million, which will be used in accordance with the use of proceeds as disclosed in the De-SPAC Circular. As at the date of this announcement, there was no change in the intended use of net proceeds as previously disclosed in the De-SPAC Circular. Further details of the use of proceeds will be disclosed in the annual report of the Company for the Reporting Period.

EMPLOYEE AND REMUNERATION POLICIES

As of December 31, 2025, the Group had a total of 649 full-time employees. The total employee remuneration expenses during the Reporting Period, including share-based compensation expenses, were US\$60.2 million, as compared to US\$51.2 million for the year ended December 31, 2024.

Our employees' remuneration mainly comprises salaries, bonuses, social security contributions and other employee benefits. We participate in housing fund and various employee social security schemes organised by applicable local municipal and provincial governments, including housing, pension, medical, maternity, work-related injury and unemployment benefit plans, under which we make contributions at specified percentages of the salaries of our employees. During the Reporting Period, there was no forfeiture of contributions under the defined contribution plans of the Group, and there were no forfeited contributions had been used by the Group to reduce the existing level of contributions.

We maintain high standards in recruitment with strict procedures to ensure the quality of new hires and provide specialized training tailored to the needs of our employees in different departments. We also conduct periodic performance reviews for our employees, and their remuneration is performance based. We have also adopted the 2016 Share Incentive Plan and the Post-Listing Share Incentive Plan.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Board is committed to maintaining high corporate governance standards. The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders of the Company (the "**Shareholders**"), enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the principles and code provisions of the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") as its own code of corporate governance.

Since the shares of the Company (the "**Shares**") were listed on the Stock Exchange on December 10, 2025 (the "**Listing Date**"), the CG Code was not applicable to the Company prior to the Listing Date. During the period from the Listing Date to December 31, 2025 (the "**Relevant Period**"), the Company has complied with all the applicable code provisions of the CG Code, save as disclosed below.

Pursuant to code provision C.2.1 of the CG Code, companies listed on the Stock Exchange are expected to comply with, but may choose to deviate from the requirement that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Company does not have separate Chairman of the Board and chief executive officer and Dr. Bao Junwei (“**Dr. Bao**”), the Chairman of the Board and chief executive officer of the Company, currently performs these two roles.

The Board believes that, in view of Dr. Bao’s experience, personal profile and roles in the Company as mentioned above, Dr. Bao is the Director best suited to identify strategic opportunities and focus of the Board due to his extensive understanding of the business as the chief executive officer of the Company. The Board also believes that the combined role of Chairman of the Board and chief executive officer can promote the effective execution of strategic initiatives and facilitate the flow of information between management and the Board. The Board will continue to review and consider splitting the roles of Chairman of the Board and the chief executive officer at a time when it is appropriate by taking into account the circumstances of the Group as a whole. The Group aims to implement a high standard of corporate governance, which is crucial to safeguard the interests of the Shareholders.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has devised its own code of conduct regarding Directors’ dealings in the Company’s securities (the “**Code of Conduct**”) on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules.

Since the Shares of the Company were listed on the Stock Exchange on the Listing Date, the Code of Conduct was not applicable to the Directors prior to the Listing Date. Specific enquiries have been made of all the Directors and all the Directors have confirmed that they have complied with the Code of Conduct during the Relevant Period.

The Company has also established written guidelines (the “**Employees Written Guidelines**”) no less exacting than the Model Code for securities transactions by employees who, because of such office or employment, are likely to possess inside information in relation to the Company or its securities, with effect from the Listing Date. No incident of non-compliance of the Employees Written Guidelines by the employees during the Relevant Period.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

For the purpose of the De-SPAC Transaction completed on December 10, 2025, the Company conducted a series of transactions of its securities including (i) the redemption of 100,100,000 TechStar Class A Shares at HK\$10.00 per TechStar Class A Share for a total amount of HK\$1,001,000,000; (ii) the redemption of 50,050,000 TechStar Listed Warrants at HK\$11.50; (iii) the issuance of 110,110,000 Shares, at a conversion rate of every TechStar Class A Share for 1.10 Share pursuant to the terms of the Business Combination Agreement; (iv) PIPE and (v) Permitted Equity Financing Shares. Further details are set out in the De-SPAC Circular and the allotment results announcement of the Company in relation to the Permitted Equity Financing dated December 9, 2025.

Save as disclosed in this announcement, neither the Company nor any of its subsidiaries and consolidated affiliated entities had purchased, sold or redeemed any of the Company's listed securities during the Relevant Period.

As of December 31, 2025, the Company did not hold any significant treasury shares, and during the Relevant Period, the Company did not conduct any on-market sales of treasury shares.

AUDIT COMMITTEE AND REVIEW OF ANNUAL RESULTS

The Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee currently consists of three independent non-executive Directors being Dr. Chen Changling, Dr. Costas John Spanos and Dr. Maximilian Ibel. The chairperson of the Audit Committee is Dr. Chen Changling. Dr. Chen Changling holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The Audit Committee had reviewed, together with the management, the accounting principles and policies adopted by the Group and discussed internal controls and financial reporting matters including a review of the consolidated financial statements and annual results of the Group for the Reporting Period.

SCOPE OF WORK OF AUDITOR

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the Reporting Period as set out in the preliminary announcement have been agreed by the Group's auditor, Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the audited consolidated financial statements of the Group for the year as approved by the Board of Directors on March 31, 2026. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Messrs. Deloitte Touche Tohmatsu on the preliminary announcement.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this announcement, the Group did not have any significant events requiring disclosure that has taken place subsequent to the end of the Reporting Period and up to the date of this announcement.

FINAL DIVIDEND

The Board does not recommend to declare any final dividend of the Company for the Reporting Period.

ANNUAL GENERAL MEETING AND CLOSURE OF THE REGISTER OF MEMBERS

The annual general meeting of the Company (the “AGM”) will be convened and held on Thursday, June 18, 2026. A notice convening the AGM will be published on the websites of the Company and the Stock Exchange and sent to the shareholders in accordance with the requirements of the Listing Rules in due course. For the purpose of determination of eligibility of the Shareholders to attend and vote at the AGM, the record date will be Thursday, June 18, 2026 and the register of members of the Company will be closed from Monday, June 15, 2026 to Thursday, June 18, 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to be entitled to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. (Hong Kong time) on Friday, June 12, 2026.

PUBLICATION OF ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This announcement is published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.seyond.com. The annual report of the Company for the Reporting Period containing all the information required by the Listing Rules will be published on the same websites and despatched (if requested) to the Shareholders in due course.

(2) ESTABLISHMENT OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE

Reference is made to the De-SPAC Circular, pursuant to which the environmental, social and governance (the “ESG”) committee of the Company (the “ESG Committee”) was to be established upon the Listing Date.

Accordingly, the Board hereby announces that the ESG Committee has been established with effect from December 10, 2025. Dr. Costas John Spanos has been appointed as the chairman of the ESG Committee, and each of Dr. Chen Changling and Dr. Maximilian Ibel has been appointed as a member of the ESG Committee. The primary duties of the ESG Committee include, but are not limited to, monitoring and reviewing our ESG strategy and targets, evaluating impact of ESG performance to the Company’s stakeholders, monitor sustainability issues, ESG risks and climate-related risk management mechanisms and regularly assessing their effectiveness, evaluating ESG and climate-related opportunities in accordance with our ESG-related policies, and reviewing existing progress against ESG goals and targets and reviewing relevant public disclosures.

The terms of reference of the ESG Committee are available on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.seyond.com.

By order of the Board
Seyond Holdings Ltd.
Dr. Bao Junwei

Executive Director, Chairman, President and Chief Executive Officer

Hong Kong, March 31, 2026

As of the date of this announcement, the Board comprises Dr. Bao Junwei (鮑君威) and Dr. Li Yimin (李義民) as executive Directors, and Dr. Chen Changling (陳長齡), Dr. Costas John Spanos and Dr. Maximilian Ibel as independent non-executive Directors.

** For identification purpose only*