XtalPi
晶 泰 科 技

XtalPi Holdings Limited
晶泰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2228)

(1) PROPOSED ADOPTION OF THE NEW SHARE SCHEME; AND (2) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

(1) PROPOSED ADOPTION OF THE NEW SHARE SCHEME

The board of Directors (the "**Board**") of XtalPi Holdings Limited (the "**Company**") proposes to adopt a new share scheme (the "**Share Scheme**") to further align the long-term interests of the directors and employees of the Company with those of the Company, and to incentivise them to continuously drive the growth and development of the Company. The terms of the Share Scheme will be set out in a circular to be despatched to the Shareholders.

The Share Scheme will constitute a share scheme under Chapter 17 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The adoption of the Share Scheme is subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of an ordinary resolution at the forthcoming annual general meeting of the Company (the "**AGM**").

(2) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

The Board proposes that certain amendments be made to the existing memorandum of association of the Company (the "**Memorandum of Association**") and existing articles of association of the Company (the "**Articles of Association**") to, among other things, bring the existing Articles of Association in line with the latest regulatory requirements in relation to enabling of the holding of hybrid/virtual meetings and the provision of electronic voting, and make consequential and other housekeeping amendments (the "**Proposed Amendments**").

Accordingly, the Board proposes to adopt the Tenth amended and restated memorandum and articles of association (the "**New Articles**") in substitution for, and to the exclusion of, the existing Memorandum of Association and Articles of Association.

The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution at the AGM, and if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the AGM, the existing Memorandum of Association and Articles of Association shall remain valid.

GENERAL

A circular containing, among other things, details of the proposed adoption of the Share Scheme and the proposed adoption of the New Articles, together with a notice convening the AGM, will be despatched to the Shareholders as soon as practicable. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the respective resolutions to be proposed at the AGM in relation to the proposed adoption of the Share Scheme and the proposed adoption of the New Articles.

By order of the Board
XtalPi Holdings Limited
Dr. Wen Shuhao
Chairman of the Board and Executive Director

Hong Kong, 17 April 2026

As at the date of this announcement, the Board comprises Dr. Wen Shuhao, Dr. Ma Jian, Dr. Lai Lipeng and Dr. Jiang Yide Alan as executive Directors, and Mr. Law Cheuk Kin Stephen, Ms. Chan Wing Ki and Mr. Chow Ming Sang as independent non-executive Directors.