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)

CHANGE OF DIRECTORS
CHANGE OF CHAIRMAN OF THE BOARD
RE-DESIGNATION OF DIRECTOR
CHANGE IN COMPOSITION OF BOARD COMMITTEES
AND
CHANGE OF AUTHORISED REPRESENTATIVE UNDER RULE 3.05 OF THE LISTING RULES

The Board hereby announces that, with effect from 13 August 2026:

(i) Mr. Lam Tsz Leung (林子良) has tendered his resignation as a non-executive Director;

(ii) Mr. Kao Yi-Ping (高亦平) has tendered his resignation as an independent non-executive Director and ceased to be a member of the Audit Committee and the Nomination Committee;

(iii) Mr. Wang Dongjie (汪棟傑) has been appointed as an executive Director and the Chairman of the Board and the chairperson of the Nomination Committee, and the Authorised Representative;

(iv) Mr. Wang Yuanxue (王遠學) has been appointed as an executive Director;

(v) Mr. Liu Tao (劉濤) has been appointed as a non-executive Director;

(vi) Professor Sun Wenhong (孫文紅) has been appointed as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee; and

(vii) Mr. Cheng Hsien-Wei (鄭憲徽) has been redesignated as a non-executive Director and the Deputy Chairman of the Board and has ceased to be the chairperson of the Nomination Committee, and has ceased to be an Authorised Representative.

The board (the "**Board**") of directors (the "**Director(s)**") of MEGAIN Holding (Cayman) Co., Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces the following changes of the members of the Board.

RESIGNATION OF DIRECTORS

The Board hereby announces that Mr. Lam Tsz Leung (林子良) ("**Mr. Lam**") has tendered his resignation as a non-executive Director with effect from 13 August 2026 in order to devote more time to his personal commitments.

Mr. Lam has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (the "**Shareholder(s)**") or The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Board further announces that Mr. Kao Yi-Ping (高亦平) ("**Mr. Kao**") has tendered his resignation as an independent non-executive Director with effect from 13 August 2026 in order to devote more time to his personal commitments. Following his resignation, Mr. Kao will cease to be a member of the audit committee of the Board (the "**Audit Committee**") and a member of the nomination committee of the Board (the "**Nomination Committee**").

Mr. Kao has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Lam and Mr. Kao for their valuable contributions to the Company during their tenure of office.

APPOINTMENT OF DIRECTORS

The Board hereby announces that, with effect from 13 August 2026:

(i) Mr. Wang Dongjie (汪棟傑) has been appointed as an executive Director and the Chairman of the Board and the chairperson of the Nomination Committee;

(ii) Mr. Wang Yuanxue (王遠學) has been appointed as an executive Director;

(iii) Mr. Liu Tao (劉濤) has been appointed as a non-executive Director; and

(iv) Professor Sun Wenhong (孫文紅) has been appointed as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee.

The biographical details of the newly appointed Directors are set out below.

Executive Directors

Mr. Wang Dongjie (汪棟傑), aged 57, has over 20 years of experience in the printing equipment, consumables and integrated circuit design industries and possesses extensive experience in corporate management and business operation.

Mr. Wang has served at Geehy Microelectronics Inc. (極海微電子股份有限公司), a company principally engaged in integrated circuit design, since March 2004. He served as an executive director from August 2012 to November 2012, as chairman of the board of directors from November 2012 to February 2022, as director since February 2022, and as general manager from January 2013 to October 2025. From September 2014 to May 2018, Mr. Wang served as an executive director of Emicore Magnetoelectricity Technology (Zhuhai) Co., Ltd.* (麥格磁電科技(珠海)有限公司), a company principally engaged in magnetic materials business, and has served as the chairman of the board of directors since May 2018. Mr. Wang has served as an executive director of Zhuhai Hexie Electronics Co., Ltd.* (珠海合協電子有限公司), a company principally engaged in electronic components business, since January 2017. From October 2014 to December 2021, Mr. Wang served as a director of Pantum Technology Co., Ltd. (奔圖科技股份有限公司) ("**Pantum Technology**"), a company listed on the Shenzhen Stock Exchange (stock code: 002180) that specialises in the printing, imaging and integrated circuit chip industry. Mr. Wang also served as the general manager of Pantum Technology from October 2014 to October 2015 and as the senior deputy general manager from October 2015 to December 2021. Since October 2025, he has served as the general manager of Pantum Technology. Since November 2012, Mr. Wang has served as a director of Apex Microtech Limited (艾派克微科技有限公司).

Mr. Wang graduated from Nankai University in the PRC in July 1998 majoring in monetary banking.

As at the date of this announcement, Mr. Wang holds 0.44% of the equity interest in Pantum Technology, and Pantum Technology holds 81.084% equity interest in Geehy Microelectronics Inc. Mr. Wang holds 18.6962% of the equity interest in 珠海艾派克恒豐投資中心(有限合夥) (Zhuhai Apex Hengfeng Investment Center (Limited Partnership)*) ("**Hengfeng**"), and Hengfeng holds 0.666% equity interest in Geehy Microelectronics Inc. Mr. Wang holds 3.2384% of the equity interest in 珠海致豐投資中心(有限合夥) (Zhuhai Apex Zhifeng Investment Center (Limited Partnership)*) ("**Zhifeng**"); and Zhifeng holds 0.112% equity interest in Geehy Microelectronics Inc. Mr. Wang is the younger brother of Mr. Wang Dongying, the ultimate controlling shareholder of Pantum Technology.

As at the date of this announcement, save as disclosed above, Mr. Wang (i) has not held any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other major appointment; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) (the latter two terms having their respective meanings ascribed thereto under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company.

As at the date of this announcement, Mr. Wang does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**Securities and Futures Ordinance**").

The Company has entered into a service contract with Mr. Wang for an initial term of three years commencing from 13 August 2026, which may be terminated by the Company by giving three months' prior written notice and subject to retirement and re-election in accordance with the articles of association of the Company and the Listing Rules. Mr. Wang is entitled to a director's remuneration of HK$120,000 per annum, which was determined by the Board upon recommendation of the remuneration committee of the Board (the "**Remuneration Committee**") with reference to his duties and responsibilities, qualifications, experience and prevailing market conditions.

Save as disclosed above, there is no other matter relating to the appointment of Mr. Wang as an executive Director that needs to be brought to the attention of the Shareholders, nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Wang Yuanxue (王遠學), aged 43, has been served as the chief executive officer of the Company since 13 July 2026. Mr. Wang has nearly 20 years of experience in the semiconductor and integrated circuit industries, with extensive expertise in strategic planning, management and market operation.

Mr. Wang joined Geehy Microelectronics Inc. (極海微電子股份有限公司), the parent company of Geehy International Limited (the controlling shareholder of the Company), a company principally engaged in integrated circuit design, in 2007. Since joining Geehy Microelectronics Inc., Mr. Wang has held various management positions, including deputy general manager. He currently serves as the general manager of Geehy Microelectronics Inc. and is primarily responsible for its overall business operations and management. He was awarded by Zhuhai Semiconductor Industry Association as an outstanding figure in Zhuhai integrated circuit industry. Mr. Wang holds a bachelor's degree in marketing from Northwestern Polytechnical University, the People's Republic of China, Mr. Wang also obtained an MBA Degree from Business School Netherlands in December 2021.

As at the date of this announcement, Mr. Wang holds 19.4721% of the equity interest in 珠海艾派克聚成投資中心(有限合夥) (Zhuhai Apex Jucheng Investment Center (Limited Partnership)*) ("**Jucheng**"); and Jucheng holds 0.481% equity interest in Geehy Microelectronics Inc.

As at the date of this announcement, save as disclosed above, Mr. Wang (i) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and does not hold any other major appointments; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) (the latter two terms having their respective meanings ascribed thereto under the Listing Rules) of the Company.

As at the date of this announcement, Mr. Wang does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The Company has entered into a service contract with Mr. Wang for an initial term of three years commencing from 13 August 2026, which may be terminated by the Company by giving three months' prior written notice and subject to retirement and re-election in accordance with the articles of association of the Company and the Listing Rules. Mr. Wang is entitled to a director's remuneration of HK$120,000 per annum, which was determined by the Board upon recommendation of the Remuneration Committee after considering his duties and responsibilities, qualifications, experience and prevailing market conditions.

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Wang as an executive Director that needs to be brought to the attention of the Shareholders, nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Non-executive Director

Mr. Liu Tao (劉濤), aged 41, has over 14 years of rich experience in the integrated circuit industry. From September 2012 to February 2015, Mr. Liu served as a project manager at PDF Solutions, Inc., a company listed on the Nasdaq Stock Market in the United States (NASDAQ: PDFS) that is principally engages in providing comprehensive data solutions and analytics infrastructure for the semiconductor and electronics ecosystem. From March 2015 to March 2023, Mr. Liu served as the general manager of Datang NXP Semiconductors Co., Ltd.* (大唐恩智浦半導體有限公司), a company principally engaged in integrated circuit design. Mr. Liu has served as deputy general manager of Geehy Microelectronics Inc. (極海微電子股份有限公司), a company principally engaged in integrated circuit design, since March 2023.

Mr. Liu received a bachelor's degree in microelectronics from East China Normal University in July 2007 and a doctorate degree in microelectronics and solid state electronics from East China Normal University in July 2012.

As at the date of this announcement, Mr. Liu holds 44.7708% of the equity interest in 珠海賽宇投資中心(有限合夥) (Zhuhai Saiyu Investment Center (Limited Partnership)*) ("**Saiyu**"), and Saiyu holds 0.104% equity interest in Geehy Microelectronics Inc. Mr. Liu holds approximately 0.000035% of the equity interest in Pantum Technology.

As at the date of this announcement, save as disclosed above, Mr. Liu (i) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and does not hold any other major appointments; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) (the latter two terms having their respective meanings ascribed thereto under the Listing Rules) of the Company.

As at the date of this announcement, Mr. Liu does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The Company has entered into a letter of appointment with Mr. Liu for an initial term of three years commencing from 13 August 2026, which may be terminated by either party, by giving three months' prior written notice to the other party and subject to retirement and re-election in accordance with the articles of association of the Company and the Listing Rules. Mr. Liu is entitled to a director's fee of HK$120,000 per annum, which was determined by the Board upon recommendation of the Remuneration Committee after considering his duties and responsibilities, qualifications, experience and prevailing market conditions.

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Liu as a non-executive Director that needs to be brought to the attention of the Shareholders, nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Independent Non-executive Director

Professor Sun Wenhong (孫文紅), aged 60, is a Guangxi Bagui Scholar (廣西八桂學者) and a doctoral supervisor. He has been serving as the executive vice dean of the Institute of Third-Generation Semiconductor Industry of Guangxi University (廣西大學第三代半導體產業研究院) since May 2024 and the director of the Optoelectronic Materials and Devices Research Center of Guangxi University since April 2018. Professor Sun previously served as an associate professor in the Department of Electrical Engineering at the University of South Carolina in the United States from April 2004 to May 2006. From May 2006 to April 2018, he served as director of Research and Development at Sensor Electronic Technology Inc. From November 2016 to November 2023, Professor Sun served as an independent director of Lexmark International Inc., a global imaging and printing solutions provider.

Professor Sun is a senior expert in the research and development of third-generation semiconductor (GaN, AlN, and AlGaN) materials and chip devices. He has been dedicated to the growth and fabrication of nitride-based HEMT devices and high-power deep ultraviolet LEDs (UV LEDs). Professor Sun was the first to propose the Self-Assembly Strain Modulation ("**SASM**") growth method, which fundamentally transformed the growth mode of wide-bandgap semiconductors, resolved the world-class challenge of extremely high edge dislocation density in the nitride research field, and significantly enhanced the luminous efficiency of ultraviolet LEDs and the performance of HEMT devices. Professor Sun has nearly 30 years of R&D experience in wide-bandgap semiconductors, has published nearly 200 papers and has been granted more than ten patents in the United States. He has led in a number of national-level R&D projects in the United States in the field of III-nitrides (including SBIR, NSF, etc.). Professor Sun received the Best Technical Innovation Paper Award from the Japan Society of Applied Physics (JSAP) in 2005 and the Second Prize for Scientific and Technological Innovation from the Ministry of Electronics Industry of China. Professor Sun has frequently been invited to deliver keynote presentations at international conferences and has served as the chairman of technical sessions at various international on wide-bandgap semiconductors.

Professor Sun received his doctoral degree from Peking University in July 2000.

Professor Sun has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules. The Nomination Committee has taken into account the criteria including but not limited to expertise, skills, education background, knowledge and professional experience of Professor Sun. The Board notes that Professor Sun has extensive experience in semiconductor technologies, research management, innovation commercialisation and corporate governance that are relevant to the Company's business development. His education, background, experience and practice allow him to provide valuable and relevant insights and contribute to the Board. Additionally, the Nomination Committee and the Board have also assessed and are satisfied of the independence of Professor Sun with reference to the criteria set out in Rule 3.13 of the Listing Rules. The Board considers that the appointment of Professor Sun as an independent non-executive Director is in the best interests of the Company and the shareholders of the Company as a whole.

As at the date of this announcement, save as disclosed above, Professor Sun (i) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and does not hold any other major appointments; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) (the latter two terms having their respective meanings ascribed thereto under the Listing Rules) of the Company.

As at the date of this announcement, Professor Sun does not have any interest in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The Company has entered into a letter of appointment with Professor Sun for an initial term of three years commencing from 13 August 2026, which may be terminated by either party, by giving three months' prior written notice to the other party and subject to retirement and re-election in accordance with the articles of association of the Company and the Listing Rules. Professor Sun is entitled to a director's fee of HK$144,000 per annum, which was determined by the Board upon recommendation of the Remuneration Committee after considering his duties and responsibilities, qualifications, experience and prevailing market conditions.

Professor Sun has confirmed (i) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Group and has no connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence in acting as an independent non-executive Director at the time of his proposed appointment.

Save as disclosed above, there is no other matter in relation to the appointment of Professor Sun as an independent non-executive Director that needs to be brought to the attention of the Shareholders, nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to extend its warm welcome to Mr. Wang Dongjie, Mr. Wang Yuanxue, Mr. Liu Tao and Professor Sun Wenhong in joining the Board.

RE-DESIGNATION OF DIRECTOR

The Board further announces that Mr. Cheng Hsien-Wei (鄭憲徽) ("**Mr. Cheng**") has been re-designated from an executive Director and the Chairman of the Board to a non-executive Director and the Deputy Chairman of the Board with effect from 13 August 2026 due to the change of control of the Company. Following his re-designation, Mr. Cheng will cease to be the chairperson of the Nomination Committee.

Mr. Cheng has confirmed that he has no disagreement with the Board and there are no other matters relating to his re-designation that need to be brought to the attention of the Shareholders or the Stock Exchange.

The biographical details of Mr. Cheng are as follows:

Mr. Cheng Hsien-Wei (鄭憲徽), aged 49, was the chairman of the Board, and was appointed as a Director in June 2016 and re-designated as an executive Director in March 2020. He is one of the founders of the Group. He has been a director of Megain Group (HK) since July 2015 and a director of Megain International since July 2016. He is primarily responsible for overall strategic planning and business development of the Group. Mr. Cheng has over 14 years of experience in the compatible cartridge related industries. He served as the deputy general manager of business development in Chen Phon General Construction Co. Ltd.* (成豐綜合營造有限公司), a company principally engaged in the development of residential buildings and leasing of immovable properties, from July 2004 to March 2007. From 2008 to 2010, he was the director and chief executive officer of and held 80% equity interest in Megain Technology Pte. Ltd., a company principally engaged in the trading of computer hardware and peripheral equipment in Singapore. From July 2022 to October 2022, Mr. Cheng was appointed as the chairman of the board of directors of Zhuhai BENTSAI Printing Technology Co. Ltd.* ("**ZBPT**") (珠海奔彩打印科技有限公司), a company principally engaged in the development and research, and the production of portable printers, which can print images and text on objects such as textile materials and wooden products. Since November 2022, Mr. Cheng has been appointed as the chairman of the board of directors of Zhuhai BENTSAI Technology Co. Ltd.* (珠海奔彩科技股份有限公司), the successor of ZBPT after shareholding reform, which is listed on the National Equities Exchange and Quotations in the PRC (Stock code: 873054. NQ).

Mr. Cheng completed his studies in automobile maintenance at KaiNan Vocational High School (台北市私立開南高級商工職業學校) in Taiwan in June 1994. He obtained a master's degree in science in Chaoyang University of Technology (朝陽科技大學) in Taiwan in June 2020 and a master's degree in green technology at National Ilan University (國立宜蘭大學) in Taiwan in June 2021.

As at the date of this announcement, save as disclosed above, Mr. Cheng (i) has not held any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and does not hold any other major appointments; (ii) does not hold any other positions with the Company or other members of the Group; and (iii) does not have any relationship with any Directors, senior management, substantial Shareholder(s) or controlling Shareholder(s) (the latter two terms having their respective meanings ascribed thereto under the Listing Rules) of the Company.

As at the date of this announcement, by virtue of the SFO, Mr. Cheng is deemed to be interested in 38,812,500 Shares, being all the Shares held by Global Megain Technology Pte. Ltd., which is wholly owned by Mr. Cheng, representing approximately 6.23% of the issued share capital of the Company.

The Company has entered into a new letter of appointment with Mr. Cheng for an initial term of three years commencing from 13 August 2026, which may be terminated by either party by giving three months' prior written notice to the other party and subject to retirement and re-election in accordance with the articles of association of the Company and the Listing Rules. Mr. Cheng is entitled to a director's fee of US$70,000 per annum, with an additional payment of US$10,000 in the last month of each financial year, which was determined by the Board upon recommendation of the Remuneration Committee after considering his duties and responsibilities, qualifications, experience and prevailing market conditions.

Save as disclosed above, there is no other matter in relation to the re-designation of Mr. Cheng as a non-executive Director that needs to be brought to the attention of the Shareholders, nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to extend its warm welcome to Mr. Cheng in his new role in the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the above changes, with effect from 13 August 2026, the composition of the Board committees is as follows:

(i) Audit Committee: Mr. Li Huaxiong (李華雄) (Chairperson), Mr. Chen Mark Da-jiang (陳大江) and Professor Sun Wenhong (孫文紅).

(ii) Remuneration Committee: Mr. Chen Mark Da-jiang (陳大江) (Chairperson), Ms. Yu Erhao (余尔好) and Mr. Li Huaxiong (李華雄).

(iii) Nomination Committee: Mr. Wang Dongjie (汪棟傑) (Chairperson), Ms. Yu Erhao (余尔好), Mr. Chen Mark Da-jiang (陳大江), Professor Sun Wenhong (孫文紅) and Mr. Li Huaxiong (李華雄).

CHANGE OF AUTHORISED REPRESENTATIVE UNDER RULE 3.05 OF THE LISTING RULES

The Board further announces that with effect from 13 August 2026, Mr. Cheng Hsien-Wei has ceased to be an authorised representative of the Company (the "**Authorised Representative**") under Rule 3.05 of the Listing Rules, and Mr. Wang Dongjie has been appointed as an Authorised Representative in place of Mr. Cheng Hsien-Wei.

By Order of the Board
MEGAIN HOLDING (CAYMAN) CO., LTD.
Wang Dongjie
Executive Director

Hong Kong, 13 August 2026

As at the date of this announcement, the Board comprises Mr. Wang Dongjie (Chairman and Executive Director); Mr. Wang Yuanxue (Executive Director); Mr. Cheng Hsien-Wei (Deputy Chairman and Non-executive Director), Mr. Liu Tao (Non-executive Director); Ms. Yu Erhao (Non-executive Director); Mr. Chen Mark Da-Jiang, Mr. Li Huaxiong and Professor Sun Wenhong (being Independent Non-executive Directors).

The English text of this announcement shall prevail over its Chinese text.

* *For identification purposes only*