

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



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)

CONTINUING CONNECTED TRANSACTIONS

(1) PURCHASE FRAMEWORK AGREEMENT

AND

(2) SUPPLY FRAMEWORK AGREEMENT

PURCHASE FRAMEWORK AGREEMENT

On 20 August 2026, the Company entered into the Purchase Framework Agreement with Pantum Technology in relation to the purchase by the Group of consumable chips and other chips from Pantum Technology Group for the period commencing on 1 October 2026 (or the date on which the Purchase Framework Agreement and the proposed annual caps for the transactions under the Purchase Framework Agreement are approved by the Independent Shareholders) (whichever is later) and ending on 31 December 2028.

SUPPLY FRAMEWORK AGREEMENT

On 20 August 2026, the Company entered into the Supply Framework Agreement with Pantum Technology in relation to the supply by the Group of consumable chips, other chips and related products to Pantum Technology Group for the period commencing on 1 October 2026 (or the date on which the Supply Framework Agreement and the proposed annual caps for the transactions under the Supply Framework Agreement are approved by the Independent Shareholders) (whichever is later) and ending on 31 December 2028.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Pantum Technology holds 81.084% of the equity interest in Geehy PRC. Geehy PRC indirectly holds 100% of the issued shares in Geehy International, a controlling shareholder of the Company.

Accordingly, Pantum Technology is an associate of Geehy International, a controlling shareholder of the Company, and therefore a connected person of the Company under Rule 14A.07 of the Listing Rules. As Pantum Technology Group comprises Pantum Technology and its controlled subsidiaries, each member of Pantum Technology Group is also a connected person of the Company.

The Purchase Framework Agreement and the Supply Framework Agreement were entered into between the Company and Pantum Technology. Accordingly, the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

PURCHASE FRAMEWORK AGREEMENT

As the highest of the applicable percentage ratio in respect of the annual caps under the Purchase Framework Agreement is more than 5%, the transactions contemplated under the Purchase Framework Agreement are subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

SUPPLY FRAMEWORK AGREEMENT

As the highest of the applicable percentage ratio in respect of the annual caps under the Supply Framework Agreement is more than 5%, the transactions contemplated under the Supply Framework Agreement are subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the Group entered into the Purchase Framework Agreement and the Supply Framework Agreement in its ordinary and usual course of business and the transactions contemplated thereunder are of a revenue nature, the transactions constitute revenue transactions under Rule 14.04(1)(g) of the Listing Rules and are therefore exempt from the requirements under Chapter 14 of the Listing Rules.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. Chen Mark Da-Jiang, Mr. Li Huaxiong and Professor Sun Wenhong, who are independent non-executive Directors, has been established to advise the Independent Shareholders on the Purchase Framework Agreement, the Supply Framework Agreement, together with the transactions contemplated thereunder and the respective annual caps. With the approval of the Independent Board Committee, Lego Corporate Finance Limited has been appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Purchase Framework Agreement, the Supply Framework Agreement, together with the transactions contemplated thereunder and the respective annual caps.

GENERAL

A circular containing, among others, (i) details of the Purchase Framework Agreement; (ii) details of the Supply Framework Agreement; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Purchase Framework Agreement and the Supply Framework Agreement; and (v) a notice convening the EGM, will be despatched to the Shareholders in accordance with the Listing Rules as soon as practicable.

As additional time is required for the Company to prepare and finalise certain information to be contained in the circular, it is expected that the circular will be despatched to the Shareholders on or about 13 September 2026.

PURCHASE FRAMEWORK AGREEMENT

Principal Terms

Date: 20 August 2026

Parties

1. the Company; and
2. Pantum Technology.

Subject Matter

Pursuant to the Purchase Framework Agreement, the Group will purchase consumable chips and other chips from Pantum Technology Group from time to time during the term of the Purchase Framework Agreement. Specific purchases will be effected by separate purchase orders.

Term

From 1 October 2026 (or the date on which the Purchase Framework Agreement and the proposed annual caps for the transactions under the agreement are approved by the Independent Shareholders) (whichever is later) and ending on 31 December 2028.

Pricing Policy

The consideration payable by the Group under the Purchase Framework Agreement will be determined on a transaction-by-transaction basis and specified in the relevant purchase orders to be entered into between members of the Group and members of Pantum Technology Group from time to time.

The prices shall be determined on normal commercial terms and on terms no less favourable to the Group than those available from independent third-party suppliers for comparable products under comparable transaction conditions. In determining the pricing, the Group will consider, among others, (i) product specifications and technical requirements; (ii) purchase volume and frequency; (iii) logistics and transportation costs; (iv) prevailing market conditions; (v) quotations available from independent third-party suppliers; and (vi) other relevant commercial factors.

Prior to placing purchase orders under the Purchase Framework Agreement, the Group will, where applicable, obtain quotations from at least two independent third-party suppliers for the relevant products or comparable products of a similar nature, quality, specifications and functionality, together with market pricing information or industry reference data, and compare such information against the prices offered by Pantum Technology Group to assess the fairness and reasonableness of the proposed transaction terms.

Payment Terms

Invoices shall generally be settled within 60 days after receipt.

Conditions precedent of the Purchase Framework Agreement

The transactions contemplated under the Purchase Framework Agreement shall become effective only upon the satisfaction of the following conditions:

- (a) the Company having complied with all applicable requirements under Chapter 14A of the Listing Rules;
- (b) the Independent Board Committee having provided its recommendation to the Independent Shareholders in respect of the Purchase Framework Agreement and the transactions contemplated hereunder;
- (c) the Independent Financial Adviser having issued its opinion letter to the Independent Board Committee and the Independent Shareholders; and

- (d) the Independent Shareholders having approved the Purchase Framework Agreement, the transactions contemplated hereunder and the relevant annual caps at a general meeting of the Company.

If the above conditions are not satisfied on or before 31 October 2026, the Purchase Framework Agreement shall automatically terminate, and, save for any rights and liabilities accrued prior to such termination, none of the parties shall have any claim against any other party.

Historical Transaction Amounts

During each of the two financial years ended 31 December 2024 and 2025 and the six months ended 30 June 2026, the aggregate transaction amounts between the Group and Pantum Technology Group for the purchase of consumable chips and other chips from Pantum Technology Group were approximately:

Period	Historical Amount
For the year ended 31 December 2024	RMB13,720,000
For the year ended 31 December 2025	RMB11,590,000
For the six months ended 30 June 2026	RMB10,970,000

Annual Caps

Period	Annual Cap
1 October 2026 to 31 December 2026	RMB16,500,000
For the year ending 31 December 2027	RMB64,850,000
For the year ending 31 December 2028	RMB59,350,000

Basis of Determination of Annual Caps

The actual transaction amounts payable by the Group under the Purchase Framework Agreement will depend on the volume of products purchased and the unit prices agreed in the relevant purchase orders entered into from time to time pursuant to the Purchase Framework Agreement.

The annual caps represent the maximum aggregate transaction amounts that may be incurred by the Group under the Purchase Framework Agreement during the relevant periods and were determined with reference to, among others, (i) historical transaction amounts; (ii) existing and anticipated procurement requirements of the Group; (iii) expected demand for consumable chips and other chips; and (iv) projected production plans and business growth.

SUPPLY FRAMEWORK AGREEMENT

Principal Terms

Date: 20 August 2026

Parties

1. the Company; and
2. Pantum Technology.

Subject Matter

The Group will supply consumable chips, other chips and related products to Pantum Technology Group from time to time during the term of the agreement. Specific sales will be governed by individual purchase orders.

Term

From 1 October 2026 (or the date on which the Supply Purchase Framework Agreement and the proposed annual caps for the transactions under the agreement are approved by the Independent Shareholders) (whichever is later) and ending on 31 December 2028.

Pricing Policy

The consideration payable by the Pantum Technology Group under the Supply Framework Agreement will be determined on a transaction-by-transaction basis and specified in the relevant purchase orders to be entered into between members of the Group and members of Pantum Technology Group from time to time.

The selling prices will be determined on normal commercial terms and on terms no more favourable than those offered by the Group to independent third-party customers for comparable products under comparable transaction conditions.

In determining pricing, the Group will consider, among others, (i) prevailing prices charged to independent customers; (ii) product specifications and quality; (iii) sales volume and frequency; (iv) delivery location and logistics costs; (v) payment terms; (vi) market demand and supply conditions; and (vii) other relevant commercial factors.

The Group will conduct internal comparison procedures before accepting orders to ensure compliance with the pricing policy.

Payment terms

Invoices shall generally be settled within 30 days after receipt.

Conditions precedent of the Supply Framework Agreement

The transactions contemplated under the Supply Framework Agreement shall become effective only upon the satisfaction of the following conditions:

- (a) the Company having complied with all applicable requirements under Chapter 14A of the Listing Rules;
- (b) the Independent Board Committee having provided its recommendation to the Independent Shareholders in respect of the Supply Framework Agreement and the transactions contemplated hereunder;
- (c) the Independent Financial Adviser having issued its opinion letter to the Independent Board Committee and the Independent Shareholders; and
- (d) the Independent Shareholders having approved the Supply Framework Agreement, the transactions contemplated hereunder and the relevant annual caps at a general meeting of the Company.

If the above conditions are not satisfied on or before 31 October 2026, the Supply Framework Agreement shall automatically terminate, and, save for any rights and liabilities accrued prior to such termination, none of the parties shall have any claim against any other party.

Historical Transaction Amounts

During each of the two financial years ended 31 December 2024 and 2025 and the six months ended 30 June 2026, the aggregate transaction amounts between the Group and Pantum Technology Group for the supply of consumable chips, other chips and related products from the Group to Pantum Technology Group were approximately:

Period	Historical Amount
For the year ended 31 December 2024	RMB43,890,000
For the year ended 31 December 2025	RMB63,180,000
For the six months ended 30 June 2026	RMB15,300,000

Annual Caps

Period	Annual Cap
1 October 2026 to 31 December 2026	RMB6,030,000
For the year ending 31 December 2027	RMB17,270,000
For the year ending 31 December 2028	RMB17,820,000

Basis of Determination of Annual Caps

The actual transaction amounts payable by the Pantum Technology Group under the Supply Framework Agreement will depend on the volume of products purchased and the unit prices agreed in the relevant purchase orders entered into from time to time pursuant to the Supply Framework Agreement.

The annual caps represent the maximum aggregate transaction amounts that may be incurred by Pantum Technology Group under the Supply Framework Agreement during the relevant periods and were determined with reference to, among others, (i) historical sales arrangements; (ii) expected purchase demand from Pantum Technology Group; and (iii) anticipated market demand.

Reasons for and Benefits of the Continuing Connected Transactions contemplated under the Purchase Framework Agreement and Supply Framework Agreement

The Group is principally engaged in the provision of research, design, development and sales of compatible cartridge chips and other chips. In the ordinary and usual course of its business, the Group regularly purchases and supplies consumable chips and other chips from Pantum Technology Group. The Directors consider that maintaining long-term and stable business relationships with Pantum Technology Group is beneficial to the Group's operations and business development.

The Purchase Framework Agreement will provide the Group with a stable and reliable source of supply of consumable chips and other chips required for its production and operational needs. The framework nature of the agreement will also enable the Group to streamline its procurement process, facilitate production planning and inventory management, and reduce administrative costs and time associated with negotiating and entering into individual agreements for each transaction.

The Supply Framework Agreement will enable the Group to continue supplying consumable chips, other chips and related products to Pantum Technology Group, a long-standing business customer, thereby securing a stable source of revenue, strengthening the Group's market presence and customer relationships, and providing opportunities for further business cooperation and expansion. The Directors believe that the transactions contemplated under the Supply Framework Agreement will contribute positively to the Group's overall business development.

The framework agreements also provide a clear contractual basis for the conduct of the continuing connected transactions between the parties and allow the Group to comply with the requirements of Chapter 14A of the Listing Rules through the establishment of annual caps, thereby avoiding the need to seek independent Shareholders' approval for each individual transaction contemplated thereunder.

The Directors (excluding the independent non-executive Directors, whose views will be set out in the circular after taking into account the advice of the Independent Financial Adviser, and any Director who has abstained from voting on the relevant Board resolutions due to his material interest in the transactions) consider that the Purchase Framework Agreement and the Supply Framework Agreement, together with the transactions contemplated thereunder and the respective annual caps, are entered into in the ordinary and usual course of business of the Group, are on normal commercial terms, and that the terms thereof and the respective annual caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES

The Company has adopted, and will continue to implement, the following internal control measures to ensure that the continuing connected transactions contemplated under the Purchase Framework Agreement and the Supply Framework Agreement are conducted on normal commercial terms, are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole:

(i) Pricing determination and review procedures

For transactions under the Purchase Framework Agreement, the procurement department will maintain a comprehensive list of unit price quotations for each of the relevant products obtained from not less than two independent suppliers (where available), which will be updated regularly at least once every two weeks. Prior to placing each purchase order, the procurement department will, where applicable, obtain quotations from at least two independent third-party suppliers for the relevant products or comparable products of a similar nature, quality, specifications and functionality, together with market pricing information or industry reference data, and compare such information against the prices offered by Pantum Technology Group to ensure that the purchase price offered by the Pantum Technology Group is no less favourable to the Group than the most recent terms offered by independent suppliers for the relevant products or comparable products.

For transactions under the Supply Framework Agreement, the sales department will determine the proposed selling price with reference to factors including product specifications, order volume, delivery schedules, historical transaction records with independent customers for comparable products, prevailing market conditions and the terms offered by the Group to independent customers for similar products (where available). The sales department will ensure that the prices and other major terms offered to the Pantum Technology Group are no more favourable than those offered by the Group to independent customers under comparable circumstances.

The relevant business department shall prepare a pricing assessment for each transaction, which shall be reviewed and approved by the responsible department head and subsequently reviewed by the finance department before the transaction is entered into.

(ii) Transactional review and approval procedures

Each proposed transaction under the Purchase Framework Agreement and the Supply Framework Agreement shall be subject to the Group's internal approval procedures. The relevant business department shall verify that the transaction is conducted in accordance with the relevant framework agreement, including the applicable pricing policy and payment terms. The finance department shall review the supporting documents, including quotation records, pricing assessment materials and transaction terms, before approval is granted.

(iii) Periodic compliance review

The finance department and the compliance personnel will conduct periodic reviews, at least on a quarterly basis, of the continuing connected transactions to assess whether the transactions have been conducted in accordance with the pricing policies, the terms of the relevant framework agreements and the applicable requirements under Chapter 14A of the Listing Rules.

(iv) Monitoring of annual caps

The finance department will maintain a register of continuing connected transactions and monitor the transaction amounts incurred under each framework agreement on a monthly basis to ensure that the applicable annual caps are not exceeded.

(v) Reporting mechanism

Where the utilisation of any annual cap reaches approximately 80%, the finance department will promptly report the status to senior management. The relevant business departments and management will then assess the expected transaction volume for the remainder of the year and determine whether any revision of the annual caps may be required.

(vi) Compliance with Listing Rules requirements

If it is anticipated that any annual cap may be exceeded, or if there is any proposed material change to the terms of the relevant framework agreement, the Company will cease to enter into further transactions exceeding the approved limit until it has complied with the applicable requirements under the Listing Rules, including, where necessary, obtaining the approval of the Board, the Independent Shareholders and/or making the requisite announcement and disclosure.

INFORMATION ON THE PARTIES

Information of the Group

The Company is an investment holding company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 6939). The Group is principally engaged in the provision of research, design, development and sales of compatible cartridge chips and other chips.

Information on Pantum Technology

Pantum Technology focuses on the printing, imaging and integrated circuit chips industry. It has been listed on the Shenzhen Stock Exchange (stock code: 002180) since 2014. Pantum Technology Group has three major business segments, namely laser printers, integrated circuit chips, and compatible consumables for printers. The integrated circuit chips segment of Pantum Technology Group is mainly operated by Geehy PRC and its subsidiaries.

As at the date of this announcement, save for Mr. Wang Dongying, the elder brother of Mr. Wang Dongjie (an executive Director) and Mr. Zeng Yangyun, who are interested, directly and indirectly (through their respective interest in Zhuhai Seine Technology Co., Ltd. (珠海賽納科技有限公司) (“**Zhuhai Seine**”)), in approximately 11.46% and 6.52% of the share capital of Pantum Technology respectively (of which their direct shareholdings are approximately 2.93% and 0.30%, respectively), none of the other shareholders of Pantum Technology owns more than 5% in its share capital.

As at the date of this announcement, Pantum Technology directly holds 81.084% of the equity interest in Geehy PRC. The largest shareholder of Pantum Technology is Zhuhai Seine, a company established in the PRC and an investment holding company, which holds approximately 28.84% in the shareholding of Pantum Technology. The late Mr. Li Dongfei, who previously acted in concert with Mr. Wang Dongying and Mr. Zeng Yangyun, indirectly held 21.559% equity interest in Zhuhai Seine, which was transferred in equal shares to his spouse, Ms. Zhu Wanmei, and his son, Li Yixiang, upon the completion of his estate succession proceeding. Following the cessation of the said acting-in-concert arrangement, as at the date of this announcement, Mr. Zeng Yangyun is indirectly interested in approximately 21.559% of Zhuhai Seine; whereas Mr. Wang Dongying is indirectly interested in approximately 29.583% of Zhuhai Seine. Mr. Wang Dongying is regarded as the single controller of Zhuhai Seine with over 20 years’ experience in printing equipment and consumables industry, and founded the Pantum Technology Group. Mr. Wang Dongying is the ultimate actual controller¹ of Pantum Technology.

Geehy PRC is an integrated circuit design company that specialises in industrial and automotive grade microprocessors, mixed-signal analog integrated circuits, MCUs, printer multi-controller SoCs, printer cartridge chips etc.

¹ “Actual Controller” means any natural person, legal person or other organisation that is able to exercise actual control over the conduct of a company through investment relationships, agreements or other arrangements.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Pantum Technology holds 81.084% of the equity interest in Geehy PRC. Geehy PRC indirectly holds 100% of the issued shares in Geehy International, a controlling shareholder of the Company.

Accordingly, Pantum Technology is an associate of Geehy International, a controlling shareholder of the Company, and therefore a connected person of the Company under Rule 14A.07 of the Listing Rules. As Pantum Technology Group comprises Pantum Technology and its controlled subsidiaries, each member of Pantum Technology Group is also a connected person of the Company.

The Purchase Framework Agreement and the Supply Framework Agreement were entered into between the Company and Pantum Technology. Accordingly, the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

PURCHASE FRAMEWORK AGREEMENT

As the highest applicable percentage ratio in respect of the annual caps under the Purchase Framework Agreement is more than 5%, the transactions contemplated under the Purchase Framework Agreement are subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

SUPPLY FRAMEWORK AGREEMENT

As the highest applicable percentage ratio in respect of the annual caps under the Supply Framework Agreement is more than 5%, the transactions contemplated under the Supply Framework Agreement are subject to the reporting, announcement, annual review, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the Group entered into the Purchase Framework Agreement and the Supply Framework Agreement in its ordinary and usual course of business and the transactions contemplated thereunder are of a revenue nature, the transactions constitute revenue transactions under Rule 14.04(1)(g) of the Listing Rules and are therefore exempt from the requirements under Chapter 14 of the Listing Rules.

BOARD APPROVAL AND DIRECTORS' INTERESTS

Mr. Wang Dongjie, Mr. Wang Yuanxue and Mr. Liu Tao, being the Directors also holding directorship or other position in Pantum Technology Group and/or Geehy Group, are considered to have a material interest in the Purchase Framework Agreement, the Supply Framework Agreement and the transactions contemplated thereunder. Accordingly, Mr. Wang Dongjie, Mr. Wang Yuanxue and Mr. Liu Tao have abstained from voting on the relevant Board resolutions approving the Purchase Framework Agreement, the Supply Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps).

Save as disclosed above, none of the Directors has a material interest in the Purchase Framework Agreement, the Supply Framework Agreement or the transactions contemplated thereunder, and therefore no other Director was required to abstain from voting on the relevant Board resolutions.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising Mr. Chen Mark Da-Jiang, Mr. Li Huaxiong and Professor Sun Wenhong, who are independent non-executive Directors, has been established to advise the Independent Shareholders on the Purchase Framework Agreement, the Supply Framework Agreement, together with the transactions contemplated thereunder and the respective annual caps. With the approval of the Independent Board Committee, Lego Corporate Finance Limited has been appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Purchase Framework Agreement, the Supply Framework Agreement, together with the transactions contemplated thereunder and the respective annual caps.

GENERAL

A circular containing, among others, (i) details of the Purchase Framework Agreement; (ii) details of the Supply Framework Agreement; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Purchase Framework Agreement and the Supply Framework Agreement; and (v) a notice convening the EGM, will be despatched to the Shareholders in accordance with the Listing Rules as soon as practicable.

As additional time is required for the Company to prepare and finalise certain information to be contained in the circular, it is expected that the circular will be despatched to the Shareholders on or about 13 September 2026.

DEFINITIONS

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

“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	MEGAIN Holding (Cayman) Co., Ltd. (Stock Code: 6939), a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

“controlled subsidiaries”	any entity directly or indirectly owned by another company through ownership of more than 50% of its voting shares, registered capital, or equity interests
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held via the eVoting Portal to consider and, if thought fit, approve the Purchase Framework Agreement, the Supply Framework Agreement and the transactions contemplated thereunder
“eVoting Portal”	the online meeting system that allows shareholders of a company to vote online, view the livestreaming of a meeting and ask questions online as shareholders do at a physical meeting without the need of physical attendance
“Geehy Group”	Geehy PRC and its controlled subsidiaries, excluding the Group
“Geehy International”	Geehy International Limited, a company incorporated in the British Virgin Islands with limited liability
“Geehy PRC”	極海微電子股份有限公司 (Geehy Microelectronics Inc.), a company incorporated under the laws of PRC
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee comprising Mr. Chen Mark Da-Jiang, Mr. Li Huaxiong and Professor Sun Wenhong, who are independent non-executive Directors, formed to advise the Independent Shareholders on the Purchase Framework Agreement, the Supply Framework Agreement, together with the transactions contemplated thereunder and the respective annual caps

“Independent Financial Adviser” or “Lego Corporate Finance”	Lego Corporate Finance Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company and approved by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Purchase Framework Agreement, the Supply Framework Agreement, together with the transactions contemplated thereunder and the respective annual caps
“Independent Shareholders”	the Shareholders other than Pantum Technology and its associates
“independent third party(ies)”	party(ies) which is/are independent of the Group and the connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or otherwise modified from time to time)
“Pantum Technology”	Pantum Technology Co., Ltd (奔圖科技股份有限公司) (formerly known as Ninestar Corporation (納思達股份有限公司)), a company incorporated in the PRC, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002180.SZ)
“Pantum Technology Group”	Pantum Technology and its controlled subsidiaries, excluding the Group
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Purchase Framework Agreement”	the purchase framework agreement dated 20 August 2026 entered into between the Company and Pantum Technology in relation to the purchase by the Group of consumable chips and other chips from Pantum Technology Group
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time)

“Shares”	ordinary share(s) of the Company of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supply Framework Agreement”	the supply framework agreement dated 20 August 2026 entered into between the Company and Pantum Technology in relation to the supply by the Group of consumable chips, other chips and related products to Pantum Technology Group
“%”	per cent.

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

Hong Kong, 20 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 joint announcement shall prevail over its Chinese text.

* *For identification purposes only*