
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shenzhen SDMC Technology Co., Ltd. (the “Company”), you should at once hand this circular together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Shenzhen SDMC Technology Co., Ltd.

深圳市華曦達科技股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00901)

- (1) 2025 WORK REPORT OF THE BOARD OF DIRECTORS**
- (2) 2025 PERFORMANCE REPORT OF THE INDEPENDENT
NON-EXECUTIVE DIRECTORS**
- (3) 2025 PROFIT DISTRIBUTION PLAN**
- (4) PROPOSED APPLICATION FOR A COMPREHENSIVE CREDIT
FACILITY AND ESTIMATED GUARANTEE LIMIT FROM BANKS AND
FINANCIAL INSTITUTIONS IN 2026**
- (5) PROPOSED RE-APPOINTMENT OF AUDITOR**
- (6) PROPOSED ELECTION OF THE EXECUTIVE DIRECTORS FOR THE
SEVENTH SESSION OF THE BOARD OF DIRECTORS**
- (7) PROPOSED ELECTION OF THE INDEPENDENT NON-EXECUTIVE
DIRECTORS FOR THE SEVENTH SESSION OF THE BOARD OF
DIRECTORS AND REMUNERATION SCHEME OF THE INDEPENDENT
NON-EXECUTIVE DIRECTORS**
- (8) PROPOSED GRANT OF A GENERAL MANDATE TO THE BOARD OF
DIRECTORS TO REPURCHASE H SHARES**
- (9) PROPOSED GRANT OF A GENERAL MANDATE TO THE BOARD OF
DIRECTORS TO ISSUE H SHARES**
- (10) ACCOUNTANTS' REPORT FOR THE YEAR ENDED DECEMBER 31, 2025
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 4 to 14 of this circular.

A notice convening the AGM to be held at 19/F, Changhong Science and Technology Building, No. 18, Keji South 12th Road, High Tech Zone Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, China on Friday, June 26, 2026 at 2:00 p.m. is set out on pages AGM-1 to AGM-3 of this circular.

Whether or not you intend to attend the AGM, you are advised to complete and return the enclosed proxy form in respect of the AGM in accordance with the instructions printed thereon as soon as possible and in any event, not less than 24 hours prior to the commencement of such meeting or any adjournments thereof, i.e., not later than Thursday, June 25, 2026 at 2:00 p.m. (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

June 5, 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the 2025 annual general meeting of the Company, or any adjournment thereof, to be convened and held at 19/F, Changhong Science and Technology Building, No. 18, Keji South 12th Road, High Tech Zone Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, China on Friday, June 26, 2026 at 2:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions set out in the notice of meeting on pages AGM-1 to AGM-3 of this circular
“Articles of Association”	the Articles of Association of the Company (as amended from time to time)
“associate(s)”	shall has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“Company”	Shenzhen SDMC Technology Co., Ltd. (深圳市華曦達科技股份有限公司), a joint stock company with limited liability incorporated in the PRC on October 22, 2003, formerly known as Shenzhen Zhixin Micro-electronics Co., Ltd. (深圳市致芯微電子股份有限公司), which was converted from Shenzhen Zhixin Micro-electronics Ltd. (深圳市致芯微電子有限公司) into a joint stock company with limited liability on January 13, 2009, whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 00901)
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Company
“Global Offering”	the Hong Kong Public Offering and the International Offering, details of which were disclosed in the Prospectus
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Huazhi Changlian”	Shenzhen Huazhi Changlian Internet Technology Partnership (Limited Partnership) (深圳市華智暢聯互聯網技術合夥企業(有限合夥)), a limited partnership established in the PRC on July 1, 2022
“Kaida Yunzhi”	Shenzhen Kaida Yunzhi Investment Partnership (Limited Partnership) (深圳市凱達雲智投資合夥企業(有限合夥)), a limited partnership established in the PRC on July 1, 2022
“Latest Practicable Date”	June 3, 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information referred to in this circular
“Listing Date”	May 27, 2026, the date on which the H Shares were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macao Special Administrative Region of the PRC and Taiwan Region
“Prospectus”	the prospectus of the Company dated May 18, 2026
“Qihang No.1”	Shenzhen Qihang No.1 Investment Partnership (Limited Partnership) (深圳市啟航一號投資合夥企業(有限合夥)), a limited partnership established in the PRC on February 27, 2025
“Qihang No.2”	Shenzhen Qihang No.2 Investment Partnership (Limited Partnership) (深圳市啟航二號投資合夥企業(有限合夥)), a limited partnership established in the PRC on February 27, 2025
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law 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
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, comprising Unlisted Shares and H Shares

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	shall have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“USD”	United States dollars, the lawful currency of the United States
“Unlisted Share(s)”	ordinary share(s) issued by the Company with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
“Zhixin Weilai”	Shenzhen Zhixin Weilai Investment Partnership (Limited Partnership) (深圳市智信未來投資合夥企業(有限合夥)), a limited partnership established in the PRC on October 20, 2021
“%”	per cent



Shenzhen SDMC Technology Co., Ltd.
深圳市華曦達科技股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00901)

Executive Directors:

Mr. LI Bo (*Chairman*)
Mr. YAN Zhikang
Mr. LI Jun
Ms. DANG Hui

Independent Non-Executive Directors:

Ms. LUK Pui Yin Grace
Mr. YIN Renyong
Dr. ZHENG Qian

Registered Office:

1st Floor, Building 5
Hengtongfa Industrial Zone
Tangtou Industrial Park
Tangtou Community
Shiyan Street, Bao'an District
Shenzhen, Guangdong Province
China

Headquarters:

18/F, 19/F, 22/F and 23/F
Changhong Science and Technology Building
No. 18, Keji South 12th Road
High Tech Zone Community
Yuehai Street
Nanshan District, Shenzhen
Guangdong Province, China

Principal Place of Business

in Hong Kong:
Room 1920, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

June 5, 2026

To the Shareholders

Dear Sir/Madam,

- (1) 2025 WORK REPORT OF THE BOARD OF DIRECTORS
- (2) 2025 PERFORMANCE REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
- (3) 2025 PROFIT DISTRIBUTION PLAN
- (4) PROPOSED APPLICATION FOR A COMPREHENSIVE CREDIT FACILITY AND ESTIMATED GUARANTEE LIMIT FROM BANKS AND FINANCIAL INSTITUTIONS IN 2026
- (5) PROPOSED RE-APPOINTMENT OF AUDITOR
- (6) PROPOSED ELECTION OF THE EXECUTIVE DIRECTORS FOR THE SEVENTH SESSION OF THE BOARD OF DIRECTORS
- (7) PROPOSED ELECTION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE SEVENTH SESSION OF THE BOARD OF DIRECTORS AND REMUNERATION SCHEME OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
- (8) PROPOSED GRANT OF A GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES
- (9) PROPOSED GRANT OF A GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE H SHARES
- (10) ACCOUNTANTS' REPORT FOR THE YEAR ENDED DECEMBER 31, 2025
AND
NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

The following resolutions will be proposed at the AGM for consideration and, if thought fit, approval:

Ordinary Resolutions

- (1) To consider and approve the 2025 Work Report of the Board of Directors;
- (2) To consider and approve the 2025 Performance Report of the Independent Non-Executive Directors;
- (3) To consider and approve the 2025 Profit Distribution Plan;
- (4) To consider and approve the proposed application for a comprehensive credit facility and estimated guarantee limit from banks and financial institutions in 2026;
- (5) To consider and approve the proposed re-appointment of Ernst & Young as auditor for the year ending December 31, 2026, and to authorize the Company's management to fix its remuneration;
- (6) To consider and approve the proposed election of the executive Directors for the seventh session of the Board of Directors:
 - 6.1 To consider and approve the re-election of Mr. Li Bo as an executive Director;
 - 6.2 To consider and approve the re-election of Mr. Yan Zhikang as an executive Director;
 - 6.3 To consider and approve the re-election of Mr. Li Jun as an executive Director; and
 - 6.4 To consider and approve the re-election of Ms. Dang Hui as an executive Director.
- (7) To consider and approve the proposed election of the independent non-executive Directors for the seventh session of the Board of Directors and remuneration scheme of the independent non-executive Directors:
 - 7.1 To consider and approve the re-election of Ms. Luk Pui Yin Grace as an independent non-executive Director;

LETTER FROM THE BOARD

- 7.2 To consider and approve the re-election of Mr. Yin Renyong as an independent non-executive Director;
- 7.3 To consider and approve the re-election of Dr. Zheng Qian as an independent non-executive Director; and
- 7.4 To consider and approve the remuneration scheme of the independent non-executive Directors.
- (8) To consider and approve the accountants' report for the year ended December 31, 2025;

Special Resolutions

- (9) To consider and approve the proposed grant of a general mandate to the Board of Directors to repurchase H Shares; and
- (10) To consider and approve the proposed grant of a general mandate to the Board of Directors to issue H Shares.

II. DETAILS OF THE RESOLUTIONS

Ordinary Resolutions

1. 2025 Work Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Work Report of the Board of Directors, please refer to Appendix I to this circular for the 2025 Work Report of the Board of Directors. In case of any discrepancy between the English and Chinese versions of the report, the Chinese version shall prevail.

2. 2025 Performance Report of the Independent Non-Executive Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Performance Report of the Independent Non-Executive Directors, please refer to Appendix II to this circular for the 2025 Performance Report of the Independent Non-Executive Directors. In case of any discrepancy between the English and Chinese versions of the report, the Chinese version shall prevail.

3. 2025 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2025 Profit Distribution Plan. Based on the Company's actual business development, the Board of Directors has proposed that there will be no distribution of profits for the year of 2025.

LETTER FROM THE BOARD

4. Proposed Application for a Comprehensive Credit Facility and Estimated Guarantee Limit from Banks and Financial Institutions in 2026

An ordinary resolution will be proposed at the AGM to consider and approve the proposed application for a comprehensive credit facility and estimated guarantee limit from banks and financial institutions in 2026.

In accordance with the operational and development needs of the Company and its subsidiaries, the Company plans to apply for a comprehensive credit facility from banks and financial institutions in 2026, not exceeding the equivalent of RMB2,000 million (the USD calculation will be based on the central parity rate of USD to RMB published by the People's Bank of China on June 26, 2026, and the actual exchange rate will be subject to the signed agreement). The credit facilities will include, but are not limited to, short-term working capital loans for daily operations, bank acceptance bills, letters of credit, trade finance, guarantees, and foreign exchange derivatives. The actual financing amount will be subject to the final signed and executed integration agreement or the approval of the financial institution. There will be no guarantees provided to entities outside the Company's consolidated financial statements.

Simultaneously, to support the continued healthy development of the business of the Company's wholly-owned subsidiaries, the Company plans to provide its wholly-owned subsidiaries with a guarantee limit of not exceeding the equivalent of RMB500 million in 2026 (the USD calculation will be based on the central parity rate of USD to RMB published by the People's Bank of China on June 26, 2026, and the actual exchange rate will be subject to the signed agreement). The guarantee scope includes, but is not limited to, financing guarantees arising from the application for the comprehensive credit line and performance guarantees arising from daily operations. Guarantee types include general guarantees, joint and several liability guarantees, mortgages, and pledges. The actual guarantee amount is subject to the final signed and executed guarantee contract or the approval of the financial institution.

The authorization for the above-mentioned application for a comprehensive credit facility and provision of a guarantee limit is valid until the next annual general meeting of the Company from the date of approval by the AGM. Within the aforementioned period, the credit line can be used on a rolling basis.

In the event any of the above financing arrangements as authorized by the Shareholders under this resolution is drawn down or utilized by the Company, and therefore subject to Chapter 14 of the Listing Rules or other applicable Listing Rules, the Company will comply with all applicable requirements under the Listing Rules, including the announcement requirement, issuing a circular and seeking the Shareholders' approval where necessary.

The above resolution on the proposed application for a comprehensive credit facility and estimated guarantee limit from banks and financial institutions in 2026 has been considered and approved by the Board and is hereby submitted to the AGM for consideration.

LETTER FROM THE BOARD

5. Proposed Re-appointment of Auditor

Reference is made to the announcement of the Company dated June 5, 2026 in relation to the proposed re-appointment of auditor of the Company. An ordinary resolution will be proposed at the AGM to consider and approve the proposed re-appointment of auditor of the Company and to authorize the Company's management to fix its remuneration.

The Board, with the recommendation of the Audit Committee, proposed for the re-appointment of Ernst & Young as the Company's auditor for the year ending December 31, 2026 and to hold the office until the conclusion of the next annual general meeting of the Company, subject to the approval of Shareholders at the AGM.

The Audit Committee has considered section 2, particularly paragraph 2.2.4 of The Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council on December 16, 2021 (the “**Guide**”) and evaluated Ernst & Young based on factors such as (a) governance and leadership, (b) compliance with relevant ethical requirements, (c) industry knowledge and technical competence, (d) engagement performance, (e) communication and interaction with the Audit Committee, and (f) monitoring process. The Audit Committee is satisfied that Ernst & Young is independent, competent and capable to perform high quality audits upon the consideration as set out in the Guide, and is satisfied that Ernst & Young has sufficient and appropriate manpower, expertise, time and resources to perform high quality audits of the Company.

In proposing the re-appointment of Ernst & Young as the auditor of the Company, the Board and the Audit Committee had considered that: (i) Ernst & Young is a qualified auditor for companies established in the PRC and listed on the Stock Exchange; (ii) Ernst & Young has served as the auditor and reporting accountant for the Company's initial public offering and listing on the Stock Exchange, and has provided professional services that effectively assisted the Company's listing; and (iii) the appointment of Ernst & Young will ensure continuity of the annual auditing work of the Company.

The estimated audit fee as agreed with Ernst & Young for audit services in respect of the financial year ending December 31, 2026 is expected to range from approximately RMB1.8 million to RMB2.2 million.

The estimated audit fee is determined taking into account a number of factors, including the Company's business scale, industry and the complexity of its accounting practices, as well as the level of audit resources required, the estimated workload and Ernst & Young's standard rates. Such estimated audit fee is also arrived at on the assumption that the scope of work undertaken will not materially deviate from that preliminarily agreed between the parties. In addition, the Board proposes that the Shareholders authorize the Company's management to negotiate with Ernst & Young to determine the exact audit fees based on the Company's actual audit needs and audit scope.

LETTER FROM THE BOARD

6. Proposed Election of the Executive Directors for the Seventh Session of the Board of Directors

Reference is made to the announcement of the Company dated June 5, 2026, in relation to the proposed election of seventh session of the Board. As the term of office of the sixth session of the Board is due, the seventh session of the Board shall therefore be elected and formed according to the Articles of Association and the relevant regulatory requirements. The seventh session of the Board will consist of seven Directors, comprising four executive Directors, and three independent non-executive Directors.

The Board, upon recommendation by the Nomination Committee, proposed to re-elect Mr. Li Bo, Mr. Yan Zhikang, Mr. Li Jun and Ms. Dang Hui as the executive Directors. The above-mentioned proposal is subject to the approval by the Shareholders by way of ordinary resolutions at the AGM.

In the event that the proposed executive Directors are elected as the executive Directors of the seventh session of the Board, their terms of office shall be three years from the date of approval by the Shareholders at the AGM.

Upon approval of the resolution at the AGM, the proposed executive Directors will not receive any Director's fee from the Company during their term of office as executive Directors under the service contracts, and they will receive corresponding remuneration according to their specific management position in the Company.

Details of the biographical information of the proposed Directors are presented in Appendix III to this circular.

7. Proposed Election of the Independent Non-Executive Directors for the Seventh Session of the Board of Directors and Remuneration Scheme of the Independent Non-Executive Directors

Reference is made to the announcement of the Company dated June 5, 2026, in relation to the proposed election of seventh session of the Board. As the term of office of the sixth session of the Board is due, the seventh session of the Board shall therefore be elected and formed according to the Articles of Association and the relevant regulatory requirements. The seventh session of the Board will consist of seven Directors, comprising four executive Directors, and three independent non-executive Directors.

The Board, upon recommendation by the Nomination Committee, proposed to re-elect Ms. Luk Pui Yin Grace, Mr. Yin Renyong and Dr. Zheng Qian as the independent non-executive Directors. The above-mentioned proposal is subject to the approval by the Shareholders by way of ordinary resolutions at the AGM.

LETTER FROM THE BOARD

In the event that the proposed independent non-executive Directors are elected as the independent non-executive Directors of the seventh session of the Board, their terms of office shall be three years from the date of approval by the Shareholders at the AGM.

Upon recommendation from the Remuneration and Appraisal Committee with reference to their respective responsibilities, the proposed remuneration for the proposed independent non-executive Directors is RMB120,000 (including tax) per annum.

Details of the biographical information of the proposed Directors are presented in Appendix III to this circular.

The Nomination Committee has assessed and reviewed the written confirmations of independence of the proposed independent non-executive Directors, and is satisfied that each of Ms. Luk Pui Yin Grace, Mr. Yin Renyong and Dr. Zheng Qian is independent in accordance with Rule 3.13 of the Listing Rules.

The Nomination Committee assisted the Board in the selection and nomination process for the proposed independent non-executive Directors. The Nomination Committee followed the Company's Director nomination policy and Board diversity policy and has evaluated the Director candidates based on criteria including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, length of services and time to be devoted as a Director. All Board appointments will be based on merit, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with maintaining a view to a sound balance of the Board's composition. The Nomination Committee considers that the proposed independent non-executive Directors have a balanced mix of knowledge, skills and experience, in particular, with Ms. Luk Pui Yin Grace and Mr. Yin Renyong's accounting and finance experience and Dr. Zheng Qian's computer science expertise. The Nomination Committee believes that each of Ms. Luk Pui Yin Grace, Mr. Yin Renyong and Dr. Zheng Qian can contribute to the diversity of the Board and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

Accordingly, the Nomination Committee has recommended to the Board on election of all the proposed independent non-executive Directors.

8. *Accountants' Report for the Year Ended December 31, 2025*

An ordinary resolution will be proposed at the AGM for Shareholders to receive, consider and adopt the accountants' report for the year ended December 31, 2025 as disclosed in the Prospectus.

LETTER FROM THE BOARD

Special Resolutions

9. *Proposed Grant of a General Mandate to the Board of Directors to Repurchase H Shares*

In accordance with the requirements of relevant laws, regulations, the Listing Rules and other normative documents, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, a special resolution will be proposed at the AGM that the Board be granted a general mandate to repurchase H Shares (“**Repurchase General Mandate**”), not exceeding 10% of the total number of H Shares in issue as at the date of the approval by the Shareholders of the Repurchase General Mandate (excluding any treasury Shares). The Company intends to repurchase its H Shares for purposes in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC, including but not limited to granting Shares to its employees as incentives or for employee stock ownership plan.

The exercise of the Repurchase General Mandate will be conditional upon (i) the special resolution for approving the grant of the Repurchase General Mandate being passed at the AGM; and (ii) the approvals of any regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate. If the above conditions are not fulfilled, the Repurchase General Mandate will not be exercisable by the Directors.

The Repurchase General Mandate would expire on the earliest of (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by special resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company. The H Shares which may be repurchased by the Company pursuant to the Repurchase General Mandate shall not exceed 10% of the total number of H Shares in issue (excluding any treasury Shares) as at the date of passing the resolution approving the Repurchase General Mandate at the AGM.

An explanatory statement containing certain information relating to the Repurchase General Mandate is set out in Appendix IV to this circular. The information contained in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Repurchase General Mandate.

10. *Proposed Grant of a General Mandate to the Board of Directors to Issue H Shares*

In order to meet the Company’s capital requirements for its continuous business development, the Board proposes that, subject to compliance with the with the requirements of relevant laws, regulations, the Listing Rules and other normative documents, a general mandate be granted to the Board to allot, issue and/or deal with (including any sale or transfer of treasury Shares, if permitted under the Listing Rules)

LETTER FROM THE BOARD

new Shares (whether H Shares or securities convertible into such shares, options, warrants or similar rights to subscribe for H Shares of the Company) not exceeding 20% of the total number of Shares in issue of the Company (excluding any treasury Shares) as at the date of passing the relevant resolution at the AGM, and to authorize the Board to approve and execute all necessary documents, submit all necessary applications to the relevant authorities, take all other necessary actions to complete such matters and to make amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issue of additional H Shares pursuant to such mandate (the “**Issue General Mandate**”).

As at the Latest Practicable Date, the total number of Shares in issue of the Company was 209,540,070 Shares (including 146,508 Unlisted Shares and 209,393,562 H Shares) and the Company did not hold any treasury Shares. Subject to the passing of the proposed grant of the Issue General Mandate and on the assumption that no new Shares will be issued by the Company after the Latest Practicable Date and prior to the AGM, the Board may allot, issue and/or deal with (including any sale or transfer of treasury Shares, if permitted under the Listing Rules) up to a maximum of 41,908,014 H Shares under the Issue General Mandate to be granted by the Shareholders.

The Issue General Mandate will expire on the earliest of (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by special resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

III. THE AGM

The AGM will be convened on Friday, June 26, 2026 at 2:00 p.m. at 19/F, Changhong Science and Technology Building, No. 18, Keji South 12th Road, High Tech Zone Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, China. A notice convening the AGM is set out on pages AGM-1 to AGM-3 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sdmctech.com).

IV. CLOSURE OF REGISTER OF MEMBERS

The register of members of H Shares of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026, both days inclusive, for the purpose of ascertaining the entitlement of shareholders to attend and vote at the AGM to be convened and held on Friday, June 26, 2026. Holders of H Shares and holders of Unlisted Shares whose names appear on the register of members of the Company on Friday, June 26, 2026 will be entitled to attend and vote at the AGM.

LETTER FROM THE BOARD

In order to qualify for attending and voting at the AGM, holders of H Shares must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:30 p.m. on Monday, June 22, 2026.

V. PROXY ARRANGEMENT

The form of proxy of the AGM is enclosed and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sdmctech.com).

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. The form of proxy must be deposited at the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) or at the Company's headquarters at 19/F, Changhong Science and Technology Building, No. 18, Keji South 12th Road, High Tech Zone Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, China (for holders of Unlisted Shares), not less than 24 hours before the scheduled time of the AGM or any adjournment thereof (i.e. before 2:00 p.m. on Thursday, June 25, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any other adjourned meeting should you so wish.

If you attend and vote in person at the AGM, the authority of your proxy will be deemed to be revoked.

VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of the Shareholders at the AGM shall be taken by poll. As such, the resolutions as set out in the notice convening the AGM will be voted by poll.

The poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sdmctech.com) after the AGM in accordance with the Listing Rules.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the AGM.

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

VIII. RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of these proposed resolutions.

By order of the Board
Shenzhen SDMC Technology Co., Ltd.
深圳市華曦達科技股份有限公司
Mr. Li Bo
Chairman and Executive Director

2025 WORK REPORT OF THE BOARD OF DIRECTORS

In the year 2025, the Board of the Company has strictly complied with the requirements of various laws, regulations, normative documents, and the Articles of Association. It has conscientiously performed the duties entrusted by the general meetings, regulated operations, implemented various resolutions of the general meetings, continuously improved the corporate governance structure, and actively promoted the development of various business activities. Closely aligning with the Company's overall strategic objectives, the Board supervised the work progress of each department in light of actual conditions. All directors have been diligent and responsible throughout the year, making significant contributions to the Board's informed decision-making and standardized operations. The main work of the Board of Directors for 2025 is hereby reported as follows, for your consideration.

1. Routine Work of the Board of Directors for 2025

In 2025, the Board closely aligned its work with the Company's strategic objectives and efficiently fulfilled its governance responsibilities. Throughout the year, a total of six board meetings were convened, at which 49 major resolutions were considered and approved. Three general meetings (including two extraordinary meetings and one annual meeting) were held, at which 34 major resolutions were considered and approved. These resolutions covered matters such as the issuance of H shares and listing on the Main Board of the Stock Exchange, internal control, management of mandates, and annual report matters. The Board ensured that all matters subject to review were duly considered, guaranteeing that the decision-making processes of the Board and general meetings were conducted in an informed, democratic, and legally compliant manner, thereby ensuring the effective operation of the Company's governance decision-making mechanism.

In 2025, the independent Directors of the Company performed their duties independently and diligently, fully exercised their powers, actively participated in the Board meetings and general meetings of the Company, and issued a total of four independent opinions.

2. Work priorities of the Board of Directors for 2026

On May 27, 2026, the Company was successfully listed on the Main Board of the Hong Kong Stock Exchange. The listing is of paramount strategic significance to the Company's development. Upon the listing, the Company will be able to access various financing instruments with greater ease, enabling capital raising at higher efficiency and lower costs, thereby significantly enhancing the Company's competitiveness and sustainability. At the same time, the listing also promotes standardized operations of the Company and the improvement of various internal control systems, greatly enhancing the corporate management standards.

In 2026, the Board will, giving regard to the Company's actual situation and development strategies, diligently perform various daily duties, earnestly implement the resolutions of the general meeting, make informed and efficient decisions on major matters, and strive to better achieve the Company's various operating indicators, maximizing the interests of all shareholders and the Company. The Board will continue to closely monitor updates and changes in regulatory requirements in Mainland China and Hong Kong, conduct the Company's business operations, management, and fulfill information disclosure obligations in accordance with the new regulatory requirements; the Board will improve and optimize relevant systems for corporate governance and promote their implementation in accordance with the standards for regulated governance for listed companies, to continuously enhance the level of corporate governance; the Board will actively manage investor relations, legally safeguard investor rights and interests, strengthen communication and contact with investors through multiple channels to facilitate investors' timely and comprehensive access to the information of the Company, to establish a positive corporate image in the capital market.

As independent non-executive Directors of Shenzhen SDMC Technology Co., Ltd. (the “Company”) in 2025, Luk Pui Yin Grace, Yin Renyong and Zheng Qian strictly followed the provisions of the Company Law, the Articles of Association during their tenure, conscientiously, diligently and prudently performed their duties, actively attended relevant meetings, carefully considered the proposals, and completed the tasks assigned by the Board. The performance of the independent non-executive directors for 2025 is as below:

I. Attendance of Meetings and Issuance of Independent Opinions

In 2025, the Company held a total of 6 Board meetings and 3 general meetings. The independent non-executive Directors, Luk Pui Yin Grace, Yin Renyong and Zheng Qian, personally attended all Board meetings and all general meetings by attendance, with no instances of appointed attendance or absence. The three independent non-executive Directors diligently understood and examined the Company’s operating activities in 2025 and issued a total of 4 independent opinions.

II. Performance of the Special Powers of Independent Non-executive Directors

During the reporting period, the independent non-executive Directors faithfully, diligently and responsibly performed their duties. They actively attended relevant meetings, maintained awareness of the Company’s business development and operations, carefully reviewed all proposals and resolutions of the Board. Through studying the laws, regulations and the Company’s “Working System for Independent Non-Executive Directors” relating to the performance of their duties, they deepened their understanding of legal and regulatory requirements, fully leveraged their professional expertise and independent role, and enhanced their awareness of protecting the legitimate rights and interests of the Company and its investors.

During the reporting period, there were no instances of independent non-executive Directors proposing to convene a Board meeting, requesting the Board to convene an extraordinary general meeting; no instances of proposing to engage or dismiss an accounting firm; and no instances of proposing to independently engage external audit institutions or consulting firms, nor any other circumstances involving the exercise of special powers.

EXECUTIVE DIRECTORS

Mr. Li Bo (李波), aged 51, is the founder, executive Director, chairman of the Board and the general manager of the Company. He is a director of the Company since October 2003 and is primarily responsible for the overall strategic planning of the Group and overseeing the business development and management of the Group. He also holds positions in certain members of the Group, including as a general manager and executive director in Shenzhen Dashiyun Technology Co., Ltd. (深圳市達視雲科技有限公司) and Shenzhen Huacheng Zhineng Technology Co., Ltd. (深圳華誠智能終端科技有限公司); and as a director in SDMC TECHNOLOGY (HK) LIMITED and SDMC TECHNOLOGY (SINGAPORE) PTE. LTD.

Mr. Li has acquired substantial industry experience and received various industry awards. From February 1999 to February 2003, he served as the project manager and research and development director at Shenzhen Coship Electronics Co., Ltd. (previously known as at Shenzhen Coship Electronics Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002052)) and principally engaged in provision of digital video solutions and research and development and manufacturing of smart home products, and was primarily responsible for research and development of digital video products. Since October 2003, Mr. Li had been the executive Director and general manager of the Group for a period of over two decades, primarily responsible for the overall strategic planning, development and operation of the Group's business in the digital and intelligent home solution industry. In June 2014, he was honored as a High-Level Professional (Reserve Talent) (深圳市高層次專業人才(後備級人才)) by The Human Resources and Social Security Administration of Shenzhen Municipality). In September 2016, he was recognized as High-Level Talent in Nanshan District of Shenzhen (Level C) (深圳市南山區C類領航人才) by Human Resources Bureau of Nanshan District, Shenzhen. In March 2023, he was listed as an innovative outstanding individual (創新傑出人物榜) on the 2022 Guangdong Hong Kong Macau Greater Bay Area Enterprise Innovation Rankings (2022粵港澳大灣區企業創新力榜單) by the Federation of Shenzhen Industries. In September 2023, he was awarded the Shenzhen Industry Award (Encouragement Award) — Industrialist (深圳工業大獎(鼓勵獎)—工業家) by the Federation of Shenzhen Industries and the Shenzhen Economic Daily. In February 2025, he was recognized as an innovative outstanding contribution individual of the 23rd (2024) Shenzhen Enterprises Innovation Record (第二十三屆(2024)深圳企業創新紀錄創新突出貢獻人物) by the Shenzhen Enterprise Innovation Record Audition Committee and Organization Committee.

Mr. Li received his bachelor's degree in automation from Central South University (formerly known as Central South University of Technology in the PRC in June 1997.

Mr. Li, was a director or general manager of (i) Huayong Hotel Media Technology Co., Ltd. (a company principally engaged in hotel media and deregistered on May 10, 2022), (ii) Shenzhen Huayue Media Co., Ltd. (a company principally engaged in design, production, distribution of advertisements and deregistered on August 25, 2014) and (iii) Shenzhen Zhixun Digital Technology Co., Ltd. (a company principally engaged in information transmission, software and information technology services and deregistered

on January 2, 2025) (collectively, the “**Deregistered Companies**”) which were established in the PRC prior to their deregistration. Each of the Deregistered Companies were voluntarily deregistered due to termination of business operations.

Mr. Li confirmed that, to the best of his knowledge, (i) each of the deregistered companies above was solvent immediately prior to its deregistration and had no outstanding claim or liabilities arising from any material non-compliance incidents; (ii) he has not received any notification in respect of penalty, acting or proceeding from the authorities in the Chinese Mainland as a result of the deregistration; and (iii) he is not aware of any actual or potential claim which has been or will be made against him as a result of the deregistration. Mr. Li also confirmed, to the best of his knowledge, that Shenzhen Zhixun Digital Technology Co., Ltd. was not subject to any material non-compliance incidents or any pending litigation or penalties during the two years ended December 31, 2024 and prior to its deregistration.

As of the Latest Practicable Date, Mr. Li was beneficially interested in 50,286,768 H Shares, representing approximately 24.00% of the total issued Shares. Mr. Li was the sole general partner of Zhixin Weilai, Kaida Yunzhi, Huazhi Changlian, Qihang No.1 and Qihang No.2. Therefore, Mr. Li was deemed to be interested in the 19,402,800 H Shares held by his controlled corporations Zhixin Weilai, Kaida Yunzhi, Huazhi Changlian, Qihang No.1 and Qihang No.2 under the SFO, representing approximately 9.26% of the total issued Shares. As of the Latest Practicable Date, Mr. Li was in aggregate deemed to be interested in 69,689,568 H Shares, representing approximately 33.26% of the total issued Shares of the Company.

Mr. Yan Zhikang (嚴志康), aged 44, is the executive Director and senior vice president of the Company. He is primarily responsible for managing the global marketing center, formulating and implementing the sales strategies and overseeing the sales development of the Group. Mr. Yan joined the Group in May 2006 and had been successively appointed as the engineer, research and development vice director and executive director, vice president of the Group and senior vice president of the Group, where he was mainly responsible for overseeing and managing the video product line, including sales, research and development and product planning of the video products. Mr. Yan also serves as a director in SDMC TECHNOLOGY INC, a member of the Group.

Mr. Yan was honored as a High-Level Professional (local-level talent) (深圳市高層次專業人才(地方級領軍人才)) by The Human Resources and Social Security Administration of Shenzhen Municipality in May 2020. He was also listed as an innovative outstanding individual (創新傑出人物) on the 2024 Guangdong Hong Kong Macau Greater Bay Area Enterprise Innovation Rankings (2024粵港澳大灣區企業創新力榜單) by the Federation of Shenzhen Industries in February 2025.

Mr. Yan obtained his bachelor's degree in electronic science and technology and master's degree in microelectronics from Hunan University in the PRC in June 2003 and June 2006, respectively. He obtained a professional certificate as a senior engineer in electronic component from The Human Resources and Social Security Administration of Shenzhen Municipality in August 2021.

As of the Latest Practicable Date, Mr. Yan is beneficially interested in 4,544,800 H Shares, representing approximately 2.17% of the total issued Shares of the Company.

Mr. Li Jun (李軍) (former name: Li Yangjun (李洋君)), aged 37, is the executive Director and general manager of the Terminal Product Center. He is primarily responsible for overall strategic planning, research and development and management of terminal products. He joined the Group since July 2009, and had been successively appointed as the software engineer, product engineer, project manager, vice general manager and general manager of the international business line research and development center, general manager of the video product line, primarily responsible for the overall research and development and management of the video products. Mr. Li received his bachelor's degree in information and computer science from Wuhan Textile University (formerly known as Wuhan Institute of Science and Technology) in the PRC in June 2009.

Mr. Li Jun has been steering the Group's R&D with his service of over 15 years. He has played pivotal roles in various municipal-level projects, such as acted as deputy project manager of Research and Application of Non-Contact Touchscreen Gaming Control Technology and technical specialist of Next-Generation Multimedia Digital Smart Home Gateway, laying the crucial foundation for the Group's recognition as a National High-tech Enterprise and the certificate of national technologically advanced key Little Giant Enterprise. Furthermore, Mr. Li Jun has spearheaded breakthroughs in OTT and system platform technologies and OTT edge-side AI algorithms. For Home AI agent related projects, Mr. Li Jun has been heavily involved in core decisions and planning, personally directed technical breakthroughs, and facilitated the deep integration of interactive functions including voice recognition, motions into video products.

Ms. Dang Hui (黨慧), aged 49, is the executive Director and general manager of the financial management department. She joined the Group in May 2021, and is primarily responsible for overseeing the overall financial planning, capital management and tax planning of the Group. Prior to joining the Group, Ms. Dang worked at the finance, tax and capital department of ZTE Corporation, a company listed on both the Stock Exchange (stock code: 763) and the Shenzhen Stock Exchange (stock code: 63) and principally engaged in communications and information technology solutions, from October 2004 to January 2016. She also worked as the assistant to general manager and the director of the financial management department of Shenzhen Coship Electronics Co., Ltd. (深圳市同洲電子股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 2052) which is principally engaged in the provision of digital video solutions and research and development and manufacturing of smart home products, from July 2016 to May 2020. She then worked at Zhengzhong Real Estate Group Co., Ltd. (formerly known as Zhengzhong Real Estate Group Co., Ltd.), a company principally engaged in real estate development,

with her last position as the director of property finance department of the finance and accounting operation center from June 2020 to May 2021. Ms. Dang graduated with an undergraduate degree in investment studies from Zhongnan University of Economics and Law (中南財經政法大學) in the PRC in December 2020.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Luk Pui Yin Grace (陸佩然), aged 61, was appointed as the independent non-executive Director in April 2025. She is primarily responsible for providing independent advice and judgment to the Board.

Ms. Luk has over 30 years of corporate governance and financial management experience in the Greater China Region. From July 1988 to February 1993, she served as an auditor at Arthur Andersen & Co. in Hong Kong. From March 1993 to March 1994, she was the department head of category financial management department and assistant budget manager of Colgate Palmolive (HK) Limited, a company principally engaged in sale of oral care products and personal care products, and was primarily responsible for the company's product financial management, budgeting, inventory management, risk control and internal control management. From March 1994 to June 2002, she served as the Financial Controller and director of Kleinwort Benson China Management Limited, which was the investment manager of the London-listed private equity China Investment and Development Fund and was primarily responsible for the financial management, risk control and internal control of such Fund's joint venture projects in Hong Kong and the Chinese Mainland. From April 2001 to December 2001, she served as the Vice President of Dresdner Kleinwort Capital, the private equity arm of Dresdner Bank and a company principally engaged in providing investment banking services, and was primarily responsible for due diligence on the finance, operation, risk management and tax affairs of potential investment projects. From September 2003 to July 2005, she served as the Financial Controller of Ajia Partners (HK) Limited, a company principally engaged in management of minority investments portfolio of a private equity fund with investments in internet and logistics services companies, and was primarily responsible for financial and operational management, internal control, compliance and risk management of the company's investment projects.

From August 2005 to May 2013, she served as the Chief Operating Officer and Chief Financial Officer of North Asia Strategic Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8080) and principally engaged in trading of surface mount technology assembly equipment and provision of related installation and maintenance services, and was primarily responsible for the company's financial management and internal control, and providing suggested solutions to enhance the company's corporate governance standards. From May 2013 to December 2018, she served as an executive director and Chief Financial Officer of Hong Kong Shanghai Alliance Holdings Limited (formerly known as Van Shung Chong Holdings Limited), a company listed on the Stock Exchange (stock code: 1001) and principally engaged in distribution of steels and sanitary wares, and was primarily responsible for managing the company's finances and internal control and advising on solutions that enhance corporate governance of the company. From

January 2019 to March 2022, she worked at Nano and Advanced Materials Institute Limited, a research and development company supervised by the Innovation and Technology Commission of the Hong Kong SAR Government, as Director of Finance and was primarily responsible for managing the company's procurement, information technology, accounting and asset management. Since June 2024, Ms. Luk has been appointed as the independent non-executive director of M&L Holdings Group Limited, a company listed on the Stock Exchange (stock code: 8152), which is mainly engaged in provision of integrated engineering solutions, and was primarily responsible for providing independent advice and judgment to the board of the company.

Ms. Luk received her bachelor degree in Business Administration from the Chinese University of Hong Kong in December 1988. She has been an associate of the Hong Kong Institute of Certified Public Accountants since September 1991 and an associate of the UK Chartered Institute of Management Accountants since August 1995. She has also been a fellow of the UK Association of Chartered Certified Accountants since July 1996 and a member of the Hong Kong Institute of Directors since November 2023.

Mr. Yin Renyong (尹仁勇), aged 45, was appointed as the independent non-executive Director since June 2020. He is primarily responsible for providing independent advice and judgment to the Board. Prior to joining the Group, Mr. Yin has over 22 years of experience in the finance industry where he engaged in accounting-related work, including working at Huawei Technologies Co., Ltd., ShineWing Certified Public Accountants, Xiangcai Securities Co., Ltd. (formerly known as Xiangcai Securities Co., Ltd.), a company principally engaged in providing securities investment consultation services and previously listed on the National Equities Exchange and Quotations (stock code: 430399) and delisted in June 2018, Guotou Securities Co., Ltd. (formerly known as Essence Securities Co., Ltd.). From April 2021 to October 2022, he served as the chief financial officer of Shenzhen Hard City Information Technology Co., Ltd. (formerly known as Shenzhen Qianhai Hard City Information Technology Co., Ltd.), a company principally engaged in development of information technology and sale of computer software, and was primarily responsible for management of financial functions of the company. From October 2023 to March 2025, he worked as the financial director of Shenzhen Skyeagle Equipment Technology Co., Ltd. (formerly known as Shenzhen Jiexinlong Technology Co., Ltd.), a company principally engaged in the research and development and sales of airborne equipment and aviation sports equipment, and was primarily responsible for directing financial development of the company. From April 2025 to April 2026, he was the financial director of New Energy Technology (Shenzhen) Co., Ltd., a company principally engaged in provision of customized solutions and products for energy storage systems, and was primarily responsible for overseeing the financial operations of the company. Since May 2026, Mr. Yin has served as the financial director of Shaoyang Kuke Intelligent Technology Co., Ltd.. Mr. Yin received his bachelor's degree in finance from Jilin University of Finance and Economics (formerly known as Changchun Taxation Institute) in the PRC in July 2002 and his master's degree in business administration from Shanghai University of Finance and Economics in the PRC in January 2017. He was certified as a non-practicing member of the Chinese Institute of Certified Public Accountants in 2011.

Dr. Zheng Qian (鄭潛), aged 30, was appointed as the independent non-executive Director in April 2025. He is primarily responsible for providing independent advice and judgment to the Board. Dr. Zheng worked as a postdoctoral researcher mainly focusing on embodied affective interaction and neural oscillation decoupling at the Shenzhen Institutes of Advanced Technology of Chinese Academy of Sciences from July 2022 to October 2024. He has been appointed as an associate researcher of the Center for AI Services Computing (AISC) at the College of Computer Science and Software Engineering of Shenzhen University since November 2024.

Dr. Zheng obtained his bachelor's degree in automation from Harbin Engineering University in the PRC in July 2017 and a Ph.D. degree in control science and engineering from Zhejiang University in the PRC in June 2022.

As at the Latest Practicable Date, each of Ms. Luk Pui Yin Grace, Mr. Yin Renyong and Dr. Zheng Qian had confirmed that (i) he/she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence at the time of his/her appointment.

Save as disclosed above and in the section headed “History and Corporate Structure — Previous Listing On the NEEQ And Previous A Share Listing Attempt — Listing and Delisting of Our Shares In Relation to NEEQ — Compliance During Listing On the NEEQ” in the Prospectus, as of the Latest Practicable Date, the Company is not aware of any other information in relation to the election of the above proposed Directors that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required by the Listing Rules, to enable the Shareholders to make an informed decision on whether to vote for or against the grant of the Repurchase General Mandate.

1. FUNDS REQUIRED FOR THE REPURCHASE

In repurchasing the H Shares, the Company intends to utilize the Company's internal resources legally available for such purpose in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

2. REASONS FOR REPURCHASE OF H SHARES

The Company intends to repurchase its H Shares for purposes in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC, including but not limited to granting Shares to its employees as incentives or for employee stock ownership plan. The Board believes that the granting of the Repurchase General Mandate is in the best interests of the Company and the Shareholders. Repurchases of H Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Board believes that such a repurchase will benefit the Company and the Shareholders.

3. GENERAL INFORMATION AND IMPACT ON THE WORKING CAPITAL

An exercise of the Repurchase General Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company in its Prospectus for the year ended December 31, 2025) at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase General Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements or gearing level of the Company as a result of the repurchase of Shares. The Directors will determine the number of H Shares to be repurchased, the price and other terms upon which the H Shares are to be repurchased, taking into account the then prevailing market conditions and in the best interests of the Company, as and when appropriate.

The Directors undertake that they will exercise the power of the Company to repurchase Shares under the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC to the extent that such rules are applicable.

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 209,540,070 Shares (including 146,508 Unlisted Shares and 209,393,562 H Shares) and the Company did not hold any treasury Shares. Subject to the passing of the resolution regarding the Repurchase General Mandate and on the assumption that no Shares will allotted and issued or repurchased by the Company after the Latest Practicable Date and prior to the AGM, the Company will be allowed to repurchase a maximum of

20,939,356 Shares under the Repurchase General Mandate, being the maximum of 10% of the total number of H Shares in issue (excluding any treasury Shares) as at the date of the passing of the relevant resolution.

The Repurchase General Mandate will expire on the earliest of (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by special resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of the Company.

The exercise of the Repurchase General Mandate will be conditional upon (i) the special resolution for approving the grant of the Repurchase General Mandate being passed at the AGM; and (ii) the approvals of any regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate. If the above conditions are not fulfilled, the Repurchase General Mandate will not be exercisable by the Directors.

4. STATUS OF THE H SHARE REPURCHASE

In the event that the Company repurchases any H Shares pursuant to the Repurchase General Mandate, the Company will either (i) cancel the repurchased H Shares and reduce the registered capital of the Company by an amount equal to the aggregate nominal value of the H Shares cancelled and/or (ii) hold such H Shares in treasury, subject to the then prevailing market conditions and the Company's capital management needs to repurchase any of the H Shares.

5. H SHARES PRICES

The highest and lowest monthly trading prices of the H Shares recorded on the Stock Exchange during each of the calendar months from the Listing Date up to and including the Latest Practicable Date were as follows:

	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2026		
May (from the Listing Date)	84.00	57.00
June (up to and including the Latest Practicable Date)	71.95	62.00

6. H SHARES REPURCHASED BY THE COMPANY

The Company has not repurchased any H Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. IMPLICATION UNDER THE TAKEOVERS CODE

If as a result of a share repurchase by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase is treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or lose control of the Company or become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Li Bo, Zhixin Weilai, Kaida Yunzhi, Huazhi Changlian, Qihang No.1 and Qihang No.2 in aggregate held and was entitled to exercise in general meetings voting rights attached to Shares representing approximately 33.26% of the total issued Shares of the Company, constituting a group of Controlling Shareholders of the Company. In the event that the Company exercises in full the power to repurchase H Shares in accordance with the terms of the Repurchase General Mandate proposed at the AGM, the Controlling Shareholders will be entitled to exercise approximately 36.95% of the voting rights of the Company. Based on the above, the exercise of the Repurchase General Mandate may give rise to an obligation on the part of the Controlling Shareholders (as a group of Shareholders) or any other Shareholders or a group of Shareholders acting in concert to make a mandatory offer under Rule 26 of the Takeovers Code. However, the Directors have no intention to exercise the Repurchase General Mandate to such an extent as would trigger an obligation to make a mandatory offer under the Takeovers Code. Based on the shareholding structure of the Company as at the Latest Practicable Date, it is not expected that the exercise of the Repurchase General Mandate would result in the Company having insufficient public float and the Directors have no intention to exercise the Repurchase General Mandate to such an extent as would result in a breach of Rule 8.08 of the Listing Rules.

8. DISCLOSURE OF INTEREST

To the best of their knowledge, after making all reasonable inquiries, neither the Directors nor any of their close associates (as defined in the Listing Rules) has a present intention to sell Shares to the Company if the granting of the Repurchase General Mandate to the Directors is approved at the AGM.

The Company has not been notified by any core connected person (as defined in the Listing Rules) of a present intention to sell, or an undertaking not to sell, any of the H Shares held by it to the Company in the event that the Repurchase General Mandate is approved by the Shareholders and the conditions, if any, of the Repurchase General Mandate are fulfilled.

9. DIRECTORS' UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

To the best of the Directors' knowledge and belief, neither this explanatory statement nor the proposed repurchase of H Shares of the Company has any unusual features.



Shenzhen SDMC Technology Co., Ltd.
深圳市華曦達科技股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00901)

NOTICE OF THE 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Shenzhen SDMC Technology Co., Ltd. (“**Company**”, together with its subsidiaries, the “**Group**”) will be held at 19/F, Changhong Science and Technology Building, No. 18, Keji South 12th Road, High Tech Zone Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, China on Friday, June 26, 2026 at 2:00 p.m. for the purpose of considering, and it thought fit, approving the following matters. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated June 5, 2026 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the 2025 Work Report of the Board of Directors;
2. To consider and approve the 2025 Performance Report of the Independent Non-Executive Directors;
3. To consider and approve the 2025 Profit Distribution Plan;
4. To consider and approve the proposed application for a comprehensive credit facility and estimated guarantee limit from banks and financial institutions in 2026;
5. To consider and approve the proposed re-appointment of Ernst & Young as auditor for the year ending December 31, 2026, and to authorize the Company’s management to fix its remuneration;
6. To consider and approve the proposed election of the executive Directors for the seventh session of the Board of Directors:
 - 6.1 To consider and approve the re-election of Mr. Li Bo as an executive Director;
 - 6.2 To consider and approve the re-election of Mr. Yan Zhikang as an executive Director;
 - 6.3 To consider and approve the re-election of Mr. Li Jun as an executive Director; and

NOTICE OF ANNUAL GENERAL MEETING

- 6.4 To consider and approve the re-election of Ms. Dang Hui as an executive Director.
7. To consider and approve the proposed election of the independent non-executive Directors for the seventh session of the Board of Directors and remuneration scheme of the independent non-executive Directors:
- 7.1 To consider and approve the re-election of Ms. Luk Pui Yin Grace as an independent non-executive Director;
- 7.2 To consider and approve the re-election of Mr. Yin Renyong as an independent non-executive Director;
- 7.3 To consider and approve the re-election of Dr. Zheng Qian as an independent non-executive Director; and
- 7.4 To consider and approve the remuneration scheme of the independent non-executive Directors.
8. To consider and approve the accountants' report for the year ended December 31, 2025;

SPECIAL RESOLUTIONS

9. To consider and approve the proposed grant of a general mandate to the Board of Directors to repurchase H Shares (details of the resolution are set out in the Circular); and
10. To consider and approve the proposed grant of a general mandate to the Board of Directors to issue H Shares (details of the resolution are set out in the Circular).

By order of the Board
Shenzhen SDMC Technology Co., Ltd.
深圳市華曦達科技股份有限公司
Mr. Li Bo
Chairman and Executive Director

Hong Kong
June 5, 2026

Notes:

- (1) All resolutions at the AGM will be voted on by way of a poll in accordance with the Listing Rules. The poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.sdmctech.com) after the AGM in accordance with the Listing Rules.
- (2) For the purpose of ascertaining the right to attend and vote at the AGM, the register of members of H Shares of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending

NOTICE OF ANNUAL GENERAL MEETING

and voting at the AGM, the holders of H shares must lodge all transfer forms accompanied by the relevant H share certificates with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, June 22, 2026. Holders of H Shares and holders of Unlisted Shares whose names appear on the register of members of the Company on Friday, June 26, 2026 will be entitled to attend and vote at the AGM.

- (3) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- (4) Individual shareholders who wish to attend the AGM in person should present their identity card or other valid identification or proof. Proxies of individual shareholders should present their valid identity card and forms of proxy. A corporate shareholder shall be represented at the meeting by its legal representative or by a proxy appointed by the legal representative. The legal representative intending to attend the meeting should produce his/her identity card and valid proof of his/her status as a legal representative. If appointed to attend the meeting, the proxy shall present his identity card and a written power of attorney or form of proxy issued by the legal representative of the corporate shareholder according to the law.
- (5) The instrument appointing a proxy shall be signed by the Shareholder or by his attorney duly authorized in writing. In the case of a shareholder which is a corporation, the instrument appointing a proxy shall be under its common seal or shall be signed by its director or by its duly authorized representative in writing. In the case of an instrument of proxy purporting to be signed by a person authorized by the appointor, the power of attorney or other authority under which it is signed shall be notarially certified and shall be delivered at the same time as the instrument of proxy.

To be valid, the form of proxy together with a notarially certified copy of the power of attorney or other authority must be deposited at the Company's H share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (in respect of holders of H Shares), or at the Company's headquarters at 19/F, Changhong Science and Technology Building, No. 18, Keji South 12th Road, High Tech Zone Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, China (in respect of holders of Unlisted Shares), not later than 24 hours prior to the time appointed for the holding of the AGM or any adjournment thereof, i.e. 2:00 p.m. on Thursday, June 25, 2026, in order to be valid.

Where there are joint registered holders of any share, any one of such joint registered holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share, either personally or by proxy, shall alone be accepted as representing the joint holder. The vote of the person whose name stands first in the register of members of the Company in respect of such share (whether in person or by proxy) shall be accepted as the only vote on behalf of the joint holder.

Completion and return of the form of proxy and the instrument of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In such event, the instrument of proxy shall be deemed to be revoked.

- (6) Shareholders attending the AGM are responsible for their own travelling and accommodation expenses.

As at the date of this notice, the Board comprises Mr. Li Bo, Mr. Yan Zhikang, Mr. Li Jun and Ms. Dang Hui as executive Directors; and Ms. Luk Pui Yin Grace, Mr. Yin Renyong and Dr. Zheng Qian as independent non-executive Directors.