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## **INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING**

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### **DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS**

This prospectus, for which our Directors (including any proposed director who is named as such in this prospectus) collectively and individually accept full responsibility includes particulars given in compliance with the Companies (WUMP) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information to the public with regard to us. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief:

- the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive;
- there are no other matters the omission of which would make any statement herein or this prospectus misleading; and
- all opinions expressed in this prospectus have been arrived at after due and careful consideration and are founded on basis and assumptions that are fair and reasonable.

### **CONFIRMATION OF FILING BY THE CSRC**

The CSRC has issued the Notice of Filing on the Overseas Offering and Listing to the Company on 19 July 2023, which confirmed the information filed to the CSRC by the Company in respect of the overseas listing of the Shares under the Stock Exchange. By issuing such notice, the CSRC only confirms the information filed by the Company, but does not provide any confirmations as to the investment value of the Shares or the return to the investors. The CSRC also does not accept responsibilities for the authenticity, accuracy and completeness of the information filed.

### **PROSPECTUS ISSUED IN CONNECTION WITH HONG KONG PUBLIC OFFER ONLY**

This prospectus is published solely in connection with the Hong Kong Public Offer, which forms part of the Global Offering.

The Hong Kong Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and the **GREEN** Application Form and on the terms and subject to the conditions set out herein and therein. No person is authorised to give any information in connection with the Hong Kong Public Offer or to make any representation not contained in this prospectus and the **GREEN** Application Form, and any information or representation not contained herein and therein must not be relied upon as having been authorised by us, the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint

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Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, any of our or their respective directors, agents, employees or advisers, or any other person or party involved in the Global Offering.

Neither the delivery of this prospectus nor any subscription or acquisition made under it shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information contained in this prospectus is correct as at any date subsequent to the date of this prospectus.

### PROFESSIONAL TAX ADVICE RECOMMENDED

Potential investors in the Global Offering are recommended to consult their professional advisers if they are in any doubt as to the taxation implications in relation to subscribing for, purchasing, holding or disposing of, and dealing in our Shares (or exercising rights attaching to them). It is emphasised that none of us, the Sole Sponsor, the Sole Overall Coordinator, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, the Capital Market Intermediaries, any of our or their respective directors, agents, employees or advisers, or any other person or party involved in the Global Offering accepts responsibility for any tax affairs or liabilities of any person resulting from the subscription for, purchase, holding, disposing of, or dealing in the Shares, or the exercise of any rights attaching to the Shares.

### INFORMATION ABOUT THE GLOBAL OFFERING

<b>Issuer</b>	Maiyue Technology Limited (邁越科技股份有限公司)
<b>Global Offering</b>	Global Offering of initially 125,000,000 Offer Shares (subject to reallocation and excluding the Shares to be issued pursuant to the exercise of the Over-allotment Option) comprising (i) Hong Kong Public Offer of initially 12,500,000 Offer Shares (subject to reallocation) and (ii) International Placing of initially 112,500,000 Offer Shares (subject to reallocation and excluding the Shares to be issued pursuant to the exercise of the Over-allotment Option).
<b>Offer Price range</b>	Not more than HK\$1.40 and not less than HK\$1.05 per Share.

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<b>Share borrowing arrangements in connection with settlement</b>	The Stabilising Manager or any person acting for it may borrow from Deep Blue Ocean up to 18,750,000 Shares (assuming the Over-allotment Option is exercised in full).
<b>Over-allotment Option and stabilisation</b>	Up to 18,750,000 additional new Shares to be issued by our Company, representing 15% of the Offer Shares initially offered under the Global Offering. See “Structure and Conditions of the Global Offering” for further details.
<b>Lock-up undertakings by our Company and our Controlling Shareholders</b>	See “Underwriting — Underwriting Arrangements and Expenses — Undertakings to the Stock Exchange pursuant to the Listing Rules” and “Underwriting — Underwriting Arrangements and Expenses — Undertakings to the Hong Kong Underwriters pursuant to the Hong Kong Underwriters Agreement”.
<b>Board lot</b>	2,000 Shares.
<b>Exchange rate conversion</b>	In this prospectus, unless otherwise stated, amounts denominated in RMB have been translated into Hong Kong dollars at an exchange rate of RMB1.00 to HK\$1.12 for illustrative purposes only. Such conversions shall not be construed as representations that amounts in RMB were or could have been or could be converted into Hong Kong dollars at such rates or any other exchange rates on such date or any other date.
<b>Dividend policy</b>	See “Financial Information — Dividends and Dividend Policy”. Unless we determine otherwise, dividend, if declared, will be paid in Hong Kong dollars to our Shareholders, as recorded in our register of members, by ordinary post, at our Shareholders’ own risks, to the registered address of each such Shareholder, or in the case of joint holders, the holder whose name stands first in our register of members in respect of the joint holding, or to such person and to such address as the holder or joint holders may in writing direct.

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### **Voting rights**

Each Share entitles its holder to one vote on a poll at our Shareholders' meeting. See "Summary of the Constitution of our Company and Cayman Companies Act" in Appendix III to this prospectus.

### **Stamp duty**

Dealings in the Shares registered on our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current ad valorem rate of Hong Kong stamp duty is 0.13% (with effect from 1 August 2021) on the higher of the consideration for or the market value of the Shares and it is charged on the purchaser on every purchase and on the seller on every sale of the Shares. In other words, a total stamp duty of 0.26% is currently payable on a typical sale and purchase transaction involving the Shares.

Transfers of the Shares registered in our principal share register in the Cayman Islands will not be subject to Cayman Islands stamp duty unless our Company holds an interest in land in the Cayman Islands.

### **Register of members**

Our Company's branch share register will be maintained by the Hong Kong Share Registrar. All of the Shares issued pursuant to the Global Offering will be registered on our branch register of members maintained in Hong Kong.

### **Application for listing on the Stock Exchange**

We have applied to the Listing Committee for the granting of the listing of, and permission to deal in, the Shares to be issued by us pursuant to the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option and the Shares to be issued upon the exercise of the options granted under the Share Option Scheme).

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Dealings in the Shares on the Stock Exchange are expected to commence on Wednesday, 11 October 2023. No part of our share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought as at the date of this prospectus. All the Offer Shares will be registered on our register of members maintained by the Hong Kong Share Registrar in order to enable them to be traded on the Stock Exchange.

Under section 44B(1) of the Companies (WUMP) Ordinance, any allotment made in respect of any application will be invalid if the listing of, and permission to deal in, the Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to our Company by or on behalf of the Stock Exchange.

### **Restrictions on offers and sales of the Offer Shares**

No action has been taken to permit a public offering of the Offer Shares in any jurisdiction other than Hong Kong, or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstance in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering and sales of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorisation by the relevant securities regulatory authorities or an exemption therefrom. In particular, the Offer Shares have not been publicly offered or sold, directly or indirectly, in the PRC or the United States.

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### **Fully Underwritten**

The listing of the Shares on the Stock Exchange is sponsored by the Sole Sponsor and the Global Offering is managed by the Sole Overall Coordinator. The Hong Kong Public Offer is fully underwritten by the Hong Kong Underwriters pursuant to the Hong Kong Underwriting Agreement. The International Underwriting Agreement relating to the International Placing is expected to be entered into on or about the Price Determination Date, subject to determination of the pricing of the Offer Shares. See “Underwriting” for further information regarding the Underwriters and the underwriting arrangements.

### **Price Determination Date**

On or around Wednesday, 4 October 2023, if, for any reason, the Sole Overall Coordinator (for itself and on behalf of the Underwriters) and our Company are unable to reach an agreement on the Offer Price, the Global Offering (including the Hong Kong Public Offer) will not become unconditional and will not proceed and will lapse.

### **Eligibility for CCASS**

Subject to the granting of the listing of, and permission to deal in, our Shares on the Stock Exchange and compliance of the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day (as defined in the Listing Rules) after any trading day. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements as such arrangements will affect your rights and interests.

All necessary arrangements have been made for the Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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<b>Language</b>	If there is any inconsistency between the English version and the Chinese translation of this prospectus, the English version of this prospectus shall prevail. For ease of reference, the names of Chinese laws and regulations, government authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this prospectus in both the Chinese and English languages, and in the event of any inconsistency, the Chinese versions shall prevail.
<b>Rounding of figures</b>	Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures preceding them.
<b>Procedures for applying for Hong Kong Offer Shares</b>	See “How to Apply for Hong Kong Offer Shares”.
<b>Conditions of the Global Offering</b>	See “Structure and Conditions of the Global Offering — Conditions of the Global Offering”.