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ZMJ Group Company Limited
中創智領(鄭州)工業技術集團股份有限公司

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

(Stock code: 00564)

CONNECTED TRANSACTION
TRANSFER OF FUND SHARES

TRANSFER OF FUND SHARES

The Company and Henan Asset entered into a Fund Unit Transfer Agreement on 22 September 2025. According to the Fund Unit Transfer Agreement, the Company intends to acquire the RMB202,000,000 limited partnership units in Hongkai Fund held by Henan Asset, representing 25.0935% of the total subscribed capital contribution of Hongkai Fund. The consideration for the Company's acquisition of fund units shall be the paid-in capital corresponding to the property interest (i.e., the partnership units in Hongkai Fund held by Henan Asset). Hongkai Fund was established on 5 September 2025. As of the date of this announcement, Henan Asset has not yet made any paid-in capital contributions. Therefore, the Company will not pay any consideration to Henan Asset but will directly contribute to Hongkai Fund within the limit of its subscribed capital contribution of RMB202,000,000.

IMPLICATION OF THE LISTING RULES

Henan Asset, together with Hong Yi Investment Management (Henan) Partnership (Limited Partnership), a party acting in concert with it, hold a total of 333,194,876 A shares and 8,645,200 H shares of the Company, representing approximately 19.15% of the total share capital of the Company. Henan Asset is a substantial shareholder of the Company and constitutes a connected person of the Company, and therefore, the transfer of fund units constitutes a connected transaction of the Company. As one or more of the applicable percentage ratios (as defined in the Hong Kong Listing Rules) of the transfer of fund shares is more than 0.1% but less than 5%, the transfer of fund shares is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

TRANSFER OF FUND SHARES

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FUND UNIT TRANSFER AGREEMENT

The principal terms of the Fund Unit Transfer Agreement are set out below:

Date

22 September 2025

Parties

(i) the Company; and

(ii) Henan Asset Management Co., Ltd.

INFORMATION OF HONGKAI FUND

Enterprise name	Henan Hongkai Equity Investment Fund Partnership (Limited Partnership)
Unified social credit identifier	91410100MAEW85P24W
Type of enterprise/organizational form	limited partnership
Fund Manager, Executive Partner	Henan Asset Fund Management Co., Ltd.
Date of establishment	5 September 2025
Fund size/Total subscribed capital contribution amount	RMB804.99 million
Term of partnership	5 September 2025 to 4 September 2032, for a total of 7 years. Subject to the operational needs of the partnership enterprise and with the unanimous consent of all partners, the term of existence of the partnership enterprise may be extended, and the specific extended period shall be determined by a resolution of the partners' meeting.
Principal place of business	Room 1101-4, 11th Floor, South Building, Huhang Center, north of Huanghai Road and west of Meihe Road, Zhengzhou Airport Area, Henan Province

Business scope	Licensed projects: private equity investment fund management, venture capital fund management services (business activities may only be carried out after completing registration and filing with the Asset Management Association of China) (For projects that require approval by laws, they may only be commenced after obtaining approval from the relevant authorities and the specific business projects shall be subject to approval documents or permits from the relevant authorities)

As of the date before this transaction, the capital contribution and partners of Hongkai Fund are as follows:

No.	Name of partner	Type of partner	Way of capital contribution	Subscribed capital contribution *(RMB '000)*	Capital contribution proportion
1	Henan Asset Fund Management Co., Ltd.	General Partner/ Fund Manager	Currency	100	0.12%
2	Henan Asset Management Co., Ltd.	Limited Partner	Currency	80,399	99.88%
	Total			**80,499**	**100%**

As of the date of this transaction, Henan Asset and Henan Asset Fund Management have not yet made their paid-in capital contributions. Upon completion of this transaction, the subscribed capital contributions and proportions of each partner of Hongkai Fund are as follows:

No.	Name of partner	Type of partner	Way of capital contribution	Subscribed capital contribution *(RMB '000)*	Capital contribution proportion
1	Henan Asset Fund Management Co., Ltd.	General Partner/ Fund Manager	Currency	100	0.1242%
2	ZMJ Group Company Limited	Limited Partner	Currency	20,200	25.0935%
3	Henan Asset Management Co., Ltd.	Limited Partner	Currency	60,199	74.7823%
	Total			**80,499**	**100%**

This transaction will not result in Hongkai Fund being included in the scope of the Company's consolidated statements. The funds for this equity acquisition come from self-owned funds and will not have a material adverse impact on the Company's financial condition and operating results. There is no situation that harms the interests of the Company and all shareholders, especially minority shareholders.

BASIS FOR DETERMINING THE CONSIDERATION

The consideration is determined by the parties based on the principles of voluntariness, fairness and reasonableness and mutual agreement. The consideration for the Company's acquisition of fund units shall be the paid-in capital corresponding to the property interest (i.e., the partnership units in Hongkai Fund held by Henan Asset). Hongkai Fund was established on 5 September 2025. As of the date of this announcement, Henan Asset has not yet made any paid-in capital contributions. Therefore, the Company will not pay any consideration to Henan Asset but will directly contribute to Hongkai Fund within the limit of its subscribed capital contribution of RMB202,000,000.

INFORMATION ON THE PARTIES

The Company

The Company is a leading comprehensive coal mining and excavating equipment manufacturer in the PRC. The principal businesses of the Company's coal mining machinery segment are sets of equipment for integrated coal mining, the R&D, design, production, sales and services of intelligent control system, with products used by the major coal industry groups throughout the country and successively exported to various countries. The Company developed and manufactured the world's highest hydraulic roof support with the largest working resistance, the first complete set of intelligent comprehensive mining faces supplied by a single manufacturer in China, and the first complete set of comprehensive mining export equipment in China. The Company's automotive parts segment owns two major brands, SEG and ASIMCO. SEG is a world-leading supplier of automotive starter and generator technologies and services, continuously promoting technological innovation in automotive energy conservation and emission reduction, and leading the development of green mobility technologies. It holds a world-leading position in 48V mild hybrid system technology and market share, while its new energy vehicle high-voltage drive motors are rapidly advancing, supported by high-end R&D advantages, a global sales network, and localized rapid response. The principal products of ASIMCO include parts using materials application technology as their core such as engine cylinder blocks and heads, camshaft and powder metallurgy products, noise and vibration absorber and brake seal, piston ring and valve seat ring. Also, ASIMCO is committed to researching and developing high-efficient and intelligent air suspension system, and strives to march into new energy automobile chassis sector, to provide high quality parts products for PRC and global auto markets.

Henan Asset

Henan Asset is a major shareholder of the Company and is principally engaged in the acquisition, management and disposal of non-performing assets; investment and asset management; private equity fund management; equity trusteeship management, entrusted asset management; enterprise bankruptcy, liquidation and other management services; enterprise merger and acquisition services, enterprise listing and restructuring services; and financial, investment, legal and risk management consulting services. To the knowledge of the Company, after having made reasonable inquiries, 45% of equity interest of Henan Asset is held by Henan Investment Group Co., Ltd., whose equity interest is wholly held by the Finance Department of Henan Province. Therefore, the ultimate beneficial owner of Henan Asset is the Finance Department of Henan Province. The shareholding structure of Henan Asset's other shareholders is as follows: Henan Zhongyuan Expressway Co., Ltd. holds 10%, Zhongyuan Trust Co., Ltd. holds 10%, Central China Blue Ocean Investment Management Company Limited, holds 10%, Dahe Media Investment Co., Ltd. holds 10%, SDIC Assets Management Co., Ltd. holds 10%, and Henan Huirong Asset Management Co., Ltd. holds 5%.

REASONS FOR AND BENEFITS OF ENTERING INTO THE FUND UNIT TRANSFER AGREEMENT

The acquisition of fund units will be conducive to implementing the Company's development strategy, exploring new industrial investment paths, further integrating and utilizing the advantageous resources of all parties, optimizing the Company's investment structure through a professional investment management team, and enhancing the Company's capital investment returns and asset operation capabilities.

The Directors of the Company (including independent non-executive Directors) are in the opinion that although the acquisition of fund units is not conducted in the ordinary and usual course of business of the Group, the terms of the Fund Unit Transfer Agreement are on normal commercial terms and are fair and reasonable, and the transactions contemplated under the Fund Unit Transfer Agreement are in the interests of the Company and the Shareholders as a whole. Mr. CUI Kai, a Director of the Company, has abstained from voting on the relevant resolution at the Board meeting due to his interests in the Fund Unit Transfer Agreement. Save as aforesaid, no Director has a material interest in the transactions contemplated under the Fund Unit Transfer Agreement and is required to abstain from voting on the Board resolutions relating to the Fund Unit Transfer Agreement.

IMPLICATION OF THE LISTING RULES

Henan Asset, together with Hong Yi Investment Management (Henan) Partnership (Limited Partnership), a party acting in concert with it, hold a total of 333,194,876 A shares and 8,645,200 H shares of the Company, representing approximately 19.15% of the total share capital of the Company. Henan Asset is a substantial shareholder of the Company and constitutes a connected person of the Company, and therefore, the transfer of fund units constitutes a connected transaction of the Company. As one or more of the applicable percentage ratios (as defined in the Hong Kong Listing Rules) of the transfer of fund shares is more than 0.1% but less than 5%, the transfer of fund shares is subject to the reporting and announcement requirements under Chapter 14A of the Hong Kong Listing Rules, but is exempt from the requirements relating to independent shareholders' approval requirement.

DEFINITIONS

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

"Board"	the board of Directors of the Company
"Company"	ZMJ Group Company Limited (中創智領(鄭州)工業技術集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the Shares of which are listed on the main boards of the Hong Kong Stock Exchange and the Shanghai Stock Exchange (stock codes: 0564.HK and 601717.SH)

"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hongkai Fund"	Henan Hongkai Equity Investment Fund Partnership (Limited Partnership)
"Henan Asset"	Henan Asset Management Co., Ltd, a substantial shareholder of the Company
"Henan Asset Fund Management"	Henan Asset Fund Management Co., Ltd., a wholly–owned subsidiary of Henan Asset
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of China and Taiwan
"Share(s)"	ordinary share(s) of RMB1.00 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	Per cent.

By Order of the Board
ZMJ Group Company Limited
JIAO Chengyao
Chairman

Zhengzhou, PRC, 22 September 2025

As at the date of this announcement, the executive Directors of the Company are Mr. JIAO Chengyao, Mr. JIA Hao, Mr. MENG Hechao and Mr. LI Kaishun, the non-executive Director is Mr. CUI Kai and the independent non-executive Directors are Mr. CHENG Jinglei, Mr. JI Feng, Mr. FANG Yuan and Ms. YAO Yanqiu.