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ZCZL Industrial Technology 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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

ZCZL Industrial Technology Group Company Limited (the "**Company**") hereby announces that at the meeting of the board of directors of the Company held on 22 December 2025, resolutions were passed, among other matters, in relation to the proposed amendments to the Articles of Association of ZCZL Industrial Technology Group Company Limited (the "**Articles of Association**"). Based on the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Enterprises promulgated by the China Securities Regulatory Commission and the relevant guidance documents, and having considered the actual circumstances of the Company, the Company proposes to make appropriate amendments to the Articles of Association and its appendix, the Rules of Procedure for Shareholders' Meetings of ZCZL Industrial Technology Group Company Limited (the "**Rules of Procedure for Shareholders' Meetings**") (the "**Proposed Amendments**"). Details of the Proposed Amendments are as follows:

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original Articles	Amended Articles
Chapter 2 Objectives and Scope of Business	**Chapter 2 Objectives and Scope of Business**
Article 14 Subject to registration in accordance with laws, the Company's scope of business includes: general items: manufacturing of mining machinery; sales of mining machinery; manufacturing of environmental protection special equipment; manufacturing of general equipment (excluding manufacturing of special equipment); manufacturing of mechanical and electrical equipment; research and development of mechanical equipment; sales of mechanical equipment; mechanical parts, processing of parts; mechanical parts, sales of parts; manufacturing of mold; sale of mold; sale of metal material; sales of coal and coal products; software development; sales of software; operation and maintenance of information system services; technical services, technology development, technical consultation, technical exchange, technology transfer, promotion of technology; enterprise management consulting; business training (excluding education training, vocational skills training, etc. that require a license); import and export of cargo; import and export of technology; import and export agency; leasing of machinery and equipment; housing leasing; non – residential real estate leasing; land use right leasing.	**Article 14** Subject to registration in accordance with laws, the Company's scope of business includes: general items: manufacturing of mining machinery; sales of mining machinery; manufacturing of environmental protection special equipment; manufacturing of general equipment (excluding manufacturing of special equipment); manufacturing of mechanical and electrical equipment; research and development of machinery and equipment; sales of machinery and equipment; processing of mechanical parts and components; sales of mechanical parts and components; manufacturing of molds; sales of molds; sales of metal materials; sales of coal and coal products **(within prohibited combustion zones, excluding raw coal, bulk coal, coal gangue, coal slurry, coal powder, coal-water slurry, briquette, coke, semi-coke, etc.)**; software development; sales of software; operation and maintenance services of information systems; technical services, technology development, technical consultation, technical exchange, technology transfer and technology promotion; enterprise management consulting; business training (excluding education training, vocational skills training and other training requiring permits); import and export of goods; import and export of technology; import and export agency; leasing of machinery and equipment; leasing of residential properties; leasing of non-residential real estate; leasing of land use rights.
Chapter 3 Shares	**Chapter 3 Shares**
Section 1 Issuance of Shares	**Section 1 Issuance of Shares**
Article 15 The Company shall have ordinary shares; it may have other kinds of shares according to its needs, upon approval of the company examination and approval authorities authorized by the State Council, and still subject to provisions of applicable laws, regulations and rules.	**Article 15** The Company shall have ordinary shares; **subject** to its needs, other **classes** of shares may be **established in accordance with the provisions of laws, administrative regulations and the regulatory rules of the place where the Company is listed**.

Original Articles	Amended Articles
Article 18 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as overseas listed foreign shares (the "H shares"). ~~Both the holders of the domestic shares and H shares are holders of the ordinary shares and shall have the same obligations and rights.~~ ~~The Company's holders of domestic-invested shares shall transfer their shares to overseas investors for overseas listing and trade upon approval of the China Securities Regulatory Commission. Listing and trade of transferred shares in overseas stock exchange(s) shall comply with the supervision procedures, provisions and requirements of overseas securities market(s). Such circumstance does not need to hold a class meeting for voting.~~	**Article 18** Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as overseas listed foreign shares (the "H shares"). **Unless otherwise provided by applicable laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, domestic shares and foreign shares shall not be regarded as different classes of shares.**
Chapter 6 Shareholders and Shareholders' General Meeting	**Chapter 6 Shareholders and Shareholders' General Meeting**
Section 4 Convening of Shareholders' General Meeting	**Section 4 Convening of Shareholders' General Meeting**
~~**Article 76** When shareholders request the convening of class meeting(s), of an extraordinary general meeting or any class meeting, the following procedures shall be followed:~~ ~~(I) Two or more shareholders together holding more than 10% (inclusive) or more of the shares carrying the right to vote at such proposed meeting can request the Board to convene a class meeting by signing one or several copies of written request(s) in the same form and content requesting the Board to convene class meeting, and stating the motions and resolutions proposed. The Board shall proceed as soon as possible to convene a class meeting after receipt of such requisitions. The number of shareholders referred to above shall be calculated as of the date of the requisitions.~~	**Deleted**

Original Articles	Amended Articles
~~(II) If the Board fails to issue a notice of such a meeting within thirty (30) days from the date of the receipt of the requisitions, the requisitionists may themselves convene such a meeting in a manner as similar as possible to the manner in which shareholders' general meetings are convened by the Board within four (4) months from the date of the receipt of the requisitions by the Board.~~ ~~The requisitionists shall be compensated by the Company for any reasonable expenses incurred by the requisitionists by reason of failure by the Board to duly convene a meeting, and any sum so compensated shall be set-off against sums owed by the Company to the defaulting Directors.~~	
Section 5 Proposal and Notice at Shareholders' General Meeting	**Section 5 Proposal and Notice at Shareholders' General Meeting**
Article 84 The notice of the general meeting ~~shall meet the following requirements:~~ (1) ~~be in writing;~~ ~~(2)~~ specify the date, place and period of the meeting; ~~(3)~~ state the matters and proposals to be discussed at the meeting; ~~(4) provide such information and explanation as are necessary for the shareholders to make an informed decision on the proposals put before them. Without limiting the generality of the foregoing, where a proposal is made to amalgamate the Company with another, to repurchase the shares of the Company, to reorganize its share capital, or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained;~~	**Article 83** The notice of the general meeting shall **include the following contents:** (1) specify the date, place and period of the meeting; **(2)** state the matters and proposals to be discussed at the meeting;

Original Articles	Amended Articles
~~(5) contain a disclosure of the nature and extent, if any, of the material interests of any Director, general manager and other senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders in so far as it is different from the effect on the interests of shareholders of the same class;~~ ~~(6) contain the full text of any special resolution to be proposed at the meeting;~~ ~~(7)~~ contain a conspicuous statement: that a shareholder ~~entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that a proxy~~ does not need to be a shareholder of the Company; ~~(8) specify the time and place for lodging proxy forms for the relevant meeting;~~ ~~(9)~~ the date of registration of equity entitlements for shareholders having the right to attend the general meeting; ~~(10)~~ the names and contact telephone numbers of the contact persons in connection with the meeting; ~~(11)~~ specify the time and procedures for internet voting or other voting method. All details of all proposals shall be disclosed in the Notice of General Meeting of Stockholders and the Supplementary Notice fully and completely.....	**(3)** contain a conspicuous statement: **all shareholders shall have the right to attend the meetings of shareholders and may appoint a proxy in writing to attend the meetings and vote on their behalf, and such proxy need not** be a shareholder of the Company. **(4)** the date of registration of equity entitlements for shareholders having the right to attend the general meeting; **(5)** the names and contact telephone numbers of the contact persons in connection with the meeting; **(6)** specify the time and procedures for internet voting or other voting method. All details of all proposals shall be disclosed in the Notice of General Meeting of Stockholders and the Supplementary Notice fully and completely.....
Section 8 Special Procedures for Voting by Class Shareholders	**Delete the whole section**

AMENDMENTS TO THE SHAREHOLDER'S MEETING RULES

Original Articles	Amended Articles
Article 16 Notice by the Company shall be dispatched twenty (20) days prior to the date of the meeting and notice of an extraordinary meeting by the Company shall be dispatched fifteen (15) days prior to the date of the meeting to all shareholders of such class whose names appeared on the register of members, specifying the matters to be considered and the date and place of the meeting. ~~When the Company calculates the period of the meeting, the date of the meeting shall not be included. A business day in the Articles of Association shall mean a day on which the Hong Kong Stock Exchange is open for business for dealing in securities.~~	**Article 16** Notice by the Company shall be dispatched twenty (20) days prior to the date of the meeting and notice of an extraordinary meeting by the Company shall be dispatched fifteen (15) days prior to the date of the meeting to all shareholders of such class whose names appeared on the register of members, specifying the matters to be considered and the date and place of the meeting.
Article 18 The notice and supplementary notice of the shareholders' meeting shall meet the following requirements: (1) ~~made in writing;~~ ~~(2)~~ specify the time, place and duration of the meeting; ~~(3)~~ set out the matters and proposals to be submitted for consideration at the meeting; ~~(4) provide shareholders with the information and explanations necessary to enable them to make informed decisions on the matters to be discussed; this principle includes (but is not limited to) where the Company proposes a merger, share repurchase, capital restructuring or other reorganization, the specific terms and contracts (if any) of the proposed transaction shall be provided, together with a serious explanation of its causes and consequences.~~	**Article 18** The notice and supplementary notice of the shareholders' meeting shall meet the following requirements: (1) specify the time, place and duration of the meeting; **(2)** set out the matters and proposals to be submitted for consideration at the meeting;

Original Articles	Amended Articles
~~(5) contain a disclosure of the nature and extent of the material interests of any director, manager and senior management in the proposed transaction and the effect which the proposed transaction will have on them in their capacity as shareholders insofar as it is different from the effect on interests of shareholders of the same class;~~ ~~(6) contain the full text of any special resolution to be proposed at the meeting;~~ ~~(7)~~ contain a conspicuous statement: that a shareholder ~~entitled to attend and vote at such meeting is entitled to appoint one or more proxies to attend and vote at such meeting on his behalf and that a proxy~~ does not need to be a shareholder of the Company; ~~(8) specify the time and place for lodging proxy forms for the relevant meeting;~~ ~~(9)~~ the date of registration of equity entitlements for shareholders having the right to attend the general meeting; ~~(10)~~ the names and contact telephone numbers of the contact persons in connection with the meeting; The notice convening shareholders' meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. The interval between the deadline for registration of shareholding and the date of the meeting shall not be over 7 working days. Once such deadline is confirmed, it shall not be changed.	**(3)** contain a conspicuous statement: **all shareholders shall have the right to attend the general meetings of shareholders and may appoint a proxy in writing to attend the meetings and vote on their behalf, and such proxy need not** be a shareholder of the Company. **(4)** the date of registration of equity entitlements for shareholders having the right to attend the general meeting; **(5)** the names and contact telephone numbers of the contact persons in connection with the meeting; **(6) specify the time and procedures for internet voting or other voting method** The notice convening shareholders' meeting and its supplementary notice shall fully and completely disclose the specific contents of all motions, and provide all data or explanation necessary for the shareholders to make reasonable judgment towards the matters to be discussed. The interval between the deadline for registration of shareholding and the date of the meeting shall not be over 7 working days. Once such deadline is confirmed, it shall not be changed.

Original Articles	Amended Articles
New added	**Article 48** Where the Company repurchases ordinary shares for the purpose of reducing registered capital by issuing preference shares to non-specific investors, or repurchases ordinary shares from specific shareholders of the Company by issuing preference shares to specific investors as a means of payment, the resolution on the repurchase of ordinary shares shall be passed at the general meeting by not less than two-thirds of the voting rights held by the shareholders present at the meeting. The Company shall publish an announcement of such resolution on the day following the general meeting at which the resolution on the repurchase of ordinary shares is passed.
Article 49 Shareholders holding different classes of shares shall be class shareholders. Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association of the Company.	**Deleted**
Article 50 Where the Company proposes to vary or abrogate the rights of class shareholders, such proposal shall be subject to approval by way of a special resolution at the general meeting and by the affected class shareholders at the class shareholders' meeting convened respectively pursuant to Articles 52 to 56 of these Rules.	**Deleted**
Article 51 The following circumstances shall be deemed to constitute a variation or abrogation of the rights of class shareholders: (1) to increase or reduce the number of shares of such class, or to increase or reduce the number of shares of another class having the same or more voting rights, distribution rights or other privileges as those enjoyed by such class of shares; (2) to convert all or part of the shares of such class into another class, or to convert all or part of the shares of another class into such class of shares, or to grant such conversion rights;	**Deleted**

Original Articles	Amended Articles
(3) to cancel or reduce the rights of such class of shares to receive accrued dividends or cumulative dividends; (4) to reduce or cancel the rights of such class of shares to receive preferential dividends or to receive preferential distribution of property upon liquidation of the Company; (5) to increase, cancel or reduce the rights of such class of shares to convert into shares, options, voting rights, transfer rights, pre-emptive rights, or rights to acquire securities of the Company; (6) to cancel or reduce the rights of such class of shares to receive payments from the Company in a specific currency; (7) to create a new class of shares having the same or more voting rights, distribution rights or other privileges as those enjoyed by such class of shares; (8) to impose restrictions on the transfer or ownership of such class of shares or to increase such restrictions; (9) to issue subscription rights or conversion rights in respect of such class of shares or another class of shares; (10) to increase the rights and privileges of other classes of shares; (11) where a reorganization plan of the Company would result in class shareholders bearing liabilities disproportionately in the reorganization; (12) to amend or abrogate the provisions stipulated in this Chapter.	

Original Articles	Amended Articles
Article 52 Affected class shareholders, whether or not they originally had voting rights at the general meeting, shall have voting rights at the class shareholders' meeting in respect of matters referred to in items (2) to (8) and (11) to (12) of Article 51, provided that interested shareholders shall not have voting rights at the class shareholders' meeting. The term "interested shareholders" referred to in the preceding paragraph shall have the following meanings: (1) where the Company makes a repurchase offer to all shareholders on a pro rata basis in accordance with Article 31 of the Articles of Association, or repurchases its own shares through public trading on a stock exchange, "interested shareholders" shall mean the controlling shareholder as defined in the Articles of Association; (2) where the Company repurchases its own shares by agreement outside a stock exchange in accordance with Article 31 of the Articles of Association, "interested shareholders" shall mean the shareholders involved in such agreement; (3) in the case of a reorganization plan of the Company, "interested shareholders" shall mean shareholders who bear liabilities at a lower proportion than other shareholders of such class, or shareholders who have different interests from other shareholders of such class.	**Deleted**
Article 53 Resolutions of a class shareholders' meeting shall be passed only if approved by not less than two-thirds of the voting rights held by the shareholders present at the class shareholders' meeting who are entitled to vote pursuant to Article 52.	**Deleted**

Original Articles	Amended Articles
Article 54 When convening a class shareholders' meeting, the Company shall issue a notice twenty days before the annual general meeting or fifteen days before an extraordinary general meeting, informing all registered shareholders of such class of the matters proposed to be considered at the meeting as well as the date and place of the meeting.	**Deleted**
Article 55 The notice of a class shareholders' meeting need only be delivered to shareholders entitled to vote at such meeting. Class shareholders' meetings shall be conducted in procedures as similar as possible to those of general meetings of shareholders, and the provisions of the Articles of Association relating to the procedures for holding general meetings shall apply to class shareholders' meetings.	**Deleted**
Article 56 Except for shareholders of other classes of shares, holders of domestic shares and holders of overseas listed foreign shares shall be deemed to be shareholders of different classes. The following circumstances shall not be subject to the special procedures for class shareholders' voting: (1) where, upon approval by way of special resolution at the general meeting, the Company issues domestic shares and overseas listed foreign shares separately or concurrently once every twelve months, provided that the number of domestic shares and overseas listed foreign shares proposed to be issued does not exceed twenty percent of the respective number of shares of such class already issued and outstanding; (2) where the plan for issuing domestic shares and overseas listed foreign shares at the time of the establishment of the Company is completed within fifteen months from the date of approval by the China Securities Regulatory Commission; (3) where, as referred to in Article 18 of the Articles of Association, and upon approval by the China Securities Regulatory Commission, shareholders of domestic shares transfer their shares to overseas investors and such shares are listed and traded on an overseas stock exchange.	**Deleted**

As certain chapters and articles have been deleted, resulting in changes to the numbering of chapters and articles, the relevant chapters and articles of the amended Articles of Association and the Rules of Procedure for Shareholders' Meetings shall be adjusted accordingly. Where articles make cross-references to one another, the numbering of such articles shall be correspondingly changed and will not be set out one by one.

The Proposed Amendments are still subject to consideration and approval by the general meeting of the Company, the class meeting of holders of A shares and the class meeting of holders of H shares.

By order of the Board
ZCZL Industrial Technology Group Company Limited
JIAO Chengyao
Chairman

Zhengzhou, PRC, 22 December 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. JI Feng, Mr. FANG Yuan and Ms. YAO Yanqiu.