ZHAOWEI

SHENZHEN ZHAOWEI MACHINERY & ELECTRONICS CO., LTD.
深圳市兆威機電股份有限公司

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

(Stock Code: 2692)

POLL RESULTS OF THE 2025 ANNUAL GENERAL MEETING HELD ON MAY 22, 2026

2025 ANNUAL GENERAL MEETING

Reference is made to the circular of Shenzhen Zhaowei Machinery & Electronics Co., Ltd. (the "**Company**") dated April 27, 2026 (the "**Circular**"). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

At the annual general meeting (the "**AGM**") of the Company held on May 22, 2026, all the proposed resolutions as set out in the notice of the AGM dated April 27, 2026 were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE %)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve 2025 Annual Report and its Summary	163,763,795 (99.9649%)	55,388 (0.0338%)	2,100 (0.0013%)
2.	To consider and approve Report of the Board of Directors for the Year 2025	163,764,095 (99.9651%)	55,088 (0.0336%)	2,100 (0.0013%)
3.	To consider and approve Profit Distribution Proposal for the Year 2025	163,762,195 (99.9639%)	56,088 (0.0342%)	3,000 (0.0018%)
4.	To consider and approve Performance Assessment of Directors and Senior Management for the Year 2025 and Their Remuneration Plan for the Year 2026	163,759,795 (99.9625%)	59,688 (0.0364%)	1,800 (0.0011%)
5.	Formulation of Remuneration Management System for Directors and Senior Management	163,757,995 (99.9614%)	61,488 (0.0375%)	1,800 (0.0011%)
6.	Proposal for the Re-Appointment of the Accounting Firm for the Year 2026	163,762,495 (99.9641%)	55,088 (0.0336%)	3,700 (0.0023%)

SPECIAL RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE %)		
		FOR	AGAINST	ABSTAIN
7.	To consider and approve Repurchase and Cancellation of Certain Restricted Shares and Cancellation of Certain Share Options	163,763,195 (99.9645%)	54,888 (0.0335%)	3,200 (0.0020%)
8.	To consider and approve Change of Registered Capital and Amendments to the Articles of Association	163,762,895 (99.9644%)	55,388 (0.0338%)	3,000 (0.0018%)
9.	To consider and approve Grant of General Mandate to the Board of Directors to Repurchase H Shares of the Company	163,761,195 (99.9633%)	55,288 (0.0338%)	4,800 (0.0029%)

Notes:

(a) As more than 50% of the votes were cast in favour of each of the above resolutions, the resolutions no. 1 to 6 were duly passed as ordinary resolutions.

(b) As more than two-thirds of the votes were cast in favour of resolutions no. 7 to 9, the resolutions no. 7 to 9 were duly passed as special resolutions.

(c) As at the date of verifying the Shareholders' entitlement to attend the AGM, (i) the total number of shares of the Company in issue was 267,544,900 Shares, comprising 240,796,600 A Shares and 26,748,300 H Shares; and (ii) there were no treasury shares held by the Company.

(d) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 267,544,900 Shares.

(e) There were no Shares entitling the holder(s) to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

(f) No shareholder of the Company was required under the Listing Rules to abstain from voting on any of the proposed resolutions at the AGM. There was no restriction on shareholders of the Company from voting on any of the proposed resolutions at the AGM.

(g) None of the shareholders of the Company have stated their intention in the Company's circular dated April 27, 2026 to vote against or to abstain from voting on any of the resolutions at the AGM.

(h) The Company's H Share Registrar, Tricor Investor Services Limited, acted as the scrutineer in respect of the vote-taking of H Shares at the AGM.

(i) All Directors attended the AGM physically or via electronic means.

WITNESS BY LAWYERS

The Company engaged AllBright Law Offices (Shenzhen) to witness the AGM. AllBright Law Offices (Shenzhen) was of the opinion that the procedures for the convening and holding of the AGM, the attendees, the eligibility of the convener, the proposals, the voting procedures, and the voting results all complied with the relevant provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules of General Meeting, and other laws, regulations, and normative documents, as well as the Company's Articles of Association. Therefore, the resolutions passed at the AGM was lawful and valid.

PROFIT DISTRIBUTION PROPOSAL FOR THE YEAR 2025

Following the approval by the shareholders of the Company at the AGM, the profit distribution proposal for the year 2025 is adopted. The details of the profit distribution proposal for the year 2025 and withholding tax arrangement for the final dividend for the year ended December 31, 2025 ("**2025 Final Dividend**") are as follows:

The Company proposed to distribute a cash dividend of RMB3.85 (tax inclusive) for every 10 shares to all Shareholders based on the total share capital of 267,482,700 Shares as at the date of the Board's consideration and approval of this resolution, with an aggregate cash dividend of RMB102,980,839.50 (tax inclusive). For the distribution of 2025 Final Dividend to the H Shareholders, the Company will withhold and pay relevant income tax strictly in accordance with the relevant laws and requirements of the relevant government departments. For determining the entitlement to the 2025 Final Dividend, the register of members of the Company will be closed from Tuesday, June 9, 2026 to Wednesday, June 10, 2026 (both days inclusive), during which period no transfer of H Shares will be registered. The 2025 Final Dividend will be paid to the H Shareholders whose names appear on the register of members of H Shareholders on Wednesday, June 10, 2026 (the "**Record Date**"), with applicable income tax withheld in accordance with law. In order to qualify for the 2025 Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration 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 for registration not later than 4:30 p.m. on Monday, June 8, 2026. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding payment of relevant income tax. If the Company's share capital changes after the Board's consideration of the above proposal and before the record date determined by the announcement on the implementation of the distribution, the total distribution amount will be adjusted based on the principle of keeping the distribution amount per share unchanged. Dividends on A shares will be paid in RMB; dividends on H shares will be paid in HK$. The actual amount of dividends converted on H shares will be calculated based on the central parity rate of RMB against HK$ published by the People's Bank of China on the trading day immediately preceding the date on which the Board considered this proposal (being March 27, 2026), which was HK$1 = RMB0.88361.

The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent in Hong Kong to pay the 2025 Final Dividend declared to the H Shareholders. The 2025 Final Dividend is expected to be distributed to H Shareholders on or around Tuesday, June 30, 2026.

Details of payment of the 2025 Final Dividend to A Shareholders and relevant matters will be announced separately by the Company after further consultation with China Securities Depository and Clearing Corporation Limited, Shenzhen Branch.

For the avoidance of doubt, if there are any Shares repurchased by the Company but pending for cancellation and/or any treasury Shares held by the Company as a holder on the Record Date, none of those Shares shall be entitled to any payment of the 2025 Final Dividend.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board is pleased to announce that the resolution on the proposed amendments to the Articles of Association has been approved by the Shareholders by way of a special resolution at the AGM. Please refer to the Circular for details of the proposed amendments to the Articles of Association. The amended Articles of Association has become effective upon approval at the AGM. The full text of the amended Articles of Association will be published on the HKEXnews website (www.hkexnews.hk) and the website of the Company (http://www.szzhaowei.net).

By order of the Board
Shenzhen Zhaowei Machinery & Electronics Co., Ltd.
Mr. Li Haizhou
Executive Director and Chairman of the Board

Shenzhen, the PRC, May 22, 2026

As of the date of this announcement, the Board of the Company comprises: (i) Mr. Li Haizhou, Ms. Xie Yanling, Mr. Ye Shubing and Mr. Li Ping as executive Directors; (ii) Mr. Lu Zhiqiang as Employee Representative Director; and (iii) Ms. Guo Xinmei, Dr. Zhou Changjiang and Mr. Lin Sen as independent non-executive Directors.