THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Zhonggan Communication (Group) Holdings Limited (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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中贛通信
ZHONGGAN COMMUNICATION

Zhonggan Communication (Group) Holdings Limited
中贛通信(集團)控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2545)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS, (2) PROPOSED RE-APPOINTMENT OF AUDITOR, (3) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") of the Company to be held at Meeting Room 1, 12th Floor, Building 99, Nanchang Jiahai Industrial Park, No. 2799, Tianxiang Avenue, Nanchang High-tech Industrial Development Zone, Nanchang City, Jiangxi Province, the PRC on Monday, 29 June 2026 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is also enclosed. This circular together with the form of proxy are also published on the websites of the Company (www.gantongjt.com) and of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Whether or not you are able to attend the meeting, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. Saturday, 27 June 2026 at 11:00 a.m.) before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting at the meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

Hong Kong, 26 May 2026

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

"AGM"	the annual general meeting of the Company to be convened and held by the Company for the Shareholders at Meeting Room 1, 12th Floor, Building 99, Nanchang Jiahai Industrial Park, No. 2799, Tianxiang Avenue, Nanchang High-tech Industrial Development Zone, Nanchang City, Jiangxi Province, the PRC on Monday, 29 June 2026 at 11:00 a.m., or where the context so admits, any adjournment thereof
"Articles of Association"	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
"associates"	has the same meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors of the Company
"business day(s)"	a day (other than a Saturday, a Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	Zhonggan Communication (Group) Holdings Limited, an exempted company incorporated on 20 April 2022 under the laws of the Cayman Islands with limited liability with its Shares listed on the Main Board of the Stock Exchange (stock code: 2545)
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	director(s) of the Company

"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuing Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issuing Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
"Latest Practicable Date"	20 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the total number of which shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM

"RMB"	Renminbi, the lawful currency of the PRC
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of HKD0.10 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
"Share Option Scheme"	the share option scheme of the Company adopted by the Company on 17 June 2024
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, modified or otherwise supplemental from time to time
"%"	per cent.



Zhonggan Communication (Group) Holdings Limited
中贛通信（集團）控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2545)

Executive Directors:
Mr. Liu Haoqiong *(Chairman)*
Mr. Peng Shengqian
Ms. Xie Xiaolan
Mr. Liu Dingli
Mr. Liu Dingyi
Mr. Zhou Zhiqiang

Independent Non-executive Directors:
Mr. Yu Shiyong
Mr. Zhu Yugang
Mr. Zhao Hezhen

Registered office:
89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

Head office and principal place of business in the PRC:
Room 101, Block 99
2799 Tianxiang Avenue
Nanchang Jiahai Industrial Park
Nanchang High-tech Industrial Development Zone
Nanchang City
Jiangxi Province, the PRC

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS, (2) PROPOSED RE-APPOINTMENT OF AUDITOR, (3) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM regarding (a) the re-election of retiring Directors; (b) the re-appointment of auditor; and (c) the proposed grant of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of nine Directors, comprising six executive Directors, namely Mr. Liu Haoqiong, Mr. Peng Shengqian, Ms. Xie Xiaolan, Mr. Liu Dingli, Mr. Liu Dingyi and Mr. Zhou Zhiqiang, and three independent non-executive Directors, namely Mr. Yu Shiyong, Mr. Zhu Yugang and Mr. Zhao Hezhen.

Pursuant to article 108 of the Articles of Association, at least one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring director shall be eligible for re-election. Pursuant to article 111 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to article 108 of the Articles of Association.

Pursuant to article 112 of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as the Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after the appointment and shall then be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Ms. Xie Xiaolan, Mr. Liu Dingyi, and Mr. Zhou Zhiqiang shall retire at the AGM and being eligible, offer themselves for re-election as Directors at AGM.

In addition, the Nomination Committee had considered a wide range of diversity perspectives as set out in the board diversity policy of the Company including but not limited to gender, age, skills, experience, background and time commitment.

The Board, on the recommendation of the Nomination Committee, proposed that all the retiring Directors to stand for re-election as Directors at the AGM. Particulars of each of the retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix I to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR

An ordinary resolution will be proposed at the AGM to approve the appointment of KPMG as the auditor of the Company for the year ending 31 December 2026 and to hold office until the conclusion of the next annual general meeting of the Company.

The fees payable to KPMG for providing audit services to the Company for the year ending 31 December 2026 are estimated to be RMB1,800,000, which are determined through negotiations between both parties on a fair and reasonable basis, taking into account factors such as the Company's business scale, industry, complexity of accounting treatments, as well as the auditors required and anticipated workload.

PROPOSED GRANT OF ISSUING MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, ordinary resolutions will be proposed to grant to the Directors:

(i) a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution;

(ii) a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution; and

(iii) subject to the passing of the above ordinary resolution of the Repurchase Mandate and the Issuing Mandate, a general and unconditional mandate to extend the Issuing Mandate to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issuing Mandate.

The Issuing Mandate, the Repurchase Mandate and the Extension Mandate will lapse on the earliest of (a) the conclusion of the next annual general meeting of the Company, or (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable law of the Cayman Islands to be held, or (c) the date on which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders in a general meeting.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix II to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

Based on 640,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the AGM:

(i) subject to the passing of the proposed resolution granting the Issuing Mandate to the Directors, the Company will be allowed under the Issuing Mandate to issue up to a maximum of 128,000,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and

(ii) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 64,000,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

AGM

A notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gantongjt.com). To be valid, whether or not you are able to attend the AGM, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Saturday, 27 June 2026) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the AGM if you so wish and in such event, the form of proxy shall be deemed to be revoked.

The register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of Shares will be effected. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Monday, 29 June 2026. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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 Tuesday, 23 June 2026.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 79 of the Articles of Association, any votes of the Shareholders at the general meeting will be taken by poll where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the poll results after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 misleading.

RECOMMENDATION

The Board (including all independent non-executive Directors) consider that the proposed resolutions set out in the notice of the AGM including (a) the re-election of retiring Directors; (b) the re-appointment of auditor; and (c) the grant of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Zhonggan Communication (Group) Holdings Limited
Liu Haoqiong
Chairman and Executive Director

Hong Kong, 26 May 2026

The particulars of the retiring Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

Ms. Xie Xiaolan

Ms. Xie Xiaolan (謝小蘭) ("**Ms. Xie**"), aged 65, is an executive Director of the Company, the director and general manager of Gantong Communication (Jiangxi) Company Limited (贛通通信(江西)有限公司), a subsidiary of the Company, and has served various positions within the Group.

Ms. Xie has over 19 years of experience in the telecommunications infrastructure industry. From October 2003 to August 2016, she served as the deputy general manager of Zhonggan Communication (Group) Co., Ltd* (中贛通信(集團)有限公司) ("**Zhonggan Communication**"), the principal operating subsidiary of the Group. Since January 2014, she also served as director of the production department of Zhonggan Communication and is responsible for business development of the infrastructure market and management of production. Further, since August 2016, she served as the assistant to the general manager of Zhonggan Communication. From August 2016 to March 2025, Ms. Xie was a director of Zhonggan Communication.

Ms. Xie received the certification in enterprise cadre recruitment from the Ministry of Human Resources of Nanchang, Jiangxi Province, the PRC in November 1993.

Ms. Xie has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months' prior notice in writing and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Ms. Xie is entitled to receive RMB192,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board's Remuneration Committee with reference to her responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Ms. Xie (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Ms. Xie involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Xie that need to be brought to the attention of the Shareholders.

Mr. Liu Dingyi

Mr. Liu Dingyi (劉鼎議) ("**Mr. Liu Dingyi**"), aged 30, is an executive Director and a joint company secretary of the Company and is responsible for overseeing legal and compliance activities of the Group. Since May 2020, Mr. Liu Dingyi has been the assistant to the general manager of the securities and legal department of Zhonggan Communication. From March 2022 to March 2025, he has served as a director of Zhonggan Communication. Mr. Liu Dingyi is the son of Mr. Liu Haoqiong and the younger brother of Mr. Liu Dingli, both of whom are executive Directors.

Mr. Liu Dingyi graduated from Monash University, Australia, in May 2020 with a Bachelor of Business, with a major in banking and finance.

Mr. Liu Dingyi has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months' prior notice in writing and is subject to retirement by rotation and reelection at the AGM in accordance with the Articles of Association. Mr. Liu Dingyi is entitled to receive RMB165,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board's Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Mr. Liu Dingyi was deemed to be interested in 39,439,467 Shares held by Octuple Hills Limited, representing approximately 6.16% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu Dingyi (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Liu Dingyi involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Liu Dingyi that need to be brought to the attention of the Shareholders.

Mr. Zhou Zhiqiang

Mr. Zhou Zhiqiang (周志強) ("**Mr. Zhou**"), aged 43, is an executive Director and the Group's chief financial officer. Since February 2025, he has been serving as the director and general manager of GLP Technology and GLP Software. Mr. Zhou has over 17 years of experience in financial management. From July 2005 to July 2008, Mr. Zhou served as the accountant of Jiangxi Chenming Paper Co., Ltd. (江西晨鳴紙業有限責任公司), a subsidiary of Shandong Chenming Paper Holdings Co., Ltd.* (山東晨鳴紙業集團股份有限公司), a company listed on the Stock Exchange (Stock Code: 01812) and the Shenzhen Stock Exchange (Stock Code: 000488). From August 2008 to July 2017, he served as the finance manager of Jiangxi Weidahui Real Estate Development Co., Ltd.* (江西省威達匯房地產開發有限公司). Since August 2017, he has been the chief financial officer of Zhonggan Communication. He obtained bachelor's degree in accountancy from Jiangxi University of Finance and Economics in June 2005.

Mr. Zhou has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months' prior notice in writing and is subject to retirement by rotation and reelection at the AGM in accordance with the Articles of Association. Mr. Zhou is entitled to receive RMB209,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board's Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Mr. Zhou (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Zhou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders.

* *for identification purpose only*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

(1) LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

(2) SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 640,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase and cancel Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 64,000,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which is expected to be convened on or before 30 June 2027.

(3) FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands, which may include distributable profits of the Company.

(4) REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on 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 Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

(5) EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(6) CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has a present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

(7) CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Directors will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

(8) THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a Shares repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, GT & Yangtze Limited ("**GT & Yangtze**") was interested in 359,444,530 Shares, representing approximately 56.16% of the total issued Shares of the Company. GT & Yangtze is ultimately owned as to approximately 70.0% by Mr. Liu Haoqiong and as to 30.0% by his spouse, Ms. Tao Xiulan, who are deemed to be interested in the Shares in which GT & Yangtze is interested in under Part XV of the SFO. On the basis that there will be no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, the beneficial interests of GT & Yangtze in the issued Shares of the Company would increase to approximately 62.40% if the Repurchase Mandate was exercised in full and the Shares being repurchased were cancelled.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in in an obligation to make a mandatory offer in accordance with the Takeovers Code or the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

(9) SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

(10) SHARE PRICES

The highest and lowest closed prices at which the Shares were traded on the Stock Exchange during each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

	Prices	
	Highest	**Lowest**
	HKD	*HKD*
2025		
March	0.360	0.300
April	0.310	0.260
May	0.330	0.300
June	0.380	0.320
July	0.520	0.380
August	0.750	0.510
September	0.630	0.485
October	0.550	0.455
November	0.480	0.440
December	0.460	0.400
2026		
January	0.425	0.380
February	0.540	0.380
March	0.485	0.430
April	0.460	0.425
May (up to the Latest Practicable Date)	0.435	0.390

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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2545)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of Zhonggan Communication (Group) Holdings Limited (the "**Company**") will be held at Meeting Room 1, 12th Floor, Building 99, Nanchang Jiahai Industrial Park, No. 2799, Tianxiang Avenue, Nanchang Hightech Industrial Development Zone, Nanchang City, Jiangxi Province, the PRC on Monday, 29 June 2026, at 11:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the directors' report and the independent auditor's report of the Company for the year ended 31 December 2025.

2. (a) To re-elect Ms. Xie Xiaolan as an executive director of the Company.

   (b) To re-elect Mr. Liu Dingyi as an executive director of the Company.

   (c) To re-elect Mr. Zhou Zhiqiang as an executive director of the Company.

   (d) To authorise the board of directors of the Company (the "**Directors**") to fix the Directors' remuneration.

3. To re-appoint KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. "**THAT**:

(a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued Shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares of the Company) which might require the Shares in the capital of the company to be issued either during or after the end of the Relevant Period (as hereinafter defined);

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Memorandum and Articles of Association; or (iv) a specific authority granted by the Shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution,

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

"**Rights Issue**" means an offer of Shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares of the Company on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued Shares of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution."

6. "**THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued Shares of the Company at the date of the passing of this resolution."

By Order of the Board
Zhonggan Communication (Group) Holdings Limited
Liu Haoqiong
Chairman and Executive Director

Hong Kong, 26 May 2026

Notes:

1. All resolutions at the annual general meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules and the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares in the Company may appoint more than one proxy to represent him/her and vote on his/her behalf. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.

3. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. Saturday, 27 June 2026 at 11:00 a.m.) before the time appointed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.

4. The register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of shares of the Company will be effected. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Monday, 29 June 2026. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 23 June 2026.

5. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.

6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

7. References to time and dates in this Notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Liu Haoqiong, Mr. Peng Shengqian, Ms. Xie Xiaolan, Mr. Liu Dingli, Mr. Liu Dingyi and Mr. Zhou Zhiqiang; and the independent non-executive directors of the Company are Mr. Yu Shiyong, Mr. Zhu Yugang and Mr. Zhao Hezhen.