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 registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Victory Giant Technology (HuiZhou) Co., Ltd. (勝宏科技(惠州)股份有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Victory Giant Technology (HuiZhou) Co., Ltd.
勝宏科技(惠州)股份有限公司

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

(Stock Code: 2476)

(1) REAPPOINTMENT OF AUDIT FIRM FOR 2026
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES
(3) APPLICATION FOR COMPREHENSIVE CREDIT FACILITIES
(4) INCREASE IN THE USE OF IDLE SELF-OWNED FUNDS BY THE COMPANY AND ITS SUBSIDIARIES FOR CASH MANAGEMENT
(5) INCREASE IN THE QUOTA OF FOREIGN EXCHANGE HEDGING BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES
(6) PROPOSED AMENDMENTS OF SOME GOVERNANCE RULES OF THE COMPANY
(7) GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE SHARES (INCLUDING THE SALE OR TRANSFER OF TREASURY SHARES)
(8) GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE SHARES
AND
NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

A notice convening the 2026 second extraordinary general meeting (the "**EGM**") of the Company to be held at Conference Room, R&D Building 1, Victory Giant Technology, Hangcheng Technology Park, Xinqiao Village, Danshui Town, Huiyang District, Huizhou City, Guangdong Province, the PRC at 2:30 p.m. on Monday, June 29, 2026. The notice of the EGM is set out on pages AGM-1 to AGM-3 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and submit the accompanying form of proxy in accordance with the instructions printed thereon to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai Hong Kong (for H Shareholders only), not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:30 p.m. on Sunday, June 28, 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Treasury shares, if any and registered in the name of the Company, shall not carry any voting rights at the general meetings of the Company. For the avoidance of doubt, solely from the perspectives of the Hong Kong Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

This circular together with the form of proxy are also published on the website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the website of the Company (http://www.shpcb.com). References to time and dates in this circular are to Hong Kong time and dates.

June 12, 2026

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NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING AGM-1

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

"EGM" or "Extraordinary General Meeting"	the 2026 second extraordinary general meeting of the Company to be held at Conference Room, R&D Building 1, Victory Giant Technology, Hangcheng Technology Park, Xinqiao Village, Danshui Town, Huiyang District, Huizhou City, Guangdong Province, the PRC at 2:30 p.m. on Monday, June 29, 2026
"A Shares"	the ordinary shares issued by the Company with a nominal value of RMB1.00 each, which are listed on the ChiNext Market of the Shenzhen Stock Exchange and traded in RMB
"Articles of Association"	the Articles of Association of the Company, as amended, supplemented or otherwise modified from time to time
"Board" or "Board of Directors"	the board of directors of our Company
"China" or "PRC"	the People's Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
"Company", or "our Company" or "the Company"	Victory Giant Technology (HuiZhou) Co., Ltd. (勝宏科技(惠州)股份有限公司), a limited liability company established in the PRC on July 28, 2006 and converted into a joint stock limited company on February 27, 2012, the A Shares of which are listed on the ChiNext Market of the Shenzhen Stock Exchange (stock code: 300476), and the H Shares of which are listed on the Stock Exchange (stock code: 2476)
"Director(s)"	director(s) of our Company
"H Share(s)"	overseas listed shares in the share capital of our Company with nominal value of RMB1.00 each, which are traded in HK dollars and are listed on the Hong Kong Stock Exchange
"H Shareholder(s)"	holder(s) of H Shares
"Hong Kong dollars", "HK dollars" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Latest Practicable Date"	June 9, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
"Largest Shareholder Group"	Mr. Chen Tao, Ms. Liu Chunlan, Shenzhen Shenghua Xinye Investment Co., Ltd.*, Huizhou Hongda Investment Development Co., Ltd.* and Victory Giant Technology Holdings (Hong Kong) Limited
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	holder(s) of shares
"Share(s)"	ordinary shares in the capital of our Company with a nominal value of RMB1.00 each, comprising A Share(s) and H Share(s)
"subsidiaries"	have the same meaning as "subsidiaries" as defined in the Hong Kong Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
"treasury share(s)"	has the meaning ascribed to it under the Hong Kong Listing Rules
"%"	per cent

* *English translations of company names and other terms from the Chinese language are provided for identification purposes only. In this circular, should there be any discrepancy between the Chinese names of the entities or enterprises established in China and its English translation, the Chinese names shall prevail.*

Victory Giant Technology (HuiZhou) Co., Ltd.
勝宏科技(惠州)股份有限公司

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

(Stock Code: 2476)

Executive Directors:
Mr. Chen Tao (陳濤) *(Chairman)*
Mr. Zhao Qixiang (趙啟祥)
Mr. Chen Yong (陳勇)
Ms. Wang Haiyan (王海燕)

Non-executive Director:
Ms. Liu Chunlan (劉春蘭)

Independent Non-executive Directors:
Mr. Xie Lanjun (謝蘭軍)
Dr. Xie Lingmin (謝玲敏)
Dr. Zhang Jihai (張繼海)
Mr. Wong Ting Chung (王庭聰)

REGISTERED OFFICE AND HEADQUARTERS IN THE PRC:
Hangcheng Technology Park,
Xinqiao Village, Danshui Town,
Huiyang District,
Huizhou,
Guangdong Province,
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG:
40/F, Dah Sing Financial Centre,
248 Queen's Road East,
Wanchai,
Hong Kong

Hong Kong, June 12, 2026

To the Shareholders

Dear Sir or Madam:

(1) REAPPOINTMENT OF AUDIT FIRM FOR 2026
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES
(3) APPLICATION FOR COMPREHENSIVE CREDIT FACILITIES
(4) INCREASE IN THE USE OF IDLE SELF-OWNED FUNDS BY THE COMPANY AND ITS SUBSIDIARIES FOR CASH MANAGEMENT
(5) INCREASE IN THE QUOTA OF FOREIGN EXCHANGE HEDGING BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES
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(7) GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE SHARES (INCLUDING THE SALE OR TRANSFER OF TREASURY SHARES)
(8) GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE SHARES
AND
NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with notice of the EGM and the reasonably requisite information on certain resolutions proposed to be considered at the EGM to enable you to make informed decisions on whether to vote for or against the resolutions proposed at the EGM.

1. REAPPOINTMENT OF AUDIT FIRM FOR 2026

In accordance with the Articles of Association and the requirements for the audit work of the Company, the Company proposes to re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP ("**BDO China**") as the audit firm of the Company for 2026, for a term from the date of approval by the EGM until the conclusion of the 2026 annual general meeting of the Company.

The audit committee of the Company (the "**Audit Committee**") reviews the remuneration of BDO China and its related entities annually. The fees for audit services and non-audit services payable to BDO China for the year ended December 31, 2025 have been reviewed and approved by the Audit Committee and recognized by the Board. For the year ended December 31, 2025, the Company paid approximately RMB3.2 million to BDO China for audit services (including the annual financial statements audit and internal control audit of the listed company and its subsidiaries) and approximately RMB0.56 million to BDO China for non-audit services (mainly including the audit of income tax settlement, capital verification and audit of the use of proceeds and other related non-audit services).

In addition, in connection with the issuance and listing of the Company's H Shares, the Company engaged BDO Limited ("**BDO**") as the reporting accountant, and the total fees related to audit and non-audit services for 2025 amounted to approximately RMB5.9 million.

In addition to approving the remuneration of the audit firm, the Audit Committee also reviewed the audit and non-audit work of BDO China and BDO and expressed satisfaction with their independence, objectivity, qualifications, expertise, resources and effectiveness of the audit process.

For the audit services for the year ending December 31, 2026, the Company and BDO China have agreed on an estimated fee not exceeding RMB5 million (including the annual financial statements audit and internal control audit of the listed company and its subsidiaries). The scope and fees for other non-audit services have not yet been determined and will be determined separately by the Company after conducting market price comparisons with third-party auditors.

In determining the fees for audit and non-audit services, the Company and its audit firm will consider a number of relevant factors, including the increasing audit complexity caused by the significant expansion of the Company's market value and business volume following the Company's listing on the Main Board of the Hong Kong Stock Exchange, and the Company's business plans, the expected scope of audit, the audit schedule, and the required resources of the audit firm. Based on the above changes, the audit fees for 2026 will be adjusted according to the actual audit workload. If the estimated fee exceeds the above range, the Company will separately propose to the Board and general meeting for consideration and approval.

This resolution was considered and approved by the Board on June 12, 2026, and is hereby proposed as an ordinary resolution for consideration and approval at the EGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

Reference is made to the announcement of the Company dated June 12, 2026 in relation to, among other things, the proposed amendments to the Articles of Association and its appendices.

Given that the Company completed the issuance of H Shares and listed on the Hong Kong Stock Exchange on April 21, 2026, the total share capital and registered capital of the Company have changed. In order to reflect the above changes and to align the Articles of Association and its appendices with the relevant provisions of the Corporate Governance Code in Appendix C1 to the Hong Kong Listing Rules, the Board proposes to make amendments to the relevant articles of the existing Articles of Association and its appendices, including the Rules of Procedures for the shareholders' meetings and the Rules of Procedure for the Board of Directors (the "**Proposed Amendments**"). Such amendments shall become effective from the date of consideration and approval at the EGM.

Meanwhile, the Board proposes to the EGM to authorize the Board and permit the Board to further sub-delegate to its authorized persons to handle the industrial and commercial registration of changes and other related matters.

For details of the amendments to the Articles of Association and its appendices, please refer to Appendix I to this circular. Save for the Proposed Amendments set out in Appendix I, other provisions of the Articles of Association and its appendices shall remain unchanged. The Proposed Amendments to the Articles of Association and its appendices are prepared in Chinese. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

This resolution was considered and approved by the Board on June 12, 2026, and is hereby proposed as a special resolution for consideration and approval at the EGM.

3. APPLICATION FOR COMPREHENSIVE CREDIT FACILITIES

In order to meet the daily operational needs of the Company, the Company plans to apply to Ping An Bank Co., Ltd., Huizhou Branch for comprehensive credit facilities of no more than RMB5 billion. The types of comprehensive credit facilities mainly include, but are not limited to, working capital loans, trade financing, bill business, supply chain finance, project loans, letter of credit operations, and cross-border financing. The interest rate shall be subject to the actual rate charged by the bank when the credit is granted. The amount of credit facilities applied by the Company shall be subject to the actual credit facility amount approved by the bank. The above credit facilities do not equal the Company's actual financing amount, and the specific financing amount will be determined in accordance with the actual needs of working capital of the Company.

This resolution was considered and approved by the Board on June 12, 2026, and is hereby proposed as an ordinary resolution for consideration and approval at the EGM.

4. INCREASE IN THE USE OF IDLE SELF-OWNED FUNDS BY THE COMPANY AND ITS SUBSIDIARIES FOR CASH MANAGEMENT

Pursuant to the resolutions of the 13th meeting of the fifth session of the Board held on March 12, 2026, in order to improve the efficiency of the Company's fund utilization without affecting the normal operations of its principal businesses, the Company and its subsidiaries intend to use idle self-owned funds of no more than RMB2 billion to purchase low-risk wealth management products with high security, sound liquidity and guaranteed principal nature, so as to increase the Company's income, achieve preservation and appreciation of cash, protect the interests of the Company and its Shareholders, and generate more returns.

In order to further make full use of idle self-owned funds, optimize fund operation efficiency, increase yield, and better serve the Company's development and the interests of Shareholders, the Company and its subsidiaries intend to increase the above cash management limit by no more than RMB18 billion (or equivalent in foreign currency). After this adjustment, the limit for the Company's use of idle self-owned funds for cash management will be increased from RMB2 billion to RMB20 billion, among which, the proposed additional amount of not more than RMB18.0 billion includes its equivalent in foreign currency. The relevant details are as follows:

(1) Type of Investment Products

The Company and its subsidiaries will strictly control risks in accordance with relevant regulations, and intends to use a portion of its idle self-owned funds to purchase low-risk wealth management products with high security and sound liquidity. Such investment products shall not be used for pledge, nor shall they be used for investment activities for the purpose of securities investment.

(2) The resolution shall remain valid for 12 months from the date of approval by the EGM.

(3) Investment Limit

The Company and its subsidiaries intend to use idle self-owned funds to purchase wealth management products, with a total limit not exceeding RMB20 billion. Within the aforementioned limit and period, the funds may be utilized on a rolling basis.

(4) Implementation Method

Within the scope of limit, the chairman of the Board or his authorized persons are authorized to sign relevant implementation agreements or contracts and other documents. The Company's financial department shall be responsible for handling related matters. The authorization period shall be valid for 12 months from the date of approval by the EGM.

The use of the Company's idle self-owned funds to purchase wealth management products constitutes a transaction under Chapter 14 of the Hong Kong Listing Rules. The Company and its subsidiaries will comply with the relevant rules and requirements of Chapter 14 of the Hong Kong Listing Rules (if applicable) when purchasing such wealth management products.

This resolution was considered and approved by the Board on June 12, 2026, and is hereby proposed as an ordinary resolution for consideration and approval at the EGM.

5. INCREASE IN THE QUOTA OF FOREIGN EXCHANGE HEDGING BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES

Pursuant to the resolutions of the 13th meeting of the fifth session of the Board held on March 12, 2026, in order to effectively prevent the exchange rate risks encountered in daily business operations, enhance the Company's financial stability, and reduce the adverse impact of exchange rate fluctuations on the Company's operating results, the Company and its subsidiaries have been authorized to conduct foreign exchange hedging business with an aggregate amount of no more than US$400 million, which shall be valid for 12 months from the date of approval by the Board of the Company. Within the aforesaid limit and term, the funds may be used on a revolving basis. The transaction amount at any point during the term (including amount related to the reinvestment of proceeds from the aforesaid investments) shall not exceed the investment limit.

Given the corresponding increase in the Company's foreign exchange positions, the impact of foreign exchange gains or losses on the Company's operating results may increase accordingly when exchange rates experience significant fluctuations. In order to further enhance the Company's ability to cope with exchange rate risks, the Company intends to increase the above limit by no more than US$2.6 billion (or equivalent in Hong Kong dollars). After this adjustment, the total limit for the Company's foreign exchange hedging business will not exceed US$3 billion, and of which, the proposed additional amount of no more than US$2.6 billion includes the equivalent of Hong Kong dollars, which shall be valid for 12 months from the date of approval by the EGM. Within the aforesaid limit and term, the funds may be used on a revolving basis. The transaction amount at any point during the term (including amount related to the reinvestment of proceeds from the aforesaid investments) shall not exceed the investment limit. The Board of the Company authorizes the chairman or his/her delegates to sign relevant agreements within the aforesaid limit and term and to specifically implement the foreign exchange hedging business. If the duration of a single transaction exceeds the authorization period, the authorization period shall be automatically extended until the termination of such single transaction.

The Company intends to conduct forward foreign exchange settlement and sale businesses with financial institutions approved by the State Administration of Foreign Exchange and the People's Bank of China that are qualified to operate such business. The Company conducts forward foreign exchange settlement and sale businesses for the purpose of hedging and risk prevention, and does not engage in any speculative arbitrage transactions. Therefore, the risk level is relatively low.

The Company has formulated the Foreign Exchange Hedging Management Policy, which sets out clear provisions regarding the operating rules, approval authorities and information disclosure, management and internal operating procedures, information confidentiality measures, internal risk control procedures, and archives management for foreign exchange hedging activities. The Company will strictly operate in accordance with the Foreign Exchange Hedging Management Policy to control business risks and ensure the effective implementation of the policy.

The use of self-owned funds to conduct foreign exchange hedging business constitutes a transaction under Chapter 14 of the Hong Kong Listing Rules. The Company and its subsidiaries will comply with the relevant rules and requirements of Chapter 14 of the Hong Kong Listing Rules (if applicable) when conducting foreign exchange hedging business.

This resolution was considered and approved by the Board on June 12, 2026, and is hereby proposed as an ordinary resolution for consideration and approval at the EGM.

6. PROPOSED AMENDMENTS OF SOME GOVERNANCE RULES OF THE COMPANY

The Board proposes to amend the relevant provisions of the aforementioned governance rules of the Company, in order to align the relevant provisions of the Policy of External Guarantee, Management System of External Investments and Proceeds Management System of the Company with the requirements of the Hong Kong Listing Rules, and to align the Remuneration System for Directors and Senior Management with the Code of Corporate Governance for Listed Companies (Revised in October 2025), the revised Announcement No.18 of the China Securities Regulatory Commission. Such amendments shall take effect from the date of consideration and approval at the EGM.

For details regarding the amendments of some governance rules of the Company, please refer to Appendix II to this Circular. The amendments to these governance rules are prepared in Chinese. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

This resolution was considered and approved by the Board on June 12, 2026, and is hereby proposed as an ordinary resolution for consideration and approval at the EGM.

7. GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE SHARES (INCLUDING THE SALE OR TRANSFER OF TREASURY SHARES)

In order to give the Company the flexibility to issue Shares if and when appropriate, by reference to market conditions and in accordance with the Company's operational and development needs, the Board proposes that the general meeting authorize the Board, and the Board further authorize the chairman and his/her authorized persons, to determine the allotment, issue and/or disposal of, solely or jointly, securities, options, warrants, convertible bonds relating to A Shares and/or H Shares or other similar rights carrying the right to

subscribe for or convert into Shares of the Company (the "**Share Issue Mandate**") not exceeding 5% of the total number of the Company's issued Shares (excluding treasury shares) (calculated as at the time of consideration and approval of the resolution granting such general mandate for share issue at the EGM). According to relevant PRC regulations, even if shareholders have granted approval for the general mandate, the issue of A Shares remains subject to approval by the general meeting. The specific authorization is as follows:

(1) approve the granting of a general mandate to the Board, authorizing the Board, by reference to market conditions and in accordance with the Company's operational and development needs, and subject to applicable laws and the relevant regulations of the securities regulatory authorities of the place where the Company's Shares are listed, to approve the issue, allotment, grant and/or disposal of (including the sale or transfer of any treasury shares) Shares (including but not limited to securities, options, warrants, convertible bonds relating to A Shares and/or H Shares and other similar rights carrying the right to subscribe for or convert into Shares of the Company (the "**Similar Rights**"), as well as the sale or transfer of any treasury shares) not exceeding 5% of the total number of the Company's issued Shares (excluding treasury shares) as at the date of passing of this resolution at the EGM, solely or jointly during the Relevant Period (as defined below). As at the Latest Practicable Date, the total number of issued Shares of the Company is 982,784,813 Shares, including 872,557,313 A Shares (including 217,443 treasury shares) and 110,227,500 H Shares. Upon the passing of this resolution and assuming that the total number of issued Shares and the number of treasury shares of the Company remain unchanged from the Latest Practicable Date until the date of the EGM, the Company may issue up to 49,128,368 Shares under the general mandate.

    Notwithstanding the aforesaid Share Issue Mandate, the Board shall obtain consent of the Shareholders at general meeting by a special resolution prior to allotting any voting Shares if such allotment would effectively alter the control of the Company.

(2) The content of Share Issue Mandate granted to the Board includes but is not limited to the following:

    a) formulate and implement the detailed issue proposal which includes, without limitation, the class and number of shares to be issued, pricing basis and/or the issue price (including the price range), the starting and closing dates of such issue, issue target, the specific use of the proceeds raised, timing of issue, issue period, pre-emptive ratio to be granted to existing Shareholders, and other content to be included in the detailed issue proposal as required by the relevant laws and regulations and other normative documents, the relevant regulatory authorities and the stock exchange;

b) approve, execute and do or procure to execute and do, all such documents, deeds and things as it may consider necessary in connection with the issue (including, but not limited to, entering into underwriting agreement or any other agreements);

c) in accordance with the requirements of the regulatory authorities and the place where the Company's Shares are listed, perform the specific filing, approval, registration and recording procedures relating to Shares offering and listing as required by relevant laws and regulations, and other relevant regulatory authorities, including but not limited to filing of Shares offering and listing, registration with relevant authorities of the increase in registered share capital as a result of the issue of Shares and relevant foreign exchange registration, if necessary, and review and approve the signing on behalf of the Company of documents to be submitted to relevant regulatory authorities in connection with the issue, and the publication of announcements and circulars relating to the issue;

d) depending on the actual circumstances of the share issue, make amendments to the terms of issued Shares and registered capital as stated in the Articles of Association as it deems appropriate and necessary, file the amended Articles of Association, and take any other necessary actions; and

e) the Board authorizes the chairman of the Company or his/her authorized persons, in accordance with the provisions of relevant laws, regulations and normative documents and the requirements of regulatory authorities, to handle and execute on behalf of the Company and with full authority, all necessary or desirable specific matters in connection with the shares issue under the Share Issue Mandate.

(3) The aforesaid Share Issue Mandate shall take effect six months after the date on which the Company's H Shares have commenced trading on the Stock Exchange and shall remain in force until the earliest of the following dates (the "**Relevant Period**"):

a) at the end of the 2026 annual general meeting of the Company, when such mandate shall lapse unless such meeting passes a special resolution to renew (with or without conditions); or

b) the date on which the general meeting withdraws or amends the mandate mentioned in this proposal by passing a special resolution.

The above Share Issue Mandate shall not extend beyond the Relevant Period, except that the Board may have entered into or granted offering proposals, agreements, options, warrants, convertible bonds or similar rights in respect of the issue of A Shares and/or H Shares during the Relevant Period, and the Company may have

obtained relevant regulatory approvals, permissions or registrations (if applicable) within the validity period of the mandate, and such offering proposals, agreements, options, warrants, convertible bonds or similar rights may need to be proceeded or completed after the end of the Relevant Period.

The Board shall exercise the powers under the Share Issue Mandate only in compliance with the Hong Kong Listing Rules and the applicable laws, regulations and rules of the PRC government and regulatory authorities, and only after obtaining all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC authorities.

This resolution has been considered and approved at the Board meeting on June 12, 2026, and is hereby proposed as a special resolution for consideration and approval at the EGM.

8. GRANT OF GENERAL MANDATE TO THE BOARD TO REPURCHASE SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, maintain the stability of the Company's operations, development and Share price, pursue the best interests of the Company and its Shareholders, protect the interests of investors, or improve the Company's long-term incentive and restraint mechanism, the Board proposes that the EGM grant a general mandate to the Board to repurchase shares (the "**Share Repurchase Mandate**"):

(1) subject to the conditions set out in paragraph 2 below, approve to grant a general mandate to the Board, by reference to market conditions and in accordance with needs of the Company, subject to all applicable laws, regulations and/or rules (as amended from time to time) of the competent PRC securities authorities or regulators, the Hong Kong Stock Exchange, the Shenzhen Stock Exchange or any other government or regulatory authorities, to repurchase the Company's A Shares and/or H Shares not exceeding 10% of the total number of the Company's issued Shares (excluding treasury shares) at the time when this resolution is passed at the EGM, so as to safeguard the value of the Company and Shareholders' rights and interests. The Shares repurchased under Share Repurchase Mandate may be cancelled according to the Hong Kong Listing Rules, and the registered capital of the Company shall be reduced accordingly; or be held as treasury shares (the Company may use general mandate to sell or transfer shares held in treasury, and all shares held in treasury retain their listed status). As at the Latest Practicable Date, the total number of issued Shares of the Company was 982,784,813, comprising 872,557,313 A Shares (including 217,443 treasury shares), and 110,227,500 H Shares. Subject to the passing of this resolution and assuming that the total number of issued shares and the number of treasury shares of the Company remain unchanged from the Latest Practicable Date until the EGM, the Company may repurchase up to 98,256,737 Shares under the general mandate.

(2) the Board will be authorized to (including but not limited to the following):

a) formulate and implement specific repurchase plans, including but not limited to determining the time of repurchase, repurchase period, repurchase price and number of shares to be repurchased;

b) notify creditors and publish announcements in accordance with all applicable laws, regulations and provisions;

c) open an overseas stock account and a capital account, and go through the corresponding foreign exchange change registration procedures (if required);

d) perform relevant approval/filing procedures (if required) in accordance with the requirements of regulatory authorities and the stock exchange where the Company's Shares are listed;

e) according to the actual repurchase situation, handle the transfer or cancellation of the repurchased A Shares and/or H Shares (if necessary), revise the relevant contents of the Articles of Association, such as the total share capital and shareholding structure, and go through the alteration registration procedures and other documents and matters related to the repurchased Shares (if any);

f) execute, sign and take any documents, actions, matters or steps as deemed appropriate, necessary or desirable for the implementation and completion of the proposed share repurchase, in accordance with relevant laws, regulations and the listing rules of the stock exchange where the Company's Shares are listed;

g) perform procedures for holding repurchased shares as treasury shares, including but not limited to establishing a separate account in the Central Clearing and Settlement System (CCASS) to hold such repurchased H Shares as treasury H Shares, and issuing clear written instructions to the H Share registrar and relevant brokers to update records so that the repurchased H Shares held in CCASS are clearly marked as treasury H Shares; and

h) the Board authorizes the chairman of the Company or his/her delegates to specifically handle the above matters.

(3) The above Share Repurchase Mandate will expire on the earliest of the following dates (the "**Relevant Period**"):

a) at the end of the 2026 annual general meeting of the Company; or

b) the date on which the general meeting withdraws or amends the mandate mentioned in this proposal by passing a special resolution.

If, during the validity period of the mandate, the Board or persons authorized by the Board have signed necessary documents or completed necessary procedures, and such documents or procedures shall be executed, completed or continued upon or after the expiry of the validity period, then the validity period of the mandate shall be extended accordingly.

(4) The aforesaid Share Repurchase Mandate shall take effect upon the date of approval by a special resolution at the Company's general meeting. When exercising the Share Repurchase Mandate, the Board of the Company must:

a) comply with the Company Law of the People's Republic of China, and all applicable laws, regulations and/or rules (as amended from time to time) of the China Securities Regulatory Commission, the Hong Kong Stock Exchange, the Shenzhen Stock Exchange or any other government or regulatory authorities; and

b) obtain approvals from the CSRC and other relevant PRC government authorities (if required).

Pursuant to the requirements of the Hong Kong Listing Rules, the Company is required to issue an explanatory statement to Shareholders, which contains reasonably requisite information to enable them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate. Such explanatory statement is set out in Appendix III to this circular.

This resolution has been considered and approved at the Board meeting on June 12, 2026, and is hereby proposed as a special resolution for consideration and approval at the EGM.

9. EGM, CLOSURE OF REGISTER OF MEMBERS AND WAY OF VOTING

A notice convening the EGM of the Company to be held at Conference Room, R&D Building 1, Victory Giant Technology, Hangcheng Technology Park, Xinqiao Village, Danshui Town, Huiyang District, Huizhou City, Guangdong Province, the PRC at 2:30 p.m. on Monday, June 29, 2026 is set out on pages AGM-1 to AGM-3 of this circular.

A proxy form for use at the EGM has been published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.shpcb.com) and sent to the H Shareholders by means they have elected to receive communication. Shareholders who intend to appoint a proxy to attend the EGM shall complete the proxy form and return it to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (only for H Shareholders), not less than 24 hours before the time for holding the EGM (i.e. before 2:30

p.m. on Sunday, June 28, 2026). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish, and in such case, instrument appointing a proxy shall be deemed to have been withdrawn.

For determining the entitlement of Shareholders to attend and vote at the EGM, the share register of the Company will be closed from Wednesday, June 24, 2026 to Monday, June 29, 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date for determining the entitlement of holders of H Shares to attend and vote at the EGM will be Monday, June 29, 2026. With respect to H Shareholders, to be eligible to attend and vote at the EGM, all share transfer documents together with the relevant Share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, June 23, 2026.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, all resolutions at the EGM will be voted on by poll. An announcement on the results of the poll will be published on the websites of the Company and the Stock Exchange after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has a material interest in any of the resolutions proposed at the EGM and is required to abstain from voting at the EGM. None of the Directors has a material interest in any resolution proposed at the EGM.

10. RECOMMENDATION

The Board considers that all the resolutions set out in the notice of the EGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all the resolutions to be proposed at the EGM.

11. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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 or this circular misleading.

12. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. This circular is issued in both English and Chinese, but the Chinese version shall prevail.

Yours faithfully,
By order of the Board
Victory Giant Technology (HuiZhou) Co., Ltd.
Mr. Chen Tao
Chairman of the Board and Executive Director

The details of the amendments to the Articles of Association and its appendices are set out as follows. The core text subject to revision is indicated by bold font, the deleted parts are indicated by "–", and parts without changes or adjustments to defined terms only for consistency in the articles are shown in "…". Due to the addition or deletion of articles, the serial number of relevant articles and cross references in the Articles of Association and its appendices have been adjusted accordingly without separate presentation.

Comparison Table of the Amendments to the Articles of Association

Article No.	Before amendment	After amendment
Article 3	Upon approval by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on May 21, 2015, the Company conducted its initial public offering of 36,670,000 RMB-denominated ordinary shares and listed the same on the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE") on June 11, 2015. Upon filing with the CSRC on ~~[●] [●], [●]~~, the Company conducted its initial public offering of ~~[●]~~ overseas listed foreign shares (hereinafter referred to as "H Shares") in Hong Kong. The aforesaid H Shares were listed on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") on ~~[●] [●], [●]~~.	Upon approval by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on May 21, 2015, the Company conducted its initial public offering of 36,670,000 RMB-denominated ordinary shares and listed the same on the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE") on June 11, 2015. Upon filing with the CSRC on **March 6, 2026**, the Company conducted its initial public offering of **95,850,000** overseas listed foreign shares (hereinafter referred to as "H Shares") **(before the exercise of the over-allotment option)** in Hong Kong. The aforesaid H Shares were listed on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") on **April 21, 2026**.
Article 6	The registered capital of the Company is RMB~~[●]~~.	The registered capital of the Company is RMB**982,784,813**.
Article 19	The current total number of shares of the Company is ~~862,688,641. Upon completion of the initial public offering of H Shares, the Company's total share capital comprises [●] million shares~~, all of which are ordinary shares. Of these, ordinary shares (A Shares) comprise ~~[●] million shares~~, representing ~~[●]~~% of the Company's total shares, and ordinary shares (H Shares) comprise ~~[●] million shares~~, representing ~~[●]~~% of the Company's total shares. ~~Upon completion of the initial public offering of H Shares, the Company shall ensure that the public float of its H Shares remains no less than 25% of the Company's issued share capital (or such other percentage as may be approved by the Hong Kong Stock Exchange). Any arrangements that would result in the public float falling below this prescribed percentage require prior approval from the Hong Kong Stock Exchange and shall be considered and passed at a shareholders' meeting.~~	The current total number of shares of the Company is **982,784,813**, all of which are ordinary shares. Of these, ordinary shares (A Shares) comprise **872,557,313 shares**, representing **88.78%** of the Company's total shares, and ordinary shares (H Shares) comprise **110,227,500 shares**, representing **11.22%** of the Company's total shares.

Article No.	Before amendment	After amendment
Article 82(5)	The Board of Directors of the Company, independent directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with the laws, administrative regulations and the provisions of the CSRC, may publicly solicit shareholders' voting rights. In solicitation of shareholders' voting right, the specific voting intentions and other information shall be fully disclosed to the solicited parties. It is prohibited to solicit shareholders' voting rights in a paid or disguised paid manner. The Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.	The Board of Directors of the Company, independent directors, shareholders holding more than 1% of the voting shares **(excluding treasury shares)**, or investor protection institutions established in accordance with the laws, administrative regulations and the provisions of the CSRC, may publicly solicit shareholders' voting rights. In solicitation of shareholders' voting right, the specific voting intentions and other information shall be fully disclosed to the solicited parties. It is prohibited to solicit shareholders' voting rights in a paid or disguised paid manner. The Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.
Article 120	Meetings of the Board of Directors are divided into regular meetings and interim meetings. The Board of Directors shall hold at least ~~two~~ regular meetings each year, which shall be convened by the chairman. All directors shall be given written notice ~~10~~ days prior to the convening of the meeting.	Meetings of the Board of Directors are divided into regular meetings and interim meetings. The Board of Directors shall hold at least **one** regular meeting **every quarter**, which shall be convened by the chairman. All directors shall be given written notice **14** days prior to the convening of the meeting.
Article 126	All board resolutions shall be adopted by recorded open-ballot voting. At interim meetings of the Board, provided every director is afforded a full opportunity to express his/her views, resolutions may be proposed and adopted by means ~~of communication~~ such as facsimile or written circulation, and the resolution shall be signed by all directors taking part. …	All board resolutions shall be adopted by recorded open-ballot voting. **A regular Board meeting shall normally involve the active participation of a majority of Directors entitled to attend, either in person or through electronic means of communication, and thus a regular meeting does not include the obtaining of Board approval by way of circulating written resolutions.** At interim meetings of the Board, provided every director is afforded a full opportunity to express his/her views, resolutions may be proposed and adopted by means of facsimile, written circulation or other similar means, and the resolution shall be signed by all directors taking part. **However, for matters expressly required by laws, regulations or the regulatory rules of the place where the Company's shares are listed to be handled by way of a Board meeting (including but not limited to: (i) matters involving a major shareholder or a Director having a conflict of interest in the matter which the Board considers to be material; and (ii) the appointment or dismissal of the company secretary, etc.), they shall not be dealt with by way of a written resolution in lieu of a Board meeting.** …

Article No.	Before amendment	After amendment
Article 211	The Articles of Association, after being reviewed and approved at the shareholders' meeting, shall come into effect ~~and be implemented from the date on which the H Shares issued by the Company are listed and traded on the Hong Kong Stock Exchange~~.	The Articles of Association shall come into effect after being reviewed and approved at the shareholders' meeting.

Comparison Table of Amendments to the Rules of Procedure for Shareholders' Meetings

Article No.	Before amendment	After amendment
Article 10	Where the Audit Committee or shareholders decide to convene a shareholders' meeting on their own initiative, they shall notify the Board of Directors in writing and, at the same time, file a record with the local office of the CSRC at the place where the Company is located, the Shenzhen Stock Exchange, or other securities regulatory authority of the place where the Company's shares are listed. The Audit Committee or the convening shareholders shall, prior to issuing the notice of the shareholders' meeting and publishing the announcement of the resolutions of the shareholders' meeting~~, submit relevant supporting documents to the local office of the CSRC at the place where the Company is located, the Shenzhen Stock Exchange, or other securities regulatory authority of the place where the Company's shares are listed~~.	Where the Audit Committee or shareholders decide to convene a shareholders' meeting on their own initiative, they shall notify the Board of Directors in writing and, at the same time, file a record with the local office of the CSRC at the place where the Company is located, the Shenzhen Stock Exchange, or other securities regulatory authority of the place where the Company's shares are listed**, or make an announcement**. The Audit Committee or the convening shareholders shall, prior to issuing the notice of the shareholders' meeting and publishing the announcement of the resolutions of the shareholders' meeting, **submit the relevant supporting documents and complete the necessary filings or announcements in accordance with the securities regulatory rules and the stock exchange regulations of the place where the Company's shares are listed**.

Article No.	Before amendment	After amendment
Article 14(1)	The Board of Directors, the Audit Committee, and shareholders individually or collectively holding more than 1% of the Company's ~~voting~~ shares shall have the right to submit proposals to the Company. Shareholders individually or collectively holding more than 1% of the Company's ~~voting~~ shares may submit interim proposals in writing to the convener no later than 10 days prior to the convening of a shareholders' meeting. The convener shall, within 2 days after receipt of the proposal, issue a supplemental notice of the shareholders' meeting, announce the contents of the interim proposal, and submit such interim proposal to the shareholders' meeting for consideration. However, this shall not apply where the interim proposal violates laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or falls outside the scope of authority of the shareholders' meeting. The Company shall not increase the shareholding percentage of shareholders who submit temporary proposals. If, according to the securities regulatory rules of the places where the Company's shares are listed, the shareholders' meeting must be postponed due to the issuance of a supplementary notice, the meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the places where the Company's shares are listed.	The Board of Directors, the Audit Committee, and shareholders individually or collectively holding more than 1% of the Company's shares shall have the right to submit proposals to the Company. Shareholders individually or collectively holding more than 1% of the Company's shares may submit interim proposals in writing to the convener no later than 10 days prior to the convening of a shareholders' meeting. The convener shall, within 2 days after receipt of the proposal, issue a supplemental notice of the shareholders' meeting, announce the contents of the interim proposal, and submit such interim proposal to the shareholders' meeting for consideration. However, this shall not apply where the interim proposal violates laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or falls outside the scope of authority of the shareholders' meeting. The Company shall not increase the shareholding percentage of shareholders who submit temporary proposals. If, according to the securities regulatory rules of the places where the Company's shares are listed, the shareholders' meeting must be postponed due to the issuance of a supplementary notice, the meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the places where the Company's shares are listed.

Article No.	Before amendment	After amendment
Article 15	The convener shall notify all shareholders by announcement ~~20~~ days prior to the convening of the annual shareholders' meeting and 15 days prior to the convening of the extraordinary shareholders' meeting. When calculating the commencement period, the Company shall not include the date when the meeting is convened.	The convener shall notify all shareholders by announcement **21** days prior to the convening of the annual shareholders' meeting and 15 days prior to the convening of the extraordinary shareholders' meeting. When calculating the commencement period, the Company shall not include the date when the meeting is convened.
Article 19	After the notice of a shareholders' meeting has been issued, the shareholders' meeting shall not be postponed or cancelled without proper cause, and the proposals set out in the notice of the shareholders' meeting shall not be withdrawn. Where postponement or cancellation occurs, the convener shall ~~publish an announcement~~ at least two business days prior to the originally scheduled meeting date and explain the reasons therefor. Where the securities regulatory rules of the place where the Company's shares are listed contain special provisions regarding the procedures for postponing or cancelling a shareholders' meeting, such provisions shall prevail, provided that domestic regulatory requirements are not violated.	After the notice of a shareholders' meeting has been issued, the shareholders' meeting shall not be postponed or cancelled without proper cause, and the proposals set out in the notice of the shareholders' meeting shall not be withdrawn. Where postponement or cancellation occurs, the convener shall **notify the shareholders** at least two business days prior to the originally scheduled meeting date and explain the reasons therefor. Where the securities regulatory rules of the place where the Company's shares are listed contain special provisions regarding the procedures for postponing or cancelling a shareholders' meeting, such provisions shall prevail, provided that domestic regulatory requirements are not violated.
Article 20(3)	After the notice of a shareholders' meeting has been issued, the venue of the on-site meeting shall not be changed without proper cause. Where a change is indeed necessary, the convener shall publish an announcement at least two ~~business days~~ prior to the date of the on-site meeting and explain the reasons therefor.	After the notice of a shareholders' meeting has been issued, the venue of the on-site meeting shall not be changed without proper cause. Where a change is indeed necessary, the convener shall publish an announcement at least two **trading days** prior to the date of the on-site meeting and explain the reasons therefor.
Article 26	The convener and the lawyers shall jointly verify the validity of the qualifications of shareholders based on the register of shareholders provided by the ~~securities registration and clearing institution of the place where the Company's shares are listed and the securities regulatory rules of the place where the Company's shares are listed~~, and shall register the names (or corporate names) of the shareholders as well as the number of the voting shares held by them. Meeting registration shall terminate before the presider of the meeting announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights held by them.	The convener and the lawyers shall jointly verify the validity of the qualifications of shareholders based on the register of shareholders provided by the **securities registration institution**, and shall register the names (or corporate names) of the shareholders as well as the number of the voting shares held by them. Meeting registration shall terminate before the presider of the meeting announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights held by them.

Article No.	Before amendment	After amendment
Article 28(4)	If the presider of the meeting violates the rules of procedure during the shareholders' meeting, making it impossible to continue the meeting, the shareholders' meeting may elect a person to act as the presider of the meeting with the consent of more than half of the shareholders with voting rights present at the meeting, and continue the meeting.	If the presider of the meeting violates the rules of procedure during the shareholders' meeting, making it impossible to continue the meeting, the shareholders' meeting may elect a person to act as the presider of the meeting with the consent of more than half of the shareholders with voting rights present at the meeting, and continue the meeting.
Article 33(4)	The Board of Directors, independent directors, shareholders holding more than 1% of the Company's voting shares, or investor protection institutions established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of the CSRC, may publicly solicit voting rights from shareholders. Any solicitation of voting rights from shareholders shall fully disclose to the persons being solicited specific information such as voting intentions. Solicitation of shareholders' voting rights by offering consideration or in a disguised compensated manner is prohibited. Except for statutory requirements, the Company shall not impose any minimum shareholding threshold for the solicitation of voting rights. For the purposes of this Article, shareholders include those who attend a shareholders' meeting through their proxies.	The Board of Directors, independent directors, shareholders holding more than 1% of the Company's voting shares **(excluding treasury shares)**, or investor protection institutions established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of the CSRC, may publicly solicit voting rights from shareholders. Any solicitation of voting rights from shareholders shall fully disclose to the persons being solicited specific information such as voting intentions. Solicitation of shareholders' voting rights by offering consideration or in a disguised compensated manner is prohibited. Except for statutory requirements, the Company shall not impose any minimum shareholding threshold for the solicitation of voting rights. For the purposes of this Article, shareholders include those who attend a shareholders' meeting through their proxies.
Article 34	~~A cumulative voting system shall be implemented in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' meeting. Where a single shareholder and persons acting in concert with it hold interests representing more than 30% of the Company's shares, or where two or more independent directors are to be elected at a shareholders' meeting, the cumulative voting system shall be adopted.~~	**When two or more directors are elected at the shareholders' meeting, the cumulative voting system shall be implemented, except in cases where only one director is elected. Listed companies where a single shareholder and its persons acting in concert hold 30% or more of the equity shall adopt the cumulative voting system. If directors are elected through cumulative voting, the votes for independent directors and non-independent directors shall be cast separately.**

Article No.	Before amendment	After amendment
Article 42	If a proposal submitted to the shareholders' meeting is rejected, or if the current shareholders' meeting alters a resolution previously adopted by an earlier shareholders' meeting, ~~the announcement of~~ the meeting's resolutions must expressly highlight such circumstances.	If a proposal submitted to the shareholders' meeting is rejected, or if the current shareholders' meeting alters a resolution previously adopted by an earlier shareholders' meeting, the meeting's resolutions must expressly highlight such circumstances.
Article 47	The following matters shall be approved by special resolution at the shareholders' meeting: (1) The increase or reduction of the registered capital of the Company; (2) The division, spin-off, merger, dissolution and liquidation or any change in its corporate form of the Company; (3) Any amendment to the Articles of Association and its appendices (including the Rules of Procedure for the shareholders' meeting and the Rules of Procedure for the Board of Directors); (4) The listing of any subsidiary through spin-off; (5) The purchase and sale of material assets or amount of guarantee provided to others within twelve consecutive months valued at more than 30% of the audited total assets of the Company as at the most recent period; (6) The issuance of shares, convertible corporate bonds, preference shares, and other types of securities recognized by the CSRC; (7) The repurchase of shares for the purpose of reducing the registered capital; (8) Any material asset restructuring; (9) Share incentive plan; (10) Any resolution of the shareholders' meeting of the Company to voluntarily withdraw the listing or trading of the Company's shares on ~~the stock exchange~~ and to cease trading thereon, or to apply for trading or transfer on another trading venue;	The following matters shall be approved by special resolution at the shareholders' meeting: (1) The increase or reduction of the registered capital of the Company; (2) The division, spin-off, merger, dissolution and liquidation or any change in its corporate form **(including a voluntary winding-up)** of the Company; (3) Any amendment to the Articles of Association and its appendices (including the Rules of Procedure for the shareholders' meeting and the Rules of Procedure for the Board of Directors); (4) The listing of any subsidiary through spin-off; (5) The purchase and sale of material assets or amount of guarantee provided to others within twelve consecutive months valued at more than 30% of the audited total assets of the Company as at the most recent period; (6) The issuance of shares, convertible corporate bonds, preference shares, and other types of securities recognized by the CSRC; (7) The repurchase of shares for the purpose of reducing the registered capital; (8) Any material asset restructuring; (9) Share incentive plan; (10) Any resolution of the shareholders' meeting of the Company to voluntarily withdraw the listing or trading of the Company's shares on **the SZSE and/or the Hong Kong Stock Exchange** and to cease trading thereon, or to apply for trading or transfer on another trading venue;

Article No.	Before amendment	After amendment
	(11) Other matters as required by the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed or ~~the Articles of Association~~, and considered by the shareholders' meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company, shall be passed by a special resolution. Proposals specified in items (iv) and (x) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the shareholders' meeting. Furthermore, these proposals shall also be approved by more than two-thirds of the voting rights held by other shareholders present at the meeting, excluding the listed company's directors, senior management members and shareholders who individually or collectively hold 5% or more of the listed company's shares.	(11) Other matters as required by the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed or **these Rules**, and considered by the shareholders' meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company, shall be passed by a special resolution. **If the Company's share capital includes different classes of shares, unless otherwise stipulated, any change to the rights attached to any class of shares shall be approved through a special resolution by shareholders who hold shares of the class attached with relevant rights and attend the shareholders' meeting of that class. For the purposes of this article, the Company's A shares and H shares shall be deemed to be of the same class of shares.** Proposals specified in items (iv) and (x) of **Paragraph 1 of this Article** shall be approved by more than two-thirds of the voting rights held by shareholders present at the shareholders' meeting. Furthermore, these proposals shall also be approved by more than two-thirds of the voting rights held by other shareholders present at the meeting, excluding the listed company's directors, senior management members and shareholders who individually or collectively hold 5% or more of the listed company's shares. **If the Company's shares are divided into different classes at any time, any alteration or cancellation of the rights of the holders of a class of shares requires approval by the affected class of shareholders through a special resolution at a separate shareholders' meeting before it can be implemented.**
Article 55	These Rules shall, upon approval by the shareholders' meeting take effect~~ and be implemented from the date on which the H Shares issued by the Company are listed and commence trading on The Stock Exchange of Hong Kong Limited~~.	These Rules shall, upon approval by the shareholders' meeting, take effect.

Comparison Table of Amendments to the Rules of Procedure for the Board of Directors

Article No.	Before amendment	After amendment
Article 12	The Board shall hold at least ~~two~~ regular meetings ~~every year~~.	The Board shall hold at least **one** regular meeting **every quarter**.
Article 18	For convening regular meetings and interim meetings of the Board, the Board office shall submit the meeting notice to all Directors, the President and the Secretary to the Board ~~ten~~ days and three days in advance respectively, through personal delivery, instant messaging software, mail or other methods recognized by laws and regulations.	For convening regular meetings and interim meetings of the Board, the Board office shall submit the meeting notice to all Directors, the President and the Secretary to the Board **fourteen** days and three days in advance respectively, through personal delivery, instant messaging software, mail or other methods recognized by laws and regulations.
Article 26	Board meetings may be held in the form of a physical meeting or ~~by non-physical means such as~~ video, telephone~~, facsimile, written circulation or email voting~~. Board meetings may also be held by a combination of physical and other means simultaneously.	Board meetings may be held in the form of a physical meeting or **through the network,** video, telephone **or other means with equivalent effect**. Board meetings may also be held by a combination of physical and other means simultaneously. **However, for matters expressly required by laws, regulations or the regulatory rules of the place where the Company's shares are listed to be handled by way of a Board meeting, they shall not be dealt with by way of a written resolution in lieu of a Board meeting.**
Article 33	Each attendee shall cast one vote and shall be conducted by way of open ballot. At interim meetings of the Board, provided every director is afforded a full opportunity to express his/her views, resolutions may be proposed and adopted by means of ~~communication~~ such as facsimile or written circulation, and the resolution shall be signed by all directors taking part. …	Each attendee shall cast one vote and shall be conducted by way of open ballot. **A regular Board meeting shall normally involve the active participation of a majority of Directors entitled to attend, either in person or through electronic means of communication, and thus a regular meeting does not include the obtaining of Board approval by way of circulating written resolutions.**

Article No.	Before amendment	After amendment
		At interim meetings of the Board, provided every director is afforded a full opportunity to express his/her views, resolutions may be proposed and adopted by means of facsimile, written circulation or other similar means, and the resolution shall be signed by all directors taking part. **However, for matters expressly required by laws, regulations or the regulatory rules of the place where the Company's shares are listed to be handled by way of a Board meeting (including but not limited to: (i) matters involving a major shareholder or a Director having a conflict of interest in the matter which the Board considers to be material; and (ii) the appointment or dismissal of the company secretary, etc.), they shall not be dealt with by way of a written resolution in lieu of a Board meeting.** ...

The details of the amendments to Policy of External Guarantee, Management System of External Investments and Proceeds Management System are presented in the form of comparison tables. In particular, the core text subject to revision is indicated by bold font, the deleted parts are indicated by "–", and parts without changes or adjustments to defined terms only for consistency in the articles are shown in "…". Due to the addition or deletion of articles, the serial number of relevant articles and cross references in relevant governance rules of the Company have been adjusted accordingly without separate presentation.

In addition, due to the extensive amendments to the Remuneration System for Directors and Senior Management, the specific amended provisions are not presented in the form of comparison tables. Instead, the full text of the amended policy is presented, with the core text related to the amendments indicated by bold font for identification purposes.

Comparison Table of Revisions to the External Guarantee System

Article No.	Before amendment	After amendment
Article 1	In order to safeguard the interests of investors, regulate the external guarantee activities of Victory Giant Technology (HuiZhou) Co., Ltd. (the "Company"), effectively control the risks associated with external guarantees, prevent financial risks, ensure the stable operation of the Company, promote its healthy and stable development, and protect the interests of investors, these Rules are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Shares on the ChiNext Market of the Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》) (the "ChiNext Listing Rules"), the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 2 – Standardized Operation of ChiNext Listed Companies (《深圳證券交易所上市公司自律監管指引第2號––創業板上市公司規範運作》), the Regulatory Guidelines for Listed Companies No. 8 – Regulatory Requirements for Capital Transactions and External Guarantees of Listed Companies (《上市公司監管指引第8號––上市公司資金往來、對外擔保的監管要求》), and other relevant laws, regulations and normative documents, as well as the relevant provisions of the Articles of Association of Victory Giant Technology (HuiZhou) Co., Ltd. (the "Articles of Association").	In order to safeguard the interests of investors, regulate the external guarantee activities of Victory Giant Technology (HuiZhou) Co., Ltd. (the "Company"), effectively control the risks associated with external guarantees, prevent financial risks, ensure the stable operation of the Company, promote its healthy and stable development, and protect the interests of investors, these Rules are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Shares on the ChiNext Market of the Shenzhen Stock Exchange (《深圳證券交易所創業板股票上市規則》) (the "ChiNext Listing Rules"), the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 2 – Standardized Operation of ChiNext Listed Companies (《深圳證券交易所上市公司自律監管指引第2號––創業板上市公司規範運作》), the Regulatory Guidelines for Listed Companies No. 8 – Regulatory Requirements for Capital Transactions and External Guarantees of Listed Companies (《上市公司監管指引第8號––上市公司資金往來、對外擔保的監管要求》), and other relevant laws, regulations and normative documents, **securities regulatory rules of the places where the shares of the Company are listed** as well as the relevant provisions of the Articles of Association of Victory Giant Technology (HuiZhou) Co., Ltd. (the "Articles of Association").

Article No.	Before amendment	After amendment
Article 13(1)	The following external guarantee matters of the Company shall, after being reviewed and approved by the Board of Directors, be submitted to the shareholders' meeting for consideration and approval: (1) The single guarantee for an amount more than 10% of the Company's net assets audited in the latest period; (2) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 50% of the Company's net assets as audited in the latest period; (3) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%; (4) The cumulative and total amount of guarantees within twelve consecutive months provided by the Company has exceeded 50% of the Company's net assets audited in the latest period and the absolute amount is more than RMB50 million; (5) The cumulative and total amount of guarantees within twelve consecutive months provided by the Company has exceeded 50% of the Company's net assets audited in the latest period and the absolute amount is more than RMB50 million; (6) The guarantee to be provided to a connected person thereof, after approval by the Board of Directors, shall be submitted to the shareholders' meeting for review and approval, regardless of the amount; (7) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 30% of the Company's total assets audited in the latest period; (8) Other guarantee as prescribed by ~~the Shenzhen Stock Exchange~~ or the Articles of Association.	The following external guarantee matters of the Company shall, after being reviewed and approved by the Board of Directors, be submitted to the shareholders' meeting for consideration and approval: (1) The single guarantee for an amount more than 10% of the Company's net assets audited in the latest period; (2) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 50% of the Company's net assets as audited in the latest period; (3) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%; (4) The cumulative and total amount of guarantees within twelve consecutive months provided by the Company has exceeded 50% of the Company's net assets audited in the latest period and the absolute amount is more than RMB50 million; (5) The cumulative and total amount of guarantees within twelve consecutive months provided by the Company has exceeded 30% of the Company's total assets audited in the latest period; (6) The guarantee to be provided to a connected person thereof, after approval by the Board of Directors, shall be submitted to the shareholders' meeting for review and approval, regardless of the amount; (7) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 30% of the Company's total assets audited in the latest period; **and** (8) Other guarantees as prescribed by **the laws, administrative regulations, departmental rules, normative documents, securities regulatory rules of the places where the shares of the Company are listed** or the Articles of Association.

Article No.	Before amendment	After amendment
Article 30	Any external guarantee that is required under these Rules to be reviewed and approved by the Board of Directors or the shareholders' meeting ~~shall be disclosed in a timely manner in the information disclosure newspapers designated by the CSRC~~. The information disclosed shall include, ~~but not be limited to,~~ the resolutions of the Board of Directors or the shareholders' meeting, the aggregate amount of external guarantees provided by the Company and its controlled subsidiaries ~~as of~~ the date of disclosure, the aggregate amount of guarantees provided by the Company to its controlled subsidiaries~~, and the respective proportions of the foregoing amounts to the Company's latest audited net assets~~.	Any external guarantee that is required under these Rules to be reviewed and approved by the Board of Directors or the shareholders' meeting shall be disclosed in a timely manner **on the websites of the stock exchanges and in media that meet the prescribed requirements of the CSRC**. The information disclosed shall include, but not be limited to, the resolutions of the Board of Directors or the shareholders' meeting, the aggregate amount of external guarantees provided by the Company and its controlled subsidiaries as of the date of disclosure and the aggregate amount of guarantees provided by the Company to its controlled subsidiaries.
Article 44	If any provision of these Rules conflicts with any law, regulation or normative document promulgated by the state in the future, or with the Articles of Association as amended in accordance with lawful procedures, the relevant laws, regulations, normative documents and the Articles of Association shall prevail, and these Rules shall be amended accordingly without delay.	If any provision of these Rules conflicts with any law, regulation, normative document, **securities regulatory rules of the places where the shares of the Company are listed** promulgated by the state in the future, or with the Articles of Association as amended in accordance with lawful procedures, the relevant laws, regulations, normative documents, **securities regulatory rules of the places where the shares of the Company are listed** and the Articles of Association shall prevail, and these Rules shall be amended accordingly without delay.

Comparison Table of Revisions to the External Investment Management System

Article No.	Before amendment	After amendment
Article 1	In order to regulate the investment decision-making procedures of Victory Giant Technology (HuiZhou) Co., Ltd. (the "Company"), establish a systematic and comprehensive investment decision-making mechanism, ensure that decisions are made in a scientific, standardized and transparent manner, effectively prevent various risks, and safeguard the interests of the Company and its shareholders, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 2 – Standardized Operation of ChiNext Listed Companies, the Rules Governing the Listing of Shares on the ChiNext Market of the Shenzhen Stock Exchange (the "Listing Rules"), and other relevant laws, regulations and normative documents, as well as the Articles of Association of Victory Giant Technology (HuiZhou) Co., Ltd. (the "Articles of Association"), taking into account the Company's specific circumstances.	In order to regulate the investment decision-making procedures of Victory Giant Technology (HuiZhou) Co., Ltd. (the "Company"), establish a systematic and comprehensive investment decision-making mechanism, ensure that decisions are made in a scientific, standardized and transparent manner, effectively prevent various risks, and safeguard the interests of the Company and its shareholders, these Rules are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Self-Regulatory Guidelines for Listed Companies of the Shenzhen Stock Exchange No. 2 – Standardized Operation of ChiNext Listed Companies, the Rules Governing the Listing of Shares on the ChiNext Market of the Shenzhen Stock Exchange (the "Listing Rules"), and other relevant laws, regulations, normative documents, **securities regulatory rules of the places where the shares are listed** as well as the Articles of Association of Victory Giant Technology (HuiZhou) Co., Ltd. (the "Articles of Association"), taking into account the Company's specific circumstances.
Article 5	For the purposes of these Rules, the purchase, sale, or exchange of assets refers to the Company's acquisition, disposal, or exchange with other enterprises of owners' equity interests, tangible assets, or other property rights. For the purposes of these Rules, the purchase or sale of assets does not include the purchase of raw materials, fuel and power, or the sale of products, commodities, and other asset purchase or sale activities related to ordinary business operations. However, such asset purchase or sale activities involved in an asset exchange transaction shall still be included.	For the purposes of these Rules, the purchase, sale, or exchange of assets refers to the Company's acquisition, disposal, or exchange with other enterprises of owners' equity interests, tangible assets, or other property rights. **Unless otherwise stipulated by the securities regulatory rules of the places where the shares of the Company are listed,** for the purposes of these Rules, the purchase or sale of assets does not include the purchase of raw materials, fuel and power, or the sale of products, commodities, and other asset purchase or sale activities related to ordinary business operations. However, such asset purchase or sale activities involved in an asset exchange transaction shall still be included.

Article No.	Before amendment	After amendment
Article 7	Any external investment by the Company that meets any of the following criteria shall be subject to the approval of the general meeting of the Company before implementation: (1) the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets; where the total assets involved in the transaction are represented by both book value and appraised value, the higher value shall be used for calculation; (2) the operating revenue related to the transaction target (such as equity interests) for the latest financial year accounts for more than 50% of the Company's audited operating revenue for the latest financial year, and the absolute amount exceeds RMB50 million; (3) the net profit related to the transaction target (such as equity interests) for the latest financial year accounts for more than 50% of the Company's audited net profit for the latest financial year, and the absolute amount exceeds RMB5 million; (4) the transaction consideration (including liabilities and expenses assumed) accounts for more than 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB50 million; and (5) the profit generated from the transaction accounts for more than 50% of the Company's audited net profit for the latest financial year, and the absolute amount exceeds RMB5 million.	Any external investment by the Company that meets any of the following criteria shall be subject to the approval of the general meeting of the Company before implementation: (1) the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets; where the total assets involved in the transaction are represented by both book value and appraised value, the higher value shall be used for calculation; (2) the operating revenue related to the transaction target (such as equity interests) for the latest financial year accounts for more than 50% of the Company's audited operating revenue for the latest financial year, and the absolute amount exceeds RMB50 million; (3) the net profit related to the transaction target (such as equity interests) for the latest financial year accounts for more than 50% of the Company's audited net profit for the latest financial year, and the absolute amount exceeds RMB5 million; (4) the transaction consideration (including liabilities and expenses assumed) accounts for more than 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB50 million; and (5) the profit generated from the transaction accounts for more than 50% of the Company's audited net profit for the latest financial year, and the absolute amount exceeds RMB5 million; **and** **(6) Other matters that are required to be submitted to the general meeting for consideration and approval in accordance with the laws, administrative regulations, departmental rules, normative documents, and securities regulatory rules of the places where the shares of the Company are listed, as amended from time to time.**

Article No.	Before amendment	After amendment
	Where any of the data involved in the calculation of the above indicators is negative, its absolute value shall be used for calculation purposes. Any external investment by the Company that meets any of the following criteria shall be subject to the approval of the general meeting of the Company before implementation: (1) the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; where the total assets involved in the transaction are represented by both book value and appraised value, the higher value shall be used for calculation; (2) the operating revenue related to the transaction target (such as equity interests) for the latest financial year accounts for more than 10% of the Company's audited operating revenue for the latest financial year, and the absolute amount exceeds RMB10 million; (3) the net profit related to the transaction target (such as equity interests) for the latest financial year accounts for more than 10% of the Company's audited net profit for the latest financial year, and the absolute amount exceeds RMB1 million; (4) the transaction consideration (including liabilities and expenses assumed) accounts for more than 10% of the Company's latest audited net assets, and the absolute amount exceeds RMB10 million; and (5) the profit generated from the transaction accounts for more than 10% of the Company's audited net profit for the latest financial year, and the absolute amount exceeds RMB1 million.	Where any of the data involved in the calculation of the above indicators is negative, its absolute value shall be used for calculation purposes. Any external investment by the Company that meets any of the following criteria shall be subject to the approval of the general meeting of the Company before implementation: (1) the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets; where the total assets involved in the transaction are represented by both book value and appraised value, the higher value shall be used for calculation; (2) the operating revenue related to the transaction target (such as equity interests) for the latest financial year accounts for more than 10% of the Company's audited operating revenue for the latest financial year, and the absolute amount exceeds RMB10 million; (3) the net profit related to the transaction target (such as equity interests) for the latest financial year accounts for more than 10% of the Company's audited net profit for the latest financial year, and the absolute amount exceeds RMB1 million; (4) the transaction consideration (including liabilities and expenses assumed) accounts for more than 10% of the Company's latest audited net assets, and the absolute amount exceeds RMB10 million; and (5) the profit generated from the transaction accounts for more than 10% of the Company's audited net profit for the latest financial year, and the absolute amount exceeds RMB1 million**; and** **(6) Other matters that are required to be submitted to the general meeting for consideration and approval in accordance with the laws, administrative regulations, departmental rules, normative documents, and securities regulatory rules of the places where the shares of the Company are listed, as amended from time to time.**

Article No.	Before amendment	After amendment
	Where any of the data involved in the calculation of the above indicators is negative, its absolute value shall be used for calculation purposes. Similar transactions relating to the same transaction target conducted by the Company within a period of twelve months shall be subject to the provisions of this Article based on the principle of aggregated calculation. Transactions for which the relevant obligations have already been performed in accordance with this Article shall not be included in the scope of the relevant aggregated calculation. Where any of the Company's aforesaid external investment activities reaches the threshold for a major asset restructuring as prescribed under the Administrative Measures for Major Asset Restructuring of Listed Companies (《上市公司重大資產重組管理辦法》), such transaction shall be submitted to the shareholders' meeting for consideration and shall be approved by a special resolution of the shareholders' meeting (being approval by more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting, including shareholder proxies).	Where any of the data involved in the calculation of the above indicators is negative, its absolute value shall be used for calculation purposes. Similar transactions relating to the same transaction target conducted by the Company within a period of twelve months shall be subject to the provisions of this Article based on the principle of aggregated calculation. Transactions for which the relevant obligations have already been performed in accordance with this Article shall not be included in the scope of the relevant aggregated calculation. Where any of the Company's aforesaid external investment activities reaches the threshold for a major asset restructuring as prescribed under the Administrative Measures for Major Asset Restructuring of Listed Companies (《上市公司重大資產重組管理辦法》), such transaction shall be submitted to the shareholders' meeting for consideration and shall be approved by a special resolution of the shareholders' meeting (being approval by more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting, including shareholder proxies).
Article 21	The Company's investment project decisions shall ensure their implementation as follows: (1) pursuant to the relevant resolutions of the shareholders' meeting and the Board of Directors, and investment decisions made by the chairman in accordance with these Rules, the chairman or the president, as authorized by the chairman, shall execute the relevant documents or agreements;	The Company's investment project decisions shall ensure their implementation as follows: (1) pursuant to the relevant resolutions of the shareholders' meeting and the Board of Directors, and investment decisions made by the chairman in accordance with these Rules, the chairman or the president, as authorized by the chairman, shall execute the relevant documents or agreements;

Article No.	Before amendment	After amendment
	(2) the business department and branch offices proposing the investment shall serve as the implementation bodies for approved investment decisions and shall formulate practical implementation plans, procedures and measures for the investment project in accordance with the investment decisions made by the shareholders' meeting, the Board of Directors or the president's office meeting; (3) the business department proposing the investment and the Company's branch offices shall establish a project team responsible for the implementation of the investment project and shall enter into a project responsibility agreement with the project manager (or person in charge). The project manager (or person in charge) shall regularly submit written reports on project progress to the finance department and shall be subject to audits concerning financial revenues and expenditures and other matters; (4) the Chief Financial Officer shall, based on the implementation plans, procedures and measures formulated by the implementation body, prepare supporting funding plans and allocate funds reasonably to ensure the smooth implementation of the investment project decision; (5) the Company's finance department shall organize auditors to conduct periodic internal audits of the financial revenues and expenditures of investment projects and submit written opinions to the finance department;	(2) the business department and branch offices proposing the investment shall serve as the implementation bodies for approved investment decisions and shall formulate practical implementation plans, procedures and measures for the investment project in accordance with the investment decisions made by the shareholders' meeting, the Board of Directors or the president's office meeting; (3) the business department proposing the investment and the Company's branch offices shall establish a project team responsible for the implementation of the investment project and shall enter into a project responsibility agreement with the project manager (or person in charge). The project manager (or person in charge) shall regularly submit written reports on project progress to the finance department and shall be subject to audits concerning financial revenues and expenditures and other matters; (4) the Chief Financial Officer shall, based on the implementation plans, procedures and measures formulated by the implementation body, prepare supporting funding plans and allocate funds reasonably to ensure the smooth implementation of the investment project decision; (5) the Company's finance department shall organize auditors to conduct periodic internal audits of the financial revenues and expenditures of investment projects and submit written opinions to the finance department;

Article No.	Before amendment	After amendment
	(6) ~~for internal project investments, an open tendering system shall be adhered to and implemented. Open tenders shall be conducted in accordance with procedures prescribed by relevant state regulations; experts shall be organized to conduct rigorous evaluations of bidders and their tender documents; written contracts shall be entered into with successful bidders; and the relevant departments or designated personnel shall be instructed to cooperate with the engineering supervision company in conducting ongoing management and supervision of the project and making periodic reports on project progress. Upon completion of the project, relevant departments shall be organized to conduct acceptance inspections strictly in accordance with state regulations and the construction contract, and a final project audit shall be carried out;~~ ~~(7)~~ upon completion of each investment project, the project team shall submit the investment settlement report, completion acceptance report (if applicable), or other relevant documents to the finance department and apply for project completion review. After consolidation and review by the finance department, the matter shall be submitted to the president's office meeting for consideration and approval. Where an investment project is completed and achieves or exceeds the expected results, the Company shall reward teams and individuals that have made outstanding contributions to the recommendation, implementation and operation of high-quality investment projects. Detailed reward measures shall be formulated separately.	(6) upon completion of each investment project, the project team shall submit the investment settlement report, completion acceptance report (if applicable), or other relevant documents to the finance department and apply for project completion review. After consolidation and review by the finance department, the matter shall be submitted to the president's office meeting for consideration and approval. Where an investment project is completed and achieves or exceeds the expected results, the Company shall reward teams and individuals that have made outstanding contributions to the recommendation, implementation and operation of high-quality investment projects. Detailed reward measures shall be formulated separately.

Article No.	Before amendment	After amendment
Article 26	Where any provision of these Rules is inconsistent with relevant state laws, regulations, normative documents or the Articles of Association, the provisions of such state laws, regulations, normative documents, securities regulatory rules of the places where the shares of the Company are listed, and the Articles of Association shall prevail, and these Rules shall be amended in a timely manner.	Where any provision of these Rules is inconsistent with relevant state laws, regulations, normative documents, **securities regulatory rules of the places where the shares of the Company are listed** or the Articles of Association, the provisions of such state laws, regulations, normative documents, **securities regulatory rules of the place where the Company's shares are listed**, and the Articles of Association shall prevail, and these Rules shall be amended in a timely manner.

Comparison Table of the Amendments to the Proceeds Management System

Article No.	Before amendment	After amendment
Article 44	Any matters not covered by this system shall be governed by the relevant national laws, regulations, departmental rules, normative documents and the Articles of Association. Should any provision of this system conflict with laws, regulations, departmental rules or normative documents subsequently enacted or amended by the State, the provisions of the relevant national laws, regulations and normative documents shall prevail.	Any matters not covered by this system shall be governed by the relevant national laws, regulations, departmental rules, normative documents and the Articles of Association. Should any provision of this system conflict with laws, regulations, departmental rules or normative documents subsequently enacted or amended by the State, the provisions of the relevant national laws, regulations and normative documents shall prevail. **This system only applies to proceeds raised for A Shares, and the management of proceeds raised from the Company's H Share offering shall proceed in accordance with the relevant regulations of the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited.**

REMUNERATION SYSTEM FOR DIRECTORS AND SENIOR MANAGEMENT

Chapter 1 General Provisions

Article 1 In order to further improve the incentive and restraint mechanisms of Victory Giant Technology (Huizhou) Co., Ltd. (hereinafter referred to as the "Company"), motivate the Directors and senior management of the Company, and encourage the Directors and senior management of the Company to actively participate in decision-making, management, and supervision, the Company implements a system of position allowances for Directors and senior management. This System is formulated in accordance with the Company Law of the People's Republic of China, the Administrative Measures for Independent Directors of Listed Companies, **the Code of Corporate Governance for Listed Companies,** the Rules Governing the Listing of Stocks on the ChiNext Market of Shenzhen Stock Exchange, the Self-Regulatory Guidelines for Listed Companies on the Shenzhen Stock Exchange No. 2–Standardized Operation of ChiNext Listed Companies, **the securities regulatory rules of the place where the shares of the Company are listed,** and other relevant laws, regulations, and the relevant provisions of the Articles of Association of the Company.

Article 2 Directors and Senior Management to whom this System applies include: Directors of the Company, the President, Vice Presidents, the Chief Financial Officer, the Secretary to the Board of Directors, and other Senior Management (hereinafter referred to as "Senior Management").

Article 3 The Remuneration and Appraisal Committee is responsible for formulating the appraisal standards for the Company's Directors and Senior Management and conducting the appraisals. In accordance with this System, it shall annually formulate and review the remuneration policies and plans for the Directors and Senior Management, clarify the basis for determining remuneration and its specific components, and make recommendations to the Board of Directors regarding the following matters:

(1) the remuneration of Directors and Senior Management;

(2) the formulation or amendment of share incentive schemes and employee shareholding schemes, and the vesting of entitlements and fulfilment of conditions for exercise by incentive participants;

(3) arrangements for Directors and Senior Management to participate in shareholding schemes in connection with a proposed spin-off of subsidiaries;

(4) such other matters as prescribed by laws, regulations, the relevant rules of this Exchange and the Articles of Association.

Where the Board of Directors does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, the opinions of the Remuneration and Appraisal Committee and the specific reasons for not adopting such recommendations shall be recorded in the board resolutions and disclosed.

Article 4 The Company's remuneration system adheres to the following principles:

(1) Competitiveness Principle: The remuneration provided by the Company shall be competitive compared to the remuneration levels of equivalent positions in the market.

(2) Position-based Remuneration Principle: The remuneration for each position within the Company shall reflect the value of such position to the Company and embody the unity of "responsibility, authority, and benefit".

(3) Principle of performance-linkage.

(4) Principle of combining short-term and long-term incentives.

(5) Principle of combining incentives and constraints.

Chapter 2 Remuneration Standards and Payment Methods

Article 5 Remuneration of Independent Directors

The remuneration of independent Directors shall be implemented through an independent director allowance system, which shall be implemented with reference to the Administrative Measures for Independent Directors of Listed Companies and the Working System for Independent Directors, and shall be considered and determined by the general meeting of the Company. The reasonable expenses required for the independent Directors of the Company to exercise their duties shall be borne by the Company.

Article 6 Remuneration of Non-independent Directors and Senior Management

The remuneration of the Company's non-independent Directors and Senior Management shall be commensurate with market development, aligned with the Company's operating performance and individual performance, and consistent with the sustainable development of the Company. The remuneration of non-independent Directors and Senior Management shall consist of basic remuneration, performance-based remuneration and medium-to-long-term incentive income, with performance-based remuneration accounting for no less than fifty per cent of the total amount of basic remuneration and performance-based remuneration. The individual income tax on such income shall be withheld and paid by the Company.

Where a **non-independent** Director of the Company concurrently serves as a Senior Management member of the Company, the upper limit of the annual salary plan shall be determined based on the higher of the upper limits for the two positions.

For Senior Management recruited by the Company or Senior Management who have made outstanding contributions to the Company, the Remuneration and Appraisal Committee of the Board of Directors may separately formulate their remuneration plans with appropriate reference to the original remuneration levels of the recruited Senior Management and the contributions made by them to the Company.

Article 7 The determination and payment of performance-based remuneration and medium-to-long-term incentive income for non-independent Directors and Senior Management of the Company shall be based primarily on performance evaluation.

Article 8 The basic remuneration of the non-independent Directors and Senior Management of the Company shall be paid on a monthly average basis, and the performance-based remuneration shall be paid semi-annually based on appraisal; a certain proportion of the performance-based remuneration of the non-independent Directors and Senior Management shall be paid after the disclosure of the annual report and the performance evaluation, and the performance evaluation shall be conducted based on audited financial data.

Article 9 The Remuneration and Appraisal Committee under the Board of Directors shall be responsible for organizing the performance evaluation of non-independent Directors and Senior Management, and the Company may entrust a third party to conduct such performance evaluation.

The performance evaluation of independent Directors shall be conducted by way of self-evaluation, mutual evaluation and other methods. The Board of Directors shall report to the general meeting on the performance of duties by Directors, the results of their performance evaluations, and their remuneration, which shall be disclosed by the Company. The relevant content may be disclosed through the work report of the Board of Directors.

Article 10 The Company may, based on actual circumstances, defer the payment of a certain proportion of the performance-based annual salary of non-independent Directors and Senior Management, and the deferred portion shall be managed and implemented by the Company in accordance with the requirements of laws and regulations.

Article 11 Social insurance, including pension insurance, unemployment insurance and work-related injury insurance, as well as the housing provident fund for **non-independent** Directors and Senior Management of the Company who hold positions in the Company, shall be handled in accordance with relevant national and local regulations; where otherwise provided, such matters shall be handled in accordance with such other provisions.

Article 12 The wage calculation period shall be from the 1st day of each month to the last day of such month, and wages shall be paid punctually on or before the 20th day of the following month. If the payment date falls on a public holiday, the payment shall be postponed or advanced accordingly.

In the event that the Company is compelled to delay the payment of wages due to force majeure events, it shall provide notice at least 1 day in advance and determine the deferred payment date.

Article 13 The following expenses shall be deducted directly from wages:

(1) Individual income tax on wages and salaries.

(2) The portion of social insurance contributions required to be paid by individuals on a pro-rata basis.

(3) Outstanding loans borrowed from the Company that are due and have not been repaid.

Article 14 In the event of an overpayment of wages caused by a calculation error or business oversight by the Company, the overpaid portion may be deducted directly from the wage payment for the following month.

Article 15 Where the Company performs a retrospective restatement of its financial reports due to misstatements such as financial fraud, it shall conduct a timely re-assessment of the performance-based remuneration and medium-to-long-term incentive income of its Directors and Senior Management, and shall accordingly claw back the overpaid portion.

Article 16 Where a Director or Senior Management of the Company breaches their obligations and causes losses to the Company, or is at fault for illegal or non-compliant acts such as financial fraud, misappropriation of funds, or non-compliant guarantees, the Company shall, depending on the severity of the circumstances, reduce or cease the payment of unpaid performance-based remuneration and medium-to-long-term incentive income, and carry out a full or partial claw back of such performance-based remuneration and medium-to-long-term incentive income already paid during the period in which the relevant acts occurred.

Article 17 Any compensation in relation to the early termination of the appointment of Directors and Senior Management stipulated in the Articles of Association or relevant contracts shall comply with the principle of fairness and shall not damage the legitimate rights and interests of the listed company or involve any transfer of benefits.

Article 18 The Company may implement incentive mechanisms such as equity incentives and employee stock ownership in accordance with relevant laws, regulations and the Articles of Association.

Article 19 The incentive mechanisms of the Company shall be conducive to enhancing the Company's innovative development capabilities and promoting its sustainable development, and shall not prejudice the legitimate rights and interests of the listed company and its shareholders.

Article 20 The Company shall reasonably determine the remuneration distribution ratios for Directors, Senior Management, and ordinary employees by integrating factors such as industry standards, development strategies, and job value. It shall promote the tilting of remuneration distribution towards key positions, the production frontline, and high-level, highly skilled talents in short supply and urgent need, so as to facilitate the improvement of the remuneration levels of ordinary employees.

Chapter 3 Approval Procedures for Remuneration Payment

Article 21 The approval procedures for the payment of remuneration to Directors and Senior Management are as follows:

(1) The position allowances for the Directors and Senior Management of the Company shall be calculated from the date on which the appointment of the Directors is approved by the general meeting and the appointment of the Senior Management is approved by the Board of Directors. The Company shall centrally withhold and pay individual income tax on their behalf;

(2) where the Directors and Senior Management of the Company no longer hold their positions as Directors and Senior Management of the Company due to a change of session, re-election, or resignation during their term of office, or where they voluntarily waive their position allowances, their remuneration shall be calculated and paid based on their actual term of office;

(3) The remuneration plan for Directors shall be submitted to the general meeting of the Company for consideration and shall be disclosed in a timely manner. When the Board of Directors or the Remuneration and Appraisal Committee evaluates an individual director or discusses his/her remuneration, such director shall abstain;

(4) The remuneration plan for Senior Management shall be submitted to the Board of Directors for approval, explained to the general meeting, and disclosed in a timely manner;

(5) If the Company incurs a loss, a special explanation shall be provided at each stage of the deliberation on the remuneration of Directors and Senior Management as to whether the changes in their remuneration comply with the requirements for performance linkage.

Article 22 Travel expenses incurred by Directors for attending meetings of the Board of Directors, special committees of the Board of Directors, and general meetings, as well as reasonable expenses required for the exercise of their powers in accordance with the Articles of Association and relevant working systems of the Company, shall be reimbursed by the Company on an as-incurred basis.

Article 23 Where the Company swings from profit to loss or experiences an increase in losses compared to the previous financial year, and the average performance-based remuneration of its Directors and Senior Management has not decreased accordingly, the reasons therefor shall be disclosed. When the Company incurs a loss, it shall provide a special explanation during each stage of the deliberation on the remuneration of Directors and Senior Management as to whether the changes in their remuneration comply with the requirements for performance linkage.

Chapter 4 Supplementary Provisions

Article 24 This System shall be implemented upon review and approval by the Board of Directors and subsequent deliberation and approval by the general meeting. The same shall apply to any amendments hereto.

Article 25 Any matters not covered in this System shall be handled in accordance with relevant national laws, regulations, **the securities regulatory rules of the place where the Company's shares are listed**, the Articles of Association **and the Terms of Reference of the Remuneration and Appraisal Committee of the Board of Directors of the Company**.

Article 26 The Board of Directors of the Company shall be responsible for the interpretation of this System.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information necessary for them to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM in relation to the granting of the Share Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Hong Kong Listing Rules permit companies whose primary listings are on the Hong Kong Stock Exchange to repurchase their Shares on the Hong Kong Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) the shares repurchased by the Company are fully paid-up;

(ii) the Company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and

(iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with the Listing Rules and which has been passed at a general meeting of the Company duly convened and held.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 982,784,813 Shares, comprising 872,557,313 A shares (including 217,443 treasury shares) and 110,227,500 H shares. Subject to the passing of the special resolution set out in the notice of the EGM in respect of the granting of general mandate to the Board to repurchase the Shares and on the basis that issued share capital and treasury shares of the Company remain unchanged from the Latest Practicable Date up to the date of the EGM, the Directors would be authorized under the Share Repurchase Mandate to repurchase a maximum of 98,256,737 Shares, during the period in which the Share Repurchase Mandate remains in force, representing 10% of the total number of Shares (excluding treasury shares) in issue as at the date of the passing of the resolution relating to the Share Repurchase Mandate.

3. REASONS AND PURPOSES FOR THE REPURCHASE OF SHARES

To enable the Company to flexibly repurchase Shares in appropriate circumstances to maintain the stability of the Company's operations, development and Share price, and to seek the best interests of the Company and its Shareholders and to protect the interests of investors, or to improve the Company's long-term incentive and restraint mechanism, it is proposed that the Board be granted the Share Repurchase Mandate. The Share repurchase may, depending on the 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 Board believes that such repurchase will benefit the Company and its Shareholders.

The Shares repurchased by the Company and held as treasury shares may, within the scope permitted by the Articles of Association, the Hong Kong Listing Rules, and applicable PRC laws and regulations, be sold on the market at market price for cash, canceled, or used for other purposes such as share incentive schemes, depending on the specific circumstances.

4. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, PRC laws and/or any other applicable laws, as the case may be.

In accordance with the applicable PRC laws or administrative regulations and subject to the approval of relevant authority, the Company is entitled by its Articles of Association to repurchase its Shares. The Company shall not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. IMPACT OF REPURCHASES ON WORKING CAPITAL

There might be an adverse impact on the working capital or gearing ratio of the Group (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2025) in the event that the Share Repurchase Mandate were exercised in full at any time during the relevant period to repurchase A Shares and/or H Shares. However, the Directors will not exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing ratio which in the opinion of the Directors are from time to time appropriate for the Company.

6. STATUS OR DISPOSAL OF REPURCHASED SHARES

Pursuant to the Rules for Repurchase of Shares by Listed Companies (《上市公司股份回購規則》) of the CSRC, and the details in relation to the Share Repurchase Mandate of the Company, the Company may repurchase A Shares in order to safeguard its value and Shareholders' rights and interests, or for use in employee stock ownership plans or as equity incentives. The Company needs to announce a share repurchase plan which shall include particulars such as price range, purpose and size before making specific repurchase in the A Share market, and such repurchased A Shares shall be dealt with according to the disclosed purposes within three years. In respect of the Shares that are not being dealt with according to the disclosed purposes, they shall be cancelled before the expiration of the three years. If the purpose of the repurchase is to safeguard its value and Shareholders' rights and interests, the repurchased A Shares can also be sold through centralized bidding after fulfilling the pre-disclosure obligations.

The listing status of all A Shares and/or H Shares repurchased by the Company may be cancelled, or the repurchased A Shares and/or H Shares may be held as treasury shares to the extent permitted by the Hong Kong Listing Rules and applicable laws and regulations, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchases of Shares. Under PRC law, if the Company intends to cancel the repurchased Shares, the Company's registered capital will be reduced by an amount equal to the total par value of such Shares to be cancelled.

Any rights of the Shareholders attached to treasury shares (if any) held by the Company shall be suspended. The Company will take measures to ensure that it will not exercise any rights of the Shareholders or receive any benefits in respect of treasury shares, including voting at general meetings, receiving interim dividends or receiving final dividends.

7. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

If as a result of a repurchase of A Shares and/or H Shares pursuant to the Share Repurchase Mandate, 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 (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As of the Latest Practicable Date, to the best of the Directors' knowledge and belief, the Largest Shareholders Group holds in aggregate approximately 27.49% of the Company's total issued shares (excluding treasury shares). If the Directors fully exercise the Share Repurchase Mandate, the proportion of the voting rights of the Largest Shareholders Group (who are presumed to be persons acting in concert under the Takeovers Code) in the Company would increase to approximately 30.54% of the Company's total issued shares (excluding any treasury shares) (assuming they do not participate in such repurchases). Such increase would give rise to an obligation of the Largest Shareholders Group to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences of the share repurchase which will arise under the Takeovers Code and/or any similar applicable law. The Directors confirm that they currently have no intention to repurchase any A Shares and/or H Shares under the repurchase mandate to such an extent that the Largest Shareholders Group would be obliged to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. If repurchase of Shares would give rise to an obligation to make a mandatory offer by a Shareholder or Shareholders acting in concert (within the meaning under the Takeovers Code) pursuant to Rule 26 of the Takeovers Code, the Directors would not exercise the Share Repurchase Mandate.

Furthermore, if the repurchase of H Shares results in the Company failing to comply with the public float requirements under the Hong Kong Listing Rules, the Directors will not exercise the Share Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has not repurchased any Shares.

9. SHARE PRICES

The highest and lowest trading prices recorded for the A Shares on the Shenzhen Stock Exchange and for the H Shares on the Hong Kong Stock Exchange in each of the twelve months immediately prior to the Latest Practicable Date were as follows:

	A Shares		H Shares[(Note)]	
Month	**Highest** *(RMB)*	**Lowest** *(RMB)*	**Highest** *(HK$)*	**Lowest** *(HK$)*
June 2025	135.63	83.72	–	–
July 2025	200.00	131.34	–	–
August 2025	278.80	183.50	–	–
September 2025	355.00	243.38	–	–
October 2025	346.58	246.06	–	–
November 2025	320.00	247.50	–	–
December 2025	318.08	257.00	–	–
January 2026	322.00	253.30	–	–
February 2026	323.83	244.30	–	–
March 2026	309.04	250.80	–	–
April 2026	349.79	254.20	345.00	290.00
May 2026	402.60	325.00	475.00	318.00
June 2026 *(up to the Latest Practicable Date)*	381.68	306.56	447.60	333.60

Note: The dealings in the H Shares commenced on the Main Board of the Stock Exchange in April 2026.

10. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Hong Kong Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Articles of Association, the listing rules of the stock exchanges where the Company's Shares are listed and the applicable PRC laws.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company also confirms that there are no unusual features in the explanatory statement and the proposed repurchase of Shares.

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Victory Giant Technology (HuiZhou) Co., Ltd.
勝宏科技(惠州)股份有限公司

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

(Stock Code: 2476)

Notice is hereby given that the 2026 Second Extraordinary General Meeting (the "**EGM**") of Victory Giant Technology (HuiZhou) Co., Ltd. (the "**Company**") will be convened at Conference Room, R&D Building 1, Victory Giant Technology, Hangcheng Technology Park, Xinqiao Village, Danshui Town, Huiyang District, Huizhou City, Guangdong Province, the PRC at 2:30 p.m. on Monday, June 29, 2026 for the purposes of considering and, if thought fit, approving the following resolutions. For details of the resolutions, please refer to the circular dated June 12, 2026 of the Company (the "**Circular**"). Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as defined in the Circular.

ORDINARY RESOLUTIONS

1. To consider and approve the reappointment of audit firm for 2026

2. To consider and approve the application for comprehensive credit facilities

3. To consider and approve the increase in the use of idle self-owned funds by the Company and its subsidiaries for cash management

4. To consider and approve the increase in the quota of foreign exchange hedging business of the Company and its subsidiaries

5. To consider and approve the amendments of some governance rules of the Company

   5.1 To consider and approve the amendments to the Policy of External Guarantee

   5.2 To consider and approve the amendments to the Management System of External Investments

   5.3 To consider and approve the amendments to the Proceeds Management System

   5.4 To consider and approve the amendments to the Remuneration System for Directors and Senior Management

SPECIAL RESOLUTIONS

6. To consider and approve the amendments to the Articles of Association and its appendices

7. To consider and approve the grant of general mandate to issue Shares (including the sale or transfer of treasury shares)

8. To consider and approve the grant of general mandate to repurchase Shares

By order of the Board
Victory Giant Technology (HuiZhou) Co., Ltd.
Mr. Chen Tao
Chairman of the Board and Executive Director

Hong Kong, June 12, 2026

As at the date of this notice, the Board of the Company comprises: (i) Mr. Chen Tao, Mr. Zhao Qixiang, Mr. Chen Yong and Ms. Wang Haiyan as executive Directors; (ii) Ms. Liu Chunlan as an non-executive Director; and (iii) Mr. Xie Lanjun, Dr. Xie Lingmin and Dr. Zhang Jihai and Mr. Wong Ting Chung as independent non-executive Directors.

Notes:

1. For determining the entitlement of Shareholders to attend and vote at the EGM, the share register of the Company will be closed from Wednesday, June 24, 2026 to Monday, June 29, 2026 (both days inclusive), during which period no transfer of shares will be registered. The record date for determining the entitlement of holders of H Shares to attend and vote at the EGM will be Monday, June 29, 2026. With respect to H Shareholders, to be eligible to attend and vote at the EGM, all share transfer documents together with the relevant Share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, June 23, 2026.

2. A Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her/its stead. The proxy needs not be a member of the Company. If more than one proxy is appointed, the number and class of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

   The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her/its attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its Director(s) or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

   In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders) not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:30 p.m. on Sunday, June 28, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish at that time. In this case, the documents appointing the proxy will be deemed to have been withdrawn.

3. If the attending Shareholder is a corporation, its legal representative shall present his or her identification document, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her ID card and a written power of attorney issued by the relevant Shareholder in accordance with law.

4. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, subject to certain exceptions, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, voting on the resolutions contained in the notice of the 2026 Second Extraordinary General Meeting will be conducted by poll.

5. The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.