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Chaozhou Three-Circle (Group) Co., Ltd.

潮州三環（集團）股份有限公司

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

(Stock Code: 6951)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of Directors (the “**Board**”) of Chaozhou Three-Circle (Group) Co., Ltd. (the “**Company**”) proposes to amend the existing Articles of Association of the Company, and the amendments are intended to optimise the corporate governance structure of the Company. Such purposes include: (i) adjusting the number of Directors of the Board of the Company, including adjusting the number of non-executive Directors; and (ii) proposing to amend the relevant provisions of the Articles of Association based on the aforesaid adjustment to the composition of the Board (the “**Proposed Amendments**”). Save for the Proposed Amendments, all other provisions shall remain unchanged. The Articles of Association are drawn up in Chinese. If there is any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Details of the Proposed Amendments are set out below:

Before amendment	After amendment
Article 109 The Company shall establish a Board of Directors, which shall consist of 7 directors, including 1 chairman and 1 deputy chairman. The Board of Directors shall comprise executive directors, non-executive directors, and independent directors. Among them, there shall be no less than 3 independent directors, representing no less than one-third of the total number of Board members (and shall include at least one director possessing appropriate professional qualifications as required by the Hong Kong Listing Rules or possessing appropriate accounting or related financial management expertise. All independent directors shall meet the independence requirements stipulated in the Hong Kong Listing Rules), and one employee representative director. The chairman and vice chairman shall be elected by the Board of Directors with the approval of a majority of all directors. For the relevant contents stipulated in this provision, if the securities regulatory rules of the place where the Company's shares are listed have other provisions, it shall also comply with the relevant provisions.	Article 109 The Company shall establish a Board of Directors, which shall consist of 8 directors, including 1 chairman and 1 deputy chairman. The Board of Directors shall comprise executive directors, non-executive directors, and independent directors. Among them, there shall be no less than 3 independent directors, representing no less than one-third of the total number of Board members (and shall include at least one director possessing appropriate professional qualifications as required by the Hong Kong Listing Rules or possessing appropriate accounting or related financial management expertise. All independent directors shall meet the independence requirements stipulated in the Hong Kong Listing Rules), and one employee representative director. The chairman and vice chairman shall be elected by the Board of Directors with the approval of a majority of all directors. For the relevant contents stipulated in this provision, if the securities regulatory rules of the place where the Company's shares are listed have other provisions, it shall also comply with the relevant provisions.

Pursuant to the Articles of Association and relevant laws and regulations, the Proposed Amendments are subject to the approval by way of a special resolution passed by the shareholders at the First Extraordinary General Meeting of the Company in 2026 (the “EGM”). The amended Articles of Association shall take effect on the date of approval by the EGM. Prior thereto, the existing Articles of Association shall remain in full force and effect.

A circular containing, among other matters to be tabled at the EGM, details of the Proposed Amendments together with a notice of EGM will be dispatched to the shareholders of the Company as required in due course.

By order of the Board
Chaozhou Three-Circle (Group) Co., Ltd.
潮州三環（集團）股份有限公司
Mr. Li Gang
Chairman and Executive Director

Hong Kong, July 15, 2026

As at the date of this announcement, the Board comprises: (i) Mr. Zhang Wanzhen as non-executive Director; (ii) Mr. Li Gang, Mr. Ma Yanhong and Mr. Qiu Jihua as executive Directors; and (iii) Mr. Jiang Lijun, Mr. Su Yanqi and Ms. Wong Sze Wing as independent non-executive Directors.