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If you have sold or transferred all your shares in **Chaozhou Three-Circle (Group) Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



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

潮州三环（集团）股份有限公司

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

(Stock Code: 6951)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(2) PROPOSED ELECTION OF THE 12TH SESSION OF

THE BOARD OF DIRECTORS

AND

(3) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2026

A notice convening the first extraordinary general meeting ("EGM") for 2026 to be held by the Company at 2:30 p.m. on Wednesday, August 5, 2026 at the Company Conference Room, Sanhuan Industrial District, Fengtang, Chaozhou, Guangdong Province, the PRC is set out in this circular.

Whether or not you are able to attend the EGM, you are required to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon for use at the EGM and return it as soon as possible to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, but in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 2:30 p.m. (Hong Kong time) on Tuesday, August 4, 2026 or any adjournment thereof (as the case may be)). Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM.

In respect of any joint Shareholders of any share, only the joint Shareholder whose name ranks first in the register of members has the right to receive the share certificates and notices or other documents of the Company, and any notice given to such person shall be deemed to have been given to all joint Shareholders in respect of the shares. Any of the joint Shareholders may sign the form of proxy, but if more than one joint Shareholder is present in person or by proxy, a vote by the joint Shareholder whose name ranks first on the register of members shall be accepted as the sole vote on behalf of the remaining joint Shareholders. For this purpose, the order of priority of the joint Shareholders shall be determined by the rank of such joint Shareholders in the Company's register of members in relation to the shares concerned.

This circular together with the form of proxy is also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cctc.cc>).

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

July 15, 2026

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DEFINITIONS

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

“A Share(s)”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are listed on the ChiNext of the Shenzhen Stock Exchange and traded in Renminbi
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“China,” “PRC” or “the PRC”	the People’s Republic of China
“Company Law”	the Company Law of the People’s Republic of China (中華人民共和國公司法), as amended from time to time
“Company”	Chaozhou Three-Circle (Group) Co., Ltd. (潮州三環(集團)股份有限公司), a joint stock company with limited liability incorporated in the PRC, the A Shares and H Shares of which are listed on the Shenzhen Stock Exchange (Stock code: 300408) and the Stock Exchange (Stock code: 6951)
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the first extraordinary general meeting for 2026 of the Company to be held at 2:30 p.m. on Wednesday, August 5, 2026 at the Company Conference Room, Sanhuan Industrial District, Fengtang, Chaozhou, Guangdong Province, the PRC, for the purpose of considering, and if thought fit, approving the resolutions contained in the notice of the meeting on pages 13 to 15 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries, or any one of them as the context may require

DEFINITIONS

“H Share(s)”	ordinary shares issued by the Company, with a nominal value of RMB1.00 each, which are listed on the main board of the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Company
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	July 15, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“Shareholder(s)”	holder(s) of the Share(s)

LETTER FROM THE BOARD



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

潮州三环（集团）股份有限公司

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

(Stock Code: 6951)

Non-executive Director:

Mr. Zhang Wanzhen

Executive Directors:

Mr. Li Gang

Mr. Ma Yanhong

Mr. Qiu Jihua

Independent Non-executive Directors:

Mr. Jiang Lijun

Mr. Su Yanqi

Ms. Wong Sze Wing

*Registered Office and Headquarters
in the PRC:*

Sanhuan Industrial District

Fengtang

Chaozhou

Guangdong Province

PRC

*Principal Place of Business
in Hong Kong:*

31/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

**(2) PROPOSED ELECTION OF THE 12TH SESSION OF
THE BOARD OF DIRECTORS**

AND

(3) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2026

I. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding certain resolutions to be proposed at the EGM to be held on Wednesday, August 5, 2026, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM. For the details of the proposed resolutions at the EGM, please also refer to the notice of the EGM enclosed with this circular.

LETTER FROM THE BOARD

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To further optimise the corporate governance structure, the Board proposes to appoint an additional non-executive Director. Such Director appointment shall be subject to review and approval by the employee representative congress of the Company.

Upon approval at the EGM, the number of Directors of the 12th session of the Board of Directors of the Company shall be revised to eight, among which the number of non-executive Directors shall be adjusted to two.

The Company proposes to amend the relevant provisions of the Articles of Association based on the aforesaid adjustment to the composition of the Board (the “**Proposed Amendments**”). 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.

LETTER FROM THE BOARD

Save for the Proposed Amendments, all other provisions of the Articles of Association 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.

The Proposed Amendments to the Articles of Association are subject to the approval by way of a special resolution passed by the Shareholders at 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.

III. PROPOSED ELECTION OF THE 12TH SESSION OF THE BOARD OF DIRECTORS

As the term of office of the 11th session of the Board of Directors has expired, the Company will elect and form the 12th session of the Board of Directors in accordance with the Articles of Association and relevant regulatory requirements. The 12th session of the Board of Directors will consist of 8 Directors, comprising 3 executive Directors, 2 non-executive Directors and 3 independent non-executive Directors.

The Board of the Company has resolved to (i) re-elect Mr. Zhang Wanzhen as a non-executive Director of the 12th session of the Board of Directors; (ii) re-elect Mr. Li Gang, Mr. Ma Yanhong and Mr. Qiu Jihua as executive Directors of the 12th session of the Board of Directors; and (iii) re-elect Mr. Jiang Lijun, Mr. Su Yanqi and Ms. Wong Sze Wing as independent non-executive Directors of the 12th session of the Board of Directors. All the above Director candidates are incumbent Directors. Upon the election of the foregoing Director candidates as Directors at the EGM, they will form the 12th session of the Board of Directors of the Company together with the employee representative Directors elected through the employee representative congress. Their term of office shall be three years, commencing on the date of approval by the Company at the EGM.

Biographies of each Director standing for re-election are set out in Appendix I to this circular.

As at the Latest Practicable Date, save as disclosed in this circular, none of the above Director candidates: (i) has any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company; (ii) holds any other position in the Company or its subsidiaries; (iii) holds any directorship in other public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years; (iv) is interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations (as defined under Part XV of the Securities and Futures

LETTER FROM THE BOARD

Ordinance (Chapter 571 of the Laws of Hong Kong)); and (v) has other matters in connection with their appointment requiring the attention of Shareholders or the Stock Exchange, or which are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Jiang Lijun, Mr. Su Yanqi and Ms. Wong Sze Wing have each confirmed that as at the Latest Practicable Date: (i) they have met the independence requirements having regard to all the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) they have no past or present financial or other interest in the business of the Company or its subsidiaries, nor have any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect the independence upon their appointment.

To ensure the normal operation of the Board, the 11th session of the Board of Directors of the Company shall continue to perform Directors' duties in compliance with the Company Law and the Articles of Association prior to the inauguration of the Directors of the 12th session of the Board of Directors.

Upon the re-election or appointment of the foregoing Director candidates for the 12th session of the Board of Directors approved at the EGM, or their election via the employee representative congress, the Company shall enter into service contracts or appointment letters with each Director as soon as practicable. Each service contract or appointment letter shall take effect on the date of the EGM and expire on the date when the term of office of the 12th session of the Board of Directors ends. Pursuant to the "Resolution on the Annual Remuneration Scheme for Members of the Board and Senior Management of the Company" approved at the 2025 annual general meeting held on April 20, 2026, certain Directors of the Company shall receive remuneration corresponding to their respective roles held in the Company. Such remuneration shall be determined mainly with reference to job position, authority and responsibilities, contribution to the production and operation of the Company, years of service and remuneration benchmarks of peers in the industry, and no separate Director's allowance will be paid to such Directors. Each independent non-executive Director based in China will receive an annual pre-tax remuneration of RMB80,000, while each independent non-executive Director residing in Hong Kong will receive an annual pre-tax remuneration of HK\$240,000. The remuneration for the above independent non-executive Directors is determined with reference to remuneration levels in the industry and market conditions. Other Directors not falling within the scope of the above two paragraphs shall receive remuneration corresponding to their positions in the Company, and shall also be entitled to a position allowance of RMB80,000 per person per annum (tax inclusive).

In relation to the composition of the 12th session of the Board of Directors, the Board, with the assistance and recommendation of the Nomination Committee, has comprehensively reviewed and considered from various aspects the structure, size, composition of the Board and taken into consideration the Board diversity policy of the Company.

LETTER FROM THE BOARD

The above resolution has been reviewed and approved by the Board on July 15, 2026, and will be submitted to the EGM for consideration and approval as special resolutions and ordinary resolutions by cumulative voting. For the arrangements and details of the cumulative voting system, please refer to the notes to the form of proxy.

IV. EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting will be held at 2:30 p.m. on Wednesday, August 5, 2026 at the Company Conference Room, Sanhuan Industrial District, Fengtang, Chaozhou, Guangdong Province, the PRC. The notice of the EGM is set out on pages 13 to 15 of this circular.

Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend and vote on your behalf at the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it as soon as possible to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders only). In any event, the completed form of proxy must be delivered not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 2:30 p.m. on Tuesday, August 4, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof.

V. CLOSURE OF THE REGISTER OF MEMBERS OF H SHARES

In order to determine H Shareholders' entitlement to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Thursday, July 30, 2026 to Wednesday, August 5, 2026 (both days inclusive). The H Shareholders whose names appear on the H Share register of members of the Company on Wednesday, August 5, 2026 are entitled to attend and vote at the EGM.

In order to ascertain the entitlements of the Shareholders to attend and vote at the EGM, all transfer documents together with the relevant share certificates must be lodged by H shareholders with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, July 29, 2026.

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VI. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions proposed at the EGM will be voted on by poll. On a poll, each Shareholder who attends the EGM in person or by proxy (or where the Shareholder is a corporation, by its duly authorized representative) shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote need not cast all his/her votes or cast all votes in the same manner.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions to be proposed by the Company at the EGM.

VII. RECOMMENDATIONS

The Directors consider that all resolutions set out in this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all resolutions to be proposed at the EGM.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, contains information about the Company prepared in compliance with the Listing Rules. Having made all reasonable enquiries, the Directors confirm that, to the best of their knowledge, information 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.

Yours faithfully,

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

Non-Executive Director

Mr. Zhang Wanzhen (張萬鎮), aged 76, is the founder and non-executive Director of the Company. Mr. Zhang has been a Director since December 1992, during which he was the chairman of the Board from December 1992 to February 2021.

Mr. Zhang is primarily responsible for assisting with the overall strategic planning and goal setting of the Group. Since his joining the Group, Mr. Zhang has been dedicated to the research, development, production, and technological innovation of electronic components and their fundamental materials. He has successfully organized and implemented multiple national and provincial key technical development and transformation projects, making significant contributions to the development of the Group. As at the Latest Practicable Date, Mr. Zhang is a non-executive Director of the Company and also serves as a director of HONG KONG THREECIRCLE ELECTRONIC COMPANY LIMITED, a wholly-owned subsidiary of the Company.

As at the Latest Practicable Date, Mr. Zhang is interested in 698,949,856 A Shares (the “Shares”) of the Company, representing approximately 35.16% of the total issued share capital of the Company, including: (i) 53,592,000 A Shares held directly by Mr. Zhang; and (ii) 645,357,856 A Shares held directly by Sageon Investment Co., Ltd.. Sageon Investment Co., Ltd. is a limited liability company established under the laws of the PRC, with Mr. Zhang holding 59.21% equity interest therein.

Executive Directors

Mr. Li Gang (李鋼), aged 43, is the chairman of the Board and an executive Director of the Company. Mr. Li has been the chairman of the Board since February 2021 and a Director since May 2017. He served as the general manager and deputy general manager of the Company from February 2018 to February 2021 and June 2015 to February 2018, respectively. Mr. Li successively served as the general manager of the MLCC business unit, the general manager of the PKG business unit, director of corporate management department, director of finance department and director of human resources department of the Company from July 2009 to February 2018. He is primarily responsible for the strategic planning and overall management of the Group. Mr. Li graduated from Wuhan University of Technology (武漢理工大學) in the PRC with specialisation in material physics in June 2005. He was also qualified as a senior engineer by Chaozhou Human Resources and Social Security Bureau (潮州市人力資源和社會保障局) in December 2021. As at the Latest Practicable Date, Mr. Li serves as chairman of the Board and executive Director of the Company, and acts as a director of HONG KONG THREECIRCLE ELECTRONIC COMPANY LIMITED, Chaozhou Vermes Technology Co., Ltd. and Glory Winner (Thailand) Co., Ltd., all being wholly-owned subsidiaries of the Company, and a director of Guangdong Advanced Ceramic Materials Technology Co., Ltd (a controlled subsidiary of the Company).

As at the Latest Practicable Date, Mr. Li Gang directly holds 213,500 A Shares of the Company, representing approximately 0.01% of the total issued share capital of the Company.

Mr. Ma Yanhong (馬艷紅), aged 43, is the deputy chairman of the Board, an executive Director and the general manager of the Company. Mr. Ma has been the deputy chairman of the Board and the general manager of the Company since June 2023. Previously, he served as deputy general manager of the Company from December 2015 to June 2023, the general manager of the MLCC business unit from July 2013 to June 2023 and the deputy general manager of the MLCC business unit from January 2011 to June 2013. He also served as a technician at the MLCC business unit from July 2007 to December 2010. He is primarily responsible for assisting with the overall strategic planning and management of the Group and management of the electronic component of the Group. Mr. Ma obtained his bachelor's degree in inorganic non-metallic materials engineering from North University of China (中北大學) in the PRC in July 2005 and accomplished his master's education in material science from Tianjin University (天津大學) in the PRC in June 2007. As at the Latest Practicable Date, Mr. Ma is the executive Director and general manager of the Company, and serves as the general manager of Deyang Three-Circle Technology Co., Ltd. and manager of Chengdu Sanhuan Technology Co., Ltd, both being wholly-owned subsidiaries of the Company.

As at the Latest Practicable Date, Mr. Ma Yanhong directly holds 113,500 A Shares of the Company, representing approximately 0.01% of the total issued share capital of the Company.

Mr. Qiu Jihua (邱基華), aged 49, is an executive Director and the deputy general manager of the Company. Mr. Qiu has been serving as a Director of the Company since May 2018, the president of the research institutes since March 2013 and the deputy general manager of the Company since December 2011. Mr. Qiu successively served as deputy general manager of the PKG business unit and vice president of the research institutes from March 2007 to January 2012. Previously, he served as the head of technical division of the MLCC business unit from July 2002 to March 2007 and a technician from August 2000 to July 2002. He is primarily responsible for assisting with the overall strategic planning and management of the Group and R&D and Suzhou Three-Circle of the management of the Company. Mr. Qiu graduated from Harbin University of Science and Technology (哈爾濱理工大學) in the PRC with specialisation in inorganic non-metallic materials in July 2000. As at the Latest Practicable Date, Mr. Qiu serves as executive Director and deputy general manager of the Company, and acts as a director of Suzhou Sanhuan Technology Co., Ltd (a wholly-owned subsidiary of the Company) and Guangdong Advanced Ceramic Materials Technology Co., Ltd (a controlled subsidiary of the Company).

As at the Latest Practicable Date, Mr. Qiu Jihua directly holds 176,000 A Shares of the Company, representing approximately 0.01% of the total issued share capital of the Company.

Independent Non-Executive Directors

Mr. Jiang Lijun (蔣利軍), aged 62, has been serving as an independent non-executive Director of the Company since June 2023. He is primarily responsible for providing independent opinion and judgment to the Board. Mr. Jiang is currently a Chinese representative of IEA Hydrogen TCP Executive Committee. He has been serving as a vice president of China Renewable Energy Society (中國可再生能源學會) since March 2022, a chief expert of China GRINM Group Corporation Limited (中國有研科技集團有限公司) since May 2020, and a member of the general expert group of National Renewable Energy and Hydrogen Energy Key Project (國家可再生能源與氫能重點專項) since August 2019. Further, Mr. Jiang was appointed as an adjunct professor at Zhejiang University (浙江大學) in 2016.

Mr. Jiang obtained his bachelor's degree in metallic physics from Central South University (中南大學, formerly known as Central-South China Institute of Mining and Metallurgy (中南礦冶學院)) in the PRC in July 1984 and his master's degree in material science from University of Science and Technology Beijing (北京科技大學) in the PRC in June 1990. Mr. Jiang also obtained his doctoral degree in material science and engineering from China GRINM Group Corporation Limited (中國有研科技集團有限公司, formerly known as General Research Institute for Nonferrous Metals (北京有色金屬研究總院)) in June 2015. Besides, Mr. Jiang was qualified as a professorate senior engineer by China GRINM Group Corporation (中國有研科技集團) in December 2020.

Mr. Su Yanqi (蘇彥奇), aged 56, has been serving as an independent non-executive Director of the Company since June 2023. He is primarily responsible for providing independent opinion and judgment to the Board. From December 1999 to June 2020, Mr. Su successively served as the deputy manager of the first department of business, the manager of the second department of business, and an associate chief accountant at Chaozhou Shengde Certified Public Accountants (潮州盛德會計師事務所), where he has been serving as a chief accountant since June 2020.

Mr. Su obtained his bachelor's degree in economics from Shanghai University of Finance and Economics (上海財經大學) in the PRC in July 1992. He has also been qualified as a member of the Chinese Institute of Certified Public Accountants since July 1998, a member of the China Appraisal Society since July 2006 and a member of China Certified Tax Agents Association since June 2011.

Ms. Wong Sze Wing (黃斯穎), aged 47, has been serving as an independent non-executive Director since July 9, 2026.

Ms. Wong has served as the chief financial officer and company secretary of AirPower Technologies Limited (氣體動力科技有限公司) (formerly known as Yingde Gases Group Company Limited (盈德氣體集團有限公司) which previously listed on the main board of the Stock Exchange) since February 2009. Prior to that, she served as the chief financial officer of Orange Sky Entertainment International Holdings Limited (橙天娛樂集團(國際)控股有限公司) from January 2007 to July 2008. She has also been serving as an independent non-executive director of CNGR Advanced Material Co., Ltd. (中偉新材料股份有限公司, a company listed on the Stock Exchange, stock code 2579.HK and on the Shenzhen Stock Exchange, stock code 300919.SZ) since November 2025; an independent non-executive director of Wuxi Lead Intelligent Equipment Co., Ltd. (無錫先導智能裝備股份有限公司, a company listed on the Stock Exchange, stock code 470.HK and on the Shenzhen Stock Exchange, stock code 300450.SZ) since November 2025; an independent non-executive director of REPT BATTERO Energy Co., Ltd. (瑞浦蘭鈞能源股份有限公司, a company listed on the Stock Exchange, stock code 0666.HK) since December 2023 and an independent non-executive director of Giant Biogene Holding Co., Ltd (鉅子生物控股有限公司, a company listed on the Stock Exchange, stock code 2367.HK) since October 2022. Ms. Wong has also been serving as an independent non-executive director at Rici Healthcare Holdings Limited (瑞慈醫療服務控股有限公司, a company listed on the Stock Exchange, stock code 1526.HK) since June 2016.

Previously, Ms. Wong served as an independent non-executive director of Ganfeng Lithium Group Co., Ltd. (江西贛鋒鋰業集團股份有限公司, a company listed on the Stock Exchange, stock code 1772.HK and on the Shenzhen Stock Exchange, stock code 002460.SZ) from July 2018 to August 2024 and an independent non-executive director of Orange Sky Golden Harvest Entertainment (Holdings) Limited (橙天嘉禾娛樂(集團)有限公司, a company listed on the Stock Exchange, stock code 1132.HK) from April 2010 to June 2026.

Ms. Wong obtained a bachelor's degree in business administration from the University of Hong Kong (香港大學) in Hong Kong in November 2001 and an executive master's degree in business administration (EMBA) from China Europe International Business School (中歐國際工商學院) in the PRC in July 2012. In addition, she has been qualified as a Fellow of the Hong Kong Institute of Certified Public Accountants.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2026

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

潮州三环（集团）股份有限公司

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

(Stock Code: 6951)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2026

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting (the “EGM”) for 2026 of Chaozhou Three-Circle (Group) Co., Ltd. (潮州三环(集团)股份有限公司) (the “Company”) will be held at 2:30 p.m. on Wednesday, August 5, 2026 at the Company Conference Room, Sanhuan Industrial District, Fengtang, Chaozhou, Guangdong Province, the PRC to consider the following resolutions. For details of the resolutions, please see the circular (the “Circular”) of the Company dated July 15, 2026. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

SPECIAL RESOLUTION

1. To consider and approve the resolution of proposed amendments to the Articles of Association.

ORDINARY RESOLUTIONS

2. To consider and approve the proposed election of non-independent Directors of the 12th session of the Board of Directors (by cumulative voting):
 - 2.01 to re-elect Mr. Zhang Wanzhen as a non-executive Director;
 - 2.02 to re-elect Mr. Li Gang as an executive Director;
 - 2.03 to re-elect Mr. Ma Yanhong as an executive Director;
 - 2.04 to re-elect Mr. Qiu Jihua as an executive Director.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR 2026

3. To consider and approve the proposed election of independent non-executive Directors of the 12th session of the Board of Directors (by cumulative voting):

3.01 to re-elect Mr. Jiang Lijun as an independent non-executive Director;

3.02 to re-elect Mr. Su Yanqi as an independent non-executive Director; and

3.03 to re-elect Ms. Wong Sze Wing as an independent non-executive Director.

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

Hong Kong, July 15, 2026

Notes:

1. Details of the above resolutions are set out in the Circular.
 2. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at the EGM shall be taken by poll. As such, the resolutions set out in the notice of EGM will be voted by poll. Results of the poll will be published on websites of Hong Kong Exchanges and Clearing Limited and the Company at www.hkexnews.hk and www.cctc.cc after the EGM, respectively.
 3. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy(ies) to attend and vote on his/her behalf at the meeting. A proxy need not be a Shareholder of the Company.
 4. To be valid, the instrument appointing a proxy together with the power of attorney or other authorities, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, must be completed and returned to the Board's office (for A Shareholders) or the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) not less than 24 hours before the time appointed for convening the EGM (i.e. before 2:30 p.m. on Tuesday, August 4, 2026) or any adjournment thereof. The address of the Board's office is at Comprehensive Building, Sanhuan Industrial District, Fengtang, Chaozhou, Guangdong Province, the PRC, Postal code: 515646 (Tel: (86) 0768 6850192, Fax: (86) 0768 6850193). The address of the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555).
- Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the EGM or any adjournment thereof in person if they so wish.
5. In order to determine H Shareholders' entitlement to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Thursday, July 30, 2026 to Wednesday, August 5, 2026 (both days inclusive). In order for H Shareholders to be qualified for attending the EGM, all share certificates together with

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the share transfer documents 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, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, July 29, 2026.

The H Shareholders whose names appear on the H Share register of members of the Company on Wednesday, August 5, 2026 are entitled to attend and vote at the EGM.

6. In the case of joint Shareholders, if more than one joint Shareholder is present in person or by proxy, a vote by the senior joint Shareholder who tenders a vote, whether in person or by proxy, shall be accepted as the sole vote on behalf of the remaining joint Shareholders. For this purpose, the order of priority of the joint Shareholders shall be determined by the rank of such joint Shareholders in the Company's register of members in relation to the shares concerned.
7. The EGM is expected to last for no more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.
8. If H Shareholders have any question in relation to the EGM, please contact the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, through the following means:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong

Telephone: (852)2862 8555

Website: <https://www.computershare.com/hk/zh/contact-us>

If A Shareholders have any question on attending the EGM, please contact the Company through the following means:

The Board's Office of the Company

Comprehensive Building, Sanhuan Industrial District, Fengtang, Chaozhou, Guangdong Province, the PRC (Postal Code: 515646)

Telephone: (86) 0768 6850192

Email: dsh@cctc.cc

As at the date of this notice, 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.