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MININGLAMP
TECHNOLOGY

Mininglamp Technology

明略科技

*(A company controlled through weighted voting rights
and registered by way of continuation in the Cayman Islands with limited liability)*
(Stock Code: 2718)

REVISION OF ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS

**Independent Financial Adviser to the
Independent Board Committee and the Independent Shareholders**



THE TENCENT TECHNICAL SERVICES PROCUREMENT SUPPLEMENTAL FRAMEWORK AGREEMENT

On 29 July 2026, Miaozen Information Technology, an indirect wholly owned subsidiary of the Company, entered into the Tencent Technical Services Procurement Supplemental Framework Agreement with Tencent Cloud Beijing to revise the existing annual caps under the Tencent Technical Services Procurement Framework Agreement. Save for the proposed amendments, all other terms and conditions under the Tencent Technical Services Procurement Framework Agreement remain the same.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Tencent Cloud Beijing is a wholly owned subsidiary of Tencent, a substantial shareholder of the Company which holds approximately 24.77% of the Shares of the Company. Accordingly, the transactions contemplated under the Tencent Technical Services Procurement Supplemental Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.54 of the Listing Rules, if the Company intends to revise annual caps for continuing connected transactions, the Company will be required to re-comply with relevant provisions of Chapter 14A of the Listing Rules in respect of the relevant continuing connected transactions. As the applicable percentage ratios in respect of the annual caps for the Tencent Technical Services Procurement Supplemental Framework Agreement exceed 5%, the transactions contemplated under the Tencent Technical Services Procurement Supplemental Framework Agreement are subject to the annual reporting, annual review and announcement requirements and the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

GENERAL

Mr. Leiwen Yao, being the non-executive Director and the managing director of the investment department in Tencent, is interested in the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder. Therefore, Mr. Leiwen Yao abstained from voting on the Board resolutions in respect of the Tencent Technical Services Procurement Supplemental Framework Agreement. Save for Mr. Leiwen Yao, no other Director is required to abstain from voting on the Board resolutions to consider and approve the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder.

An Independent Board Committee comprising all the independent non-executive Directors, i.e., Mr. Yunan Ren, Mr. Hing Yuen Ho and Mr. John Fei Zeng, has been established by the Company to advise the Independent Shareholders in respect of the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder. Merdeka Corporate Finance Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the above transactions.

A circular containing, among other things, (i) details of the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) other information as required under the Listing Rules; and (v) a notice of the EGM, is expected to be despatched to the Shareholders on or before 24 August 2026, taking into account the estimated time required for the Company to prepare the relevant information for inclusion in the circular.

REVISION OF ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS

Reference is made to the Prospectus in relation to, among others, the Tencent Technical Services Procurement Framework Agreement.

On 29 July 2026, Miaozen Information Technology, an indirect wholly owned subsidiary of the Company, entered into the Tencent Technical Services Procurement Supplemental Framework Agreement with Tencent Cloud Beijing to revise the existing annual caps under the Tencent Technical Services Procurement Framework Agreement. Save for the proposed amendments, all other terms and conditions under the Tencent Technical Services Procurement Framework Agreement remain the same. For details of the Tencent Technical Services Procurement Framework Agreement, please refer to the Prospectus.

THE TENCENT TECHNICAL SERVICES PROCUREMENT SUPPLEMENTAL FRAMEWORK AGREEMENT

The principal terms of the Tencent Technical Services Procurement Supplemental Framework Agreement are set out below:

Date: 29 July 2026

Parties:

- (a) Miaozen Information Technology, as purchaser (for itself and on behalf of the Company and its subsidiaries); and
- (b) Tencent Cloud Beijing, as supplier (for itself and on behalf of the Represented Tencent Group)

New Annual Caps: The existing annual caps under the Tencent Technical Services Procurement Framework Agreement are revised as follows:

Unit: RMB10,000

	For the year ended 31 December 2025	For the year ending 31 December 2026	For the year ending 31 December 2027
Existing annual cap	5,500	6,700	8,100
New annual cap	5,500	38,740	127,910

Others:

Separate underlying agreements will be entered into which will set out the precise scope of services, service fees calculation, method of payment and other details of the service arrangement in the manner provided in the Tencent Technical Services Procurement Framework Agreement. Separate undertaking may be provided by the purchaser, a subsidiary of the Company, as designated by Miaozen Information Technology, in favour of the supplier, which is within the Represented Tencent Group and designated by Tencent Cloud Beijing in relation to settlement of service fee pursuant to the Tencent Technical Services Procurement Framework Agreement. In the event of conflict of terms between the guarantee agreements and the Tencent Technical Services Procurement Framework Agreement, the latter shall prevail.

Historical Transaction Amounts

The following table sets out the historical transaction amounts under the Tencent Technical Services Procurement Framework Agreement and similar transactions conducted between the Group and Tencent:

Unit: RMB10,000

	For the year ended 31 December 2025	For the six months ended 30 June 2026
The actual aggregate amount paid by the Group to the Represented Tencent Group for the procurement of technical services	3,286	5,235

The Directors have been monitoring the continuing connected transactions under the Tencent Technical Services Procurement Framework Agreement and confirmed that the actual aggregate transaction amounts incurred for the year ended 31 December 2025 and up to the date of this announcement have not exceeded the existing annual cap.

Basis for the New Annual Cap Contemplated under the Tencent Technical Services Procurement Supplemental Framework Agreement

The new annual caps for the years ending 31 December 2026 and 2027 under the Tencent Technical Services Procurement Supplemental Framework Agreement were determined with reference to the following factors:

- (i) the historical transaction amounts and utilisation rates of the existing annual caps, which demonstrate the Group's increasing demand for technical services from the Represented Tencent Group;
- (ii) the Group's expected procurement needs arising from its existing and prospective customer demands driven by the expansion of agentic service business; and
- (iii) the Group's increasing demand for cloud and computing resources driven by the research, development and deployment of its AI-enabled data intelligence services business and agentic services business.

Reasons for and benefits of entering into the Tencent Technical Services Procurement Supplemental Framework Agreement

The Group considers the Represented Tencent Group a leading integrated service provider for a wide range of reliable and cost efficient cloud services and technical services in the PRC, and has maintained long-standing business relationship with the said group.

The entering into of the Tencent Technical Services Procurement Supplemental Framework Agreement allows the Group to continue to source and maintain a stable supply of technical services, which is crucial to meeting the ongoing business and operation needs of the Group, particularly in light of the growing revenue scale, business orders, and demand of the Company for cloud computing resources midst the expanding data intelligence application software and agentic service industry in China.

Having considered the historical transaction amounts, the expected increase in procurement demand, and the strategic relationship between the Group and the Represented Tencent Group, the Board (excluding Mr. Leiwen Yao, the non-executive Director and the independent non-executive Directors whose views will be set out in the circular to be published by the Company in connection with the Tencent Technical Services Procurement Supplemental Framework Agreement) is of the view that the Tencent Technical Services Procurement Supplemental Framework Agreement is entered into after arm's length negotiations, conducted in the ordinary and usual course of business of the Group, and the terms and the new annual caps thereunder are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

INTERNAL CONTROL MEASURES

In order to ensure the terms of the Tencent Technical Services Procurement Framework Agreement are on normal commercial terms and fair and reasonable to the Company and the Shareholders and are no less favourable than those of similar transactions with independent third parties, the Company has formulated the following internal control policies and adopted the following internal control measures:

- (i) the finance department of the Company will closely monitor the transactions under the Tencent Technical Services Procurement Framework Agreement to ensure that the transactions amount will not exceed the respective annual caps;
- (ii) the finance department of the Company will conduct monthly random checks to review and assess whether the transactions contemplated under the Tencent Technical Services Procurement Framework Agreement are conducted on normal commercial terms, in accordance with the terms set out therein and whether the relevant contract terms are in the interest of the Company and the Shareholders as a whole. In particular, the finance department will check whether the pricing policies have been properly followed;
- (iii) the external auditor of the Company will conduct an annual review of the transactions entered into under the Tencent Technical Services Procurement Framework Agreement to ensure that the transactions amount is within the respective annual cap and the transactions are conducted in accordance with the terms set out therein; and
- (iv) the independent non-executive Directors will conduct an annual review of the status of the transactions contemplated under the Tencent Technical Services Procurement Framework Agreement to ensure that the Company has complied with its internal approval process and the relevant requirements under the Listing Rules.

The Directors are of the view that the above internal control measures can ensure that the transactions under the Tencent Technical Services Procurement Framework Agreement will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES

The Company is an investment holding company and its subsidiaries registered in the PRC are principally engaged in the provision of data intelligence service, agentic service and other services. Miaozhen Information Technology is an indirect wholly owned subsidiary of the Company established in the PRC with limited liability which is principally engaged in the provision of marketing and advertising technology services, including data analytics, consumer insights, advertising measurement, and digital marketing solutions.

Tencent Cloud Beijing is a company established in the PRC with limited liability which is principally engaged in the provision of information system integration services, including cloud computing, cloud infrastructure, database and software development services in the PRC. As at the date of this announcement, Tencent Cloud Beijing is a wholly owned subsidiary of Tencent.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Tencent Cloud Beijing is a wholly owned subsidiary of Tencent, a substantial shareholder of the Company which holds approximately 24.77% of the Shares of the Company. Accordingly, the transactions contemplated under the Tencent Technical Services Procurement Supplemental Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.54 of the Listing Rules, if the Company intends to revise annual caps for continuing connected transactions, the Company will be required to re-comply with relevant provisions of Chapter 14A of the Listing Rules in respect of the relevant continuing connected transactions. As the applicable percentage ratios in respect of the annual caps for the Tencent Technical Services Procurement Supplemental Framework Agreement exceed 5%, the transactions contemplated under the Tencent Technical Services Procurement Supplemental Framework Agreement are subject to the annual reporting, annual review and announcement requirements and the Independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

GENERAL

Mr. Leiwen Yao, being the non-executive Director and the managing director of the investment department in Tencent, is interested in the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder. Therefore, Mr. Leiwen Yao abstained from voting on the Board resolutions in respect of the Tencent Technical Services Procurement Supplemental Framework Agreement. Save for Mr. Leiwen Yao, no other Director is required to abstain from voting on the Board resolutions to consider and approve the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder.

The proposed revision of annual caps under the Tencent Technical Services Procurement Framework Agreement is subject to the approval by the Independent Shareholders at the EGM which is expected to be convened and held on 15 September 2026. As Tencent, being the substantial shareholder of the Company, has material interest in the transactions contemplated under the Tencent Technical Services Procurement Supplemental Framework Agreement, each of Tencent and its respective associates are required to abstain from voting on the relevant resolution to be proposed at the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholders are required to abstain from voting on the aforesaid resolution at the EGM.

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 10 September 2026 to Tuesday, 15 September 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the Shareholders' entitlement to attend and vote at the EGM is Tuesday, 15 September 2026. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 9 September 2026.

An Independent Board Committee comprising all independent non-executive Directors, i.e., Mr. Yunan Ren, Mr. Hing Yuen Ho and Mr. John Fei Zeng, has been established by the Company to advise the Independent Shareholders in respect of the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder. Merdeka Corporate Finance Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the above transactions.

A circular containing, among other things, (i) details of the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) other information as required under the Listing Rules; and (v) a notice of the EGM, is expected to be despatched to the Shareholders on or before 24 August 2026, taking into account the estimated time required for the Company to prepare the relevant information for inclusion in the circular.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles” or “Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“annual cap(s)”	the maximum aggregate annual value(s) in respect of the transactions contemplated under the Tencent Technical Services Procurement Framework Agreement for the three years ending 31 December 2027
“Board”	the board of Directors
“Class A Shares”	class A ordinary shares of the share capital of the Company with a par value of US\$0.001 each, conferring a holder of a class A ordinary share one vote per share on any resolution tabled at the general meeting of the Company

“Class B Shares”	class B ordinary shares of the share capital of the Company with a par value of US\$0.001 each, conferring weighted voting rights in the Company such that a holder of a class B ordinary share is entitled to ten votes per share on any resolution tabled at the general meeting of the Company, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share
“Company”	Mininglamp Technology, a company registered as an exempted company with limited liability under the laws of the Cayman Islands, the Class A Shares of which are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on 15 September 2026, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board comprising all independent non-executive Directors to advise the Independent Shareholders in respect of the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated thereunder (including the proposed annual caps)
“Independent Financial Adviser”	Merdeka Corporate Finance Limited, a corporation licensed to carry Type 6 (Advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the Tencent Technical Services Procurement Supplemental Framework Agreement (including the proposed annual caps)
“Independent Shareholders”	the Shareholder(s) other than Tencent and its associates, who are required to abstain from voting on the relevant resolution approving the Tencent Technical Services Procurement Supplemental Framework Agreement and the transactions contemplated

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Miaozhen Information Technology”	Miaozhen Information Technology Co., Ltd.* (秒針信息技術有限公司), a company established with limited liability in the PRC, and an indirect wholly owned subsidiary of the Company
“PRC”	The People’s Republic of China
“Prospectus”	the prospectus of the Company dated 23 October 2025
“Represented Tencent Group”	Tencent, its subsidiaries and consolidated affiliated entities, but excluding China Literature Limited (a company listed on the Stock Exchange with stock code: 772), and Tencent Music Entertainment Group (a company listed on the Stock Exchange (stock code: 1698) and the New York Stock Exchange with (stock symbol: TME)), and their respective subsidiaries and consolidated affiliated entities
“Reserved Matters”	those matters resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the Articles of Association, being: (i) any amendment to the Memorandum or Article, including the variation of the rights attached to any class of shares, (ii) the appointment, election or removal of any independent non-executive Director, (iii) the appointment or removal of the Company’s auditors, and (iv) the voluntary liquidation or winding-up of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Class A Shares and Class B Shares in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Tencent”	Tencent Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 700), and a substantial shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

“Tencent Cloud Beijing”	Tencent Cloud Computing (Beijing) Co., Ltd., a company established in the PRC with limited liability, and a wholly owned subsidiary of Tencent
“Tencent Technical Services Procurement Framework Agreement”	the framework agreement dated 14 October 2025, entered into between Miaozhen Information Technology and Tencent Cloud Beijing in relation to provision of certain technical services, as amended and supplemented by the Tencent Technical Services Procurement Supplemental Framework Agreement
“Tencent Technical Services Procurement Supplemental Framework Agreement”	the supplemental agreement dated 29 July 2026 entered into between Miaozhen Information Technology and Tencent Cloud Beijing to amend and supplement the Tencent Technical Services Procurement Framework Agreement
“%”	per cent

By order of the Board
Mininglamp Technology
Mr. Minghui Wu

Chairman of the Board and Executive Director

Hong Kong, 29 July 2026

As at the date of this announcement, the Board comprises: (i) Mr. Minghui Wu, Mr. Ping Jiang, Ms. Jie Zhao and Ms. Qi Yu as executive Directors; (ii) Mr. Leiwen Yao as non-executive Director; and (iii) Mr. Yunan Ren, Mr. Hing Yuen Ho and Mr. John Fei Zeng as independent non-executive Directors.