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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **ZCZL Industrial Technology Group Company Limited**, you should at once hand this circular and the enclosed 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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ZCZL Industrial Technology Group Company Limited
中創智領(鄭州)工業技術集團股份有限公司

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

(Stock code: 00564)

**IN RELATION TO THE SCHEME ON THE REPURCHASE OF
A SHARES BY WAY OF CENTRALIZED BIDDING
NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING OF 2026
AND
NOTICE OF THE THIRD H SHARE CLASS MEETING OF 2026**

The Company will convene the EGM and H Share Class Meeting at the Convention Centre of ZCZL Industrial Technology Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He'nan) Pilot Free Trade Zone, the PRC at 2:00 p.m. on Tuesday, August 25, 2026. The notice convening the EGM and H Share Class Meeting is set out on pages 18 to 23 of this circular.

A form of proxy for use at the EGM and H Share Class Meeting is enclosed to this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.zczl.cn). Shareholders who intend to appoint a proxy to attend the EGM and H Share Class Meeting shall complete the form of proxy in accordance with the instructions printed thereon and return the same not less than 24 hours before the time appointed for holding the EGM and H Share Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending the EGM and H Share Class Meeting and voting in person if you so wish.

August 5, 2026

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DEFINITIONS

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

“A Share Class Meeting”	the third A share class meeting of 2026 of the Company to be convened at the Convention Centre of ZCZL Industrial Technology Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He’nan) Pilot Free Trade Zone at 2:00 p.m. on Tuesday, August 25, 2026 or any adjournment thereof
“A Shareholder(s)”	holder(s) of A Shares
“A Shares”	ordinary shares issued by the Company and denominated in RMB with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“Articles of Association”	the Articles of Association of ZCZL Industrial Technology Group Company Limited
“Board”	the board of Directors of the Company
“Class Meetings”	the A Share Class Meeting and the H Share Class Meeting
“Company”	ZCZL Industrial Technology Group Company Limited (中創智領(鄭州)工業技術集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the Shares of which are listed on the main boards of the Hong Kong Stock Exchange and the Shanghai Stock Exchange (stock codes: 00564 and 601717)
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“Director(s)”	director(s) of the Company
“EGM”	the third extraordinary general meeting of 2026 of the Company to be convened at the Convention Centre of ZCZL Industrial Technology Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He’nan) Pilot Free Trade Zone, the PRC at 2:00 p.m. on Tuesday, August 25, 2026 or any adjournment thereof

DEFINITIONS

“H Share Class Meeting”	the third H share class meeting of 2026 of the Company to be convened at the Convention Centre of ZCZL Industrial Technology Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He’nan) Pilot Free Trade Zone at 2:00 p.m. on Tuesday, August 25, 2026 or any adjournment thereof
“H Share(s)”	Overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange (Stock Code: 00564) and subscribed for in Hong Kong dollars
“H Shareholder(s)”	Shareholder(s) of H Shares
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar(s)”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	Tuesday, 4 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“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
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Shares of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	Holder(s) of Shares of the Company



ZCZL Industrial Technology Group Company Limited

中創智領(鄭州)工業技術集團股份有限公司

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

(Stock code: 00564)

Members of the Board

Executive Directors:

Mr. JIAO Chengyao

Mr. JIA Hao

Mr. MENG Hechao

Mr. LI Kaishun

Non-executive Director:

Mr. CUI Kai

Independent Non-executive Directors:

Mr. JI Feng

Mr. FANG Yuan

Ms. YAO Yanqiu

Registered Office

No. 167, 9th Street,
Zhengzhou Section
(Econ-Tech Development Zone)
of China (He'nan)
Pilot Free Trade Zone, the PRC

**Principal Place of Business
in Hong Kong**

40/F, Dah Sing Financial Centre,
No. 248 Queen's Road East,
Wanchai, Hong Kong

August 5, 2026

To the Shareholders

Dear Sir or Madam,

**IN RELATION TO THE SCHEME ON THE REPURCHASE OF
A SHARES BY WAY OF CENTRALIZED BIDDING
NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING OF 2026
AND
NOTICE OF THE THIRD H SHARE CLASS MEETING OF 2026**

INTRODUCTION

The purpose of this circular is to provide you with the Notice of EGM and the H Share Class Meeting and, among others, other information, so as to enable you to make an informed decision to vote for or against the resolutions to be proposed at the EGM and the H Share Class Meeting.

LETTER FROM THE BOARD

PROPOSED REPURCHASE OF A SHARES BY WAY OF CENTRALIZED BIDDING

Reference is made to the announcement of the Company dated 31 July 2026 in relation to the proposed repurchase of A Shares by way of centralized bidding.

The Company convened the 27th meeting of the sixth session of the Board on 31 July 2026, at which the “Resolution on the Repurchase of A Shares by way of Centralized Bidding” was considered and approved. The A Share Repurchase scheme is subject to the approval by way of special resolution at the extraordinary general meeting and the class meetings of the Company. Details of the repurchase scheme are set out in Appendix I to this circular.

CLOSURE OF REGISTER OF MEMBERS

To determine the list of H Shareholders entitled to attend and vote at the extraordinary general meeting and the H Share class meeting, the Company will close the register of members for H Shares from Thursday, 20 August 2026 to Tuesday, 25 August 2026 (both days inclusive). H Shareholders whose names appear on the register of members of the Company on Tuesday, 25 August 2026 shall be entitled to attend the extraordinary general meeting and the H Share class meeting. H Shareholders of the Company who wish to attend the extraordinary general meeting and the H Share class meeting but have not yet registered their holdings should lodge all transfer documents together with the relevant share certificates 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, no later than 4:30 p.m. on Wednesday, 19 August 2026.

VOTING AT THE EGM AND THE H SHARE CLASS MEETING

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the shareholders’ meeting of the Company shall be taken by poll except where the chairman, acting 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. As such, the chairman of the EGM and the H Share Class Meeting will, pursuant to the Articles of Association, demand vote by poll for resolution proposed at the EGM and the H Share Class Meeting.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no shareholders are required to abstain from voting on the resolutions to be proposed at the EGM and the H Share Class Meeting.

During a poll vote, any Shareholder present in person or by proxy (in the case of a Shareholder being a corporation, by its duly authorised representative) shall have one vote for each Share registered in the Shareholder’s name in the register of members. According to the Articles of Association, a Shareholder (including proxy) entitled to two or more votes is under no obligation to cast all his/her votes for or against any resolution.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that the proposed A Share Repurchase scheme is in the best interests of the Company and its Shareholders. Accordingly, the Board recommends that Shareholders vote in favour of the relevant resolutions to be proposed at the extraordinary general meeting and the H Share class meeting as set out in the notices of the extraordinary general meeting and the H Share class meeting.

By Order of the Board
ZCZL Industrial Technology Group Company Limited
JIAO Chengyao
Chairman

APPENDIX I PRELIMINARY PLAN AND EXPLANATORY STATEMENT ON THE REPURCHASE OF A SHARES BY WAY OF CENTRALIZED BIDDING

This appendix sets out the preliminary plan of the Company for the repurchase of A Shares by way of centralized bidding and provides the Shareholders with an explanatory statement on the Proposed Repurchase pursuant to Rule 10.06(1)(b) of the Listing Rules (as amended or supplemented by Rules 19A.24, 19A.25 and 10.06(6)(c) of the Listing Rules). This appendix aims to provide Shareholders with information reasonably necessary to enable them to make an informed decision as to whether to vote for or against the special resolutions relating to the Proposed Repurchase to be proposed at the extraordinary general meeting, the A Share class meeting and the H Share class meeting.

IMPORTANT NOTICES

- The Company proposes to repurchase part of its issued Renminbi ordinary shares (A Shares) through the trading system of the Shanghai Stock Exchange by way of centralized bidding.
- The total amount of funds for the A Share Repurchase will be no less than RMB300 million (inclusive) and no more than RMB400 million (inclusive), and the source of funds will be the Company's own funds or self-raised funds (including but not limited to special loans for share repurchase, etc.).
- The maximum repurchase price will be RMB21.00 per A Share (inclusive), which is no higher than 150% of the average trading price of the Company's A Shares for the 30 trading days prior to the Board's approval of the resolution on the A Share Repurchase scheme.
- Among the A Shares to be repurchased, 50% will be used for cancellation and reduction of the Company's registered capital, and the remaining 50% will be used for the future implementation of equity incentive schemes and/or employee share ownership plans.
- Based on the maximum repurchase price, it is estimated that approximately 14,285,714 to 19,047,619 A Shares will be repurchased, representing approximately 0.80% to 1.07% of the Company's total issued Shares as at the date of this circular.
- The repurchase period shall be 12 months from the date of approval of the A Share Repurchase scheme by the EGM, the A Share Class meeting and the H Share class meeting of the Company.
- The A Share Repurchase scheme is subject to the approval by way of special resolution at the EGM, the A Share class meeting and the H Share class meeting, and therefore may or may not be carried out. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

APPENDIX I PRELIMINARY PLAN AND EXPLANATORY STATEMENT ON THE REPURCHASE OF A SHARES BY WAY OF CENTRALIZED BIDDING
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PART I — PRELIMINARY PLAN FOR THE CURRENT REPURCHASE OF A SHARES

I. APPROVAL OF THE A SHARE REPURCHASE SCHEME

The Company convened the 27th meeting of the sixth session of the Board on 31 July 2026, at which the resolution relating to the repurchase of A Shares by way of centralized bidding was considered and approved. All eight Directors attended the meeting and voted in favour of the resolution, and no Director was required to abstain from voting on the resolution.

As part of the repurchased A Shares will be cancelled and the Company's registered capital will be reduced accordingly, the A Share Repurchase scheme is subject to approval by way of special resolution at the EGM, the A Share class meeting and the H Share class meeting. Upon obtaining such approvals, the Company will notify its creditors in accordance with applicable laws and regulations.

II. KEY TERMS OF THE A SHARE REPURCHASE SCHEME

Item	Key Terms
Class of shares to be repurchased	Issued Renminbi ordinary shares (A Shares) of the Company
Method of repurchase	Centralized bidding through the trading system of the Shanghai Stock Exchange
Total amount of repurchase funds	No less than RMB300 million (inclusive) and no more than RMB400 million (inclusive)
Source of funds	Own funds or self-raised funds, including but not limited to special loans for share repurchase
Maximum repurchase price	RMB21.00 per A Share (inclusive)
Estimated number of shares to be repurchased	Approximately 14,285,714 to 19,047,619 A Shares
Estimated percentage of total issued shares	Approximately 0.80% to 1.07%

APPENDIX I	PRELIMINARY PLAN AND EXPLANATORY STATEMENT ON THE REPURCHASE OF A SHARES BY WAY OF CENTRALIZED BIDDING
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Item	Key Terms
Use of repurchased shares	50% for cancellation and reduction of registered capital; 50% for future implementation of equity incentive schemes and/or employee share ownership plans
Repurchase period	Within 12 months from the date of approval by the Shareholders' meeting, the A Share class meeting and the H Share class meeting

1. Purpose of the Repurchase

The A Share Repurchase reflects the Company's confidence in its future sustainable and stable development and its recognition of the long-term investment value. It aims to safeguard the interests of all Shareholders, enhance investor confidence, improve the long-term incentive mechanism, align the interests of Shareholders, the Company and employees more closely, and promote the sustainable development of the Company.

2. Class of Shares Subject to the Repurchase and Means of Repurchase

The shares proposed to be repurchased are the issued A Shares of the Company. The Company will implement the repurchase through the trading system of the Shanghai Stock Exchange by way of centralized bidding.

3. Repurchase Price and Adjustments

The repurchase price shall not exceed RMB21.00 per A Share (inclusive). If the Company implements any ex-rights or ex-dividend matters such as conversion of capital reserve into share capital, cash dividend, distribution of bonus shares, rights issue, share split or share consolidation during the repurchase period, the Company will adjust the maximum repurchase price accordingly in accordance with the applicable provisions of the China Securities Regulatory Commission and the Shanghai Stock Exchange.

4. Repurchase Period

The repurchase period shall be 12 months from the date of approval by the EGM, the A Shares and H Shares class meetings. If the Company's A Shares are suspended from trading for 10 consecutive trading days or more due to the planning of significant events, the repurchase period will be extended accordingly after the resumption of A Share trading, and the Company will make timely disclosure.

The repurchase period will expire early under any of the following circumstances: (i) the total repurchase amount reaches the maximum cap; (ii) after the total repurchase amount reaches the minimum cap, the Board resolves to terminate the A Share Repurchase; or (iii) the Company resolves to terminate the A Share Repurchase due to significant changes in the Company's production and operations, financial position or external objective conditions.

The Company will not repurchase Shares during the period from the date of occurrence or the decision-making process of a significant event that may have a material impact on the trading price of the Company's securities and their derivatives until the date of disclosure in accordance with the law, and under other circumstances stipulated by the CSRC or the stock exchanges where the Company's shares are listed.

5. *Purpose, Quantity, Percentage of Share Capital and Total Amount of Funds for the Repurchase of Shares*

The total amount of funds for the A Share Repurchase shall be no less than RMB300 million (inclusive) and no more than RMB400 million (inclusive). Based on the maximum repurchase price of RMB21.00 per A Share, it is estimated that approximately 14,285,714 to 19,047,619 A Shares will be repurchased, representing approximately 0.80% to 1.07% of the Company's total issued Shares as at the date of this circular. The actual number of Shares repurchased shall be subject to the actual number of Shares repurchased upon expiry of the Repurchase Period or completion of the repurchase.

50% of the repurchased A Shares will be used for cancellation and reduction of the Company's registered capital; the remaining 50% will be used for the future implementation of equity incentive schemes and/or employee share ownership plans.

6. *Source of Funds for the Repurchase of Shares*

The source of funds for the A Share Repurchase shall be the Company's own funds or self-raised funds, including but not limited to special loans for share repurchases. The Company will only apply funds legally available for such purpose in accordance with applicable PRC laws and regulations and the Articles of Association.

APPENDIX I	PRELIMINARY PLAN AND EXPLANATORY STATEMENT ON THE REPURCHASE OF A SHARES BY WAY OF CENTRALIZED BIDDING
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7. Estimated Changes in Share Capital

Based on the maximum repurchase price, and assuming that 50% of the actual repurchased A Shares are cancelled and that there is no other change in the Company's share capital apart from the A Share Repurchase and cancellation, the indicative changes to the Company's share capital are as follows

Share Class	Number of Shares/Percentage Before Repurchase	Number of Shares/Percentage After Completion at Minimum Cap	Number of Shares/Percentage After Completion at Maximum Cap
A Shares	1,542,165,730/86.38%	1,535,022,873/86.32%	1,532,641,920/86.30%
H Shares	243,234,200/13.62%	243,234,200/13.68%	243,234,200/13.70%
Total	<u>1,785,399,930/100.00%</u>	<u>1,778,257,073/100.00%</u>	<u>1,775,876,120/100.00%</u>

The above calculations do not take into account other factors that may affect the share capital. The actual number of A Shares repurchased, cancelled and used for equity incentive schemes and/or employee share ownership plans shall be subject to the implementation results.

8. Financial Impact and Listing Status

As at 31 March 2026 (unaudited), the Company's total assets amounted to RMB50.429 billion, net assets attributable to Shareholders of the listed company amounted to RMB25.050 billion, and current assets amounted to RMB35.306 billion. The maximum repurchase fund of RMB400 million represents approximately 0.79%, 1.60% and 1.13% of the above indicators, respectively.

After considering the Company's production and operations, financial position and future development plans, the Board is of the view that the implementation of the A Share Repurchase scheme will not have any material adverse impact on the Company's production and operations, financial position, debt servicing ability or future development, nor will it result in a change of control of the Company. After the repurchase, the distribution of the Company's shareholdings will still be in compliance with the applicable listing conditions, and the Company's listing status will not be affected.

9. *Share Dealings and Future Trading Plans of Relevant Parties*

The Company has no de facto controller. The Company's controlling shareholder, Hong Yi Investment Management (Henan) Partnership (Limited Partnership), and Henan Asset Management Co., Ltd. have not dealt in the Company's Shares within six months prior to the Board's resolution on the repurchase, and have no plan to increase or decrease their shareholding during the repurchase period.

Certain Directors (including the proposer of the A Share Repurchase) and senior management have increased their A Share holdings pursuant to the A Share increase plan disclosed by the Company on 16 July 2026. Apart from such plan and its disclosed implementation progress, the Directors, senior management and the proposer have not conducted any other share dealings within six months prior to the Board's resolution on the repurchase, and have no other plans to increase or decrease their shareholding during the repurchase period. The Company states that there is no conflict of interest between such persons and the A Share Repurchase scheme, nor have they engaged in any insider trading or market manipulation, alone or jointly with others.

Upon enquiry, none of the Directors, senior management, controlling shareholders and Shareholders holding 5% or more of the Company's issued Shares have any plan to reduce their shareholding within three months and six months after the date of Board approval. If any reduction plan is to be implemented in the future, the Company will perform its information disclosure obligations in a timely manner in accordance with applicable regulations.

10. *Disposal of Repurchased A Shares and Safeguard of Creditors' Rights*

50% of the actual repurchased A Shares will be cancelled and the Company's registered capital will be reduced accordingly. The Company will complete the cancellation and relevant registration procedures in accordance with applicable laws and regulations.

The remaining 50% of the repurchased A Shares will be used for the future implementation of equity incentive schemes and/or employee share ownership schemes. The Company intends to complete the transfer of such A Shares within three years after the announcement of the implementation results and share capital changes. Any unused repurchased A Shares within the applicable period will be cancelled in accordance with the law, and the Company will perform the relevant capital reduction procedures.

Upon approval of the A Share Repurchase scheme, the Company will notify its creditors and publish creditor announcements in accordance with applicable laws and regulations and the Articles of Association, so as to adequately safeguard the legitimate rights and interests of creditors.

11. *Specific Authorization for the Handling of the Current A Share Repurchase*

To ensure the smooth implementation of the current repurchase of Shares, the Board proposes to the extraordinary general meeting and the class meetings to authorize the Board, and for the Board to authorize the management of the Company, within the scope permitted by laws and regulations, to handle all matters relating to the Proposed Repurchase in accordance with the principle of maximizing the interests of the Company and its Shareholders. The scope of such authorization includes, but is not limited to:

- to establish dedicated securities accounts for the repurchase (if required) or other relevant securities accounts;
- to repurchase Shares at appropriate times during the Repurchase Period, including the method, timing, price, quantity, amount and the use of repurchased Shares for the Company's equity incentive schemes/employee share ownership plans, etc.;
- to handle relevant approval procedures, including but not limited to the preparation, amendment, authorization, signing and executing of all necessary documents, contracts and agreements in relation to the current Repurchase;
- where the repurchased Shares are required to be cancelled in accordance with relevant laws, regulations and regulatory documents, to notify creditors pursuant to relevant laws and regulations, to implement the cancellation of the repurchased Shares, and to handle relevant matters;
- to make corresponding amendments to the Articles of Association in respect of the registered capital, total share capital and other relevant provisions based on the actual circumstance of the repurchase, and to complete the industrial and commercial registration filings;
- to adjust the specific implementation scheme in accordance with relevant regulations (i.e., applicable laws, regulations and the relevant provisions of regulatory authorities) and to handle other matters in relation to the share repurchase;

- to cooperate with professional intermediaries and to sign relevant agreements or documents (if required), leveraging professional trading capabilities to provide comprehensive services for the Company's implementation of the current Repurchase;
- in the event of changes to regulatory policies regarding share repurchases or changes in market conditions, subject to matters requiring re-voting by a shareholders' meeting as stipulated by relevant laws, regulations and the Articles of Association, the Board is authorized, and the management of the Company is authorized by the Board to make corresponding adjustments to the specific scheme of the current Repurchase and relevant matters;
- to handle other matters not specifically listed above but necessary for the current Repurchase, in accordance with applicable laws, regulations and the relevant provisions of regulatory authorities.

The above authorization shall be valid from the date on which the proposed repurchase is approved at the extraordinary general meeting and the class meetings, until the date on which the matters covered by the authorization have been completed.

III. RISK FACTORS

- The A Share Repurchase scheme may not be approved by the EGM, the A Share class meeting and/or the H Share class meeting.
- The market price of A Shares may continue to exceed the maximum repurchase price, resulting in the A Share Repurchase being unable to be implemented or only partially implemented.
- Creditors may demand early repayment of debts or provision of corresponding guarantees from the Company due to the cancellation of repurchased A Shares and reduction of registered capital.
- The repurchased A Shares intended for equity incentive schemes and/or employee share ownership schemes may not be fully transferred within 36 months due to the failure to launch the relevant plans on time, the waiver of subscription by incentive participants, or other reasons.
- Significant changes in the Company's operations, financial position or external objective conditions, or changes in regulatory requirements, may lead to the modification or termination of the A Share Repurchase scheme.

- During the implementation of the current A Share Repurchase, the Company will fulfil its information disclosure obligations in a timely manner in accordance with the progress of the repurchase. Should any of the aforementioned risks prevent the Company from implementing the A Share Repurchase Plan as planned, the Company will follow the relevant deliberation and information disclosure procedures in accordance with applicable laws and regulations and the Articles of Association, and will amend or terminate the current A Share repurchase scheme as appropriate.

PART II — EXPLANATORY STATEMENT INFORMATION REQUIRED UNDER THE LISTING RULES

1. Issued Share Capital and Number of A Shares that may be Repurchased

As at the Latest Practicable Date, the total number of issued Shares of the Company was 1,785,399,930, consisting of 1,542,165,730 A Shares and 243,234,200 H Shares. The Company did not hold any treasury shares as at the Latest Practicable Date.

Assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the extraordinary general meeting, the A Share class meeting and the H Share class meeting, and based on the maximum repurchase price of RMB21.00 per A Share, the Proposed Repurchase involves approximately 14,285,714 to 19,047,619 A Shares, representing approximately 0.93% to 1.24% of the total number of issued A Shares of the Company on the date on which the relevant resolutions are passed, and approximately 0.80% to 1.07% of the total number of issued Shares of the Company.

2. Reasons for the Current Repurchase of A Shares

The reasons for the current repurchase of A Shares are set out in Section 1 of Part I of this Appendix. The Directors consider that the current repurchase of A Shares is in the best interests of the Company and the Shareholders as a whole.

3. Source of Funds for the Repurchase and its Impact on Working Capital or Gearing level

The current repurchase of A Shares will be funded by the Company's own funds or self-raised funds, including but not limited to special loans for share repurchases. The Company will only apply funds legally available for such purpose in accordance with applicable PRC laws and regulations and the Articles of Association.

The Directors consider that, if the current A Share repurchase scheme were to be carried out in full, it would not have any material adverse impact on the Company's working capital or gearing position. The Directors have no intention to implement the current repurchase of A Shares in circumstances that would materially and adversely affect the Company's working capital requirements or the gearing level that the Directors consider appropriate for the Company from time to time.

4. Intention of Directors and their Close Associates to Sell Shares

No Director, or to the best of the Directors' knowledge after having made all reasonable enquiries, any of their respective close associates, currently has any intention to sell any Shares to the Company upon approval of the current A Share repurchase scheme by the Shareholders.

5. Intention or Undertaking of Core Connected Persons to Sell Shares

The Company has not received any notification from any core connected person indicating a present intention to sell any Shares to the Company upon approval of the current A Share repurchase scheme by the Shareholders, nor has it received any notification from any core connected person undertaking not to sell any of their Shares to the Company.

6. Undertaking of the Directors

The Directors will exercise the powers of the Company to implement the current repurchase of A Shares within the applicable scope in accordance with the Listing Rules, applicable PRC laws and regulations and the Articles of Association.

7. Implications of the Takeovers Code and Similar Applicable Laws

If the cancellation of the A Shares repurchased pursuant to the Current repurchase of A Shares results in an increase in the proportionate interest of any Shareholder in the voting rights of the Company, such increase may be treated as an acquisition of voting rights for the purposes of the Codes on Takeovers and Mergers and Share Buy-backs (the "Takeovers Code"). Such Shareholder, or a group of Shareholders acting in concert, may therefore be required to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code, depending on the shareholding percentage of such Shareholder before and after the repurchase and the extent of the increase in its interests.

As at the Latest Practicable Date, the Company's controlling shareholder, Hong Yi Investment Management (Henan) Partnership (Limited Partnership), and its parties acting in concert, Henan Asset Management Co., Ltd., held an aggregate of 341,840,000 A Shares, representing approximately 19.15% of the total number of issued Shares of the Company. Assuming that the current repurchase of A Shares is completed at the maximum repurchase fund amount, and that 50% of the actual

repurchased A Shares are cancelled in full, and that there is no other change in the issued share capital of the Company or the shareholding of the above-mentioned Shareholders, their aggregate shareholding percentage would increase to approximately 19.25%. To the best of the Directors' knowledge, the Current repurchase of A Shares and cancellation would not give rise to any mandatory general offer obligation or other material consequences under the Takeovers Code and/or any similar applicable laws.

The Directors have no intention of implementing the Current repurchase of A Shares to an extent that would cause any person to make a mandatory general offer under the Takeovers Code and/or any similar applicable laws.

8. Public Float and Listing Status

The Directors consider that, even if the current repurchase of A Shares is implemented at the maximum cap and 50% of the actual repurchased A Shares are cancelled, the Company will continue to meet the minimum public float requirements applicable to the Company under Rule 19A.28B of the Listing Rules. The Directors have no intention of implementing the current repurchase of A Shares in circumstances that would cause the Company to cease to meet the relevant minimum public float requirements.

9. Share Repurchases Conducted by the Company

No repurchase of any A Shares or H Shares has been made by the Company in the six months preceding the Latest Practicable Date.

APPENDIX I PRELIMINARY PLAN AND EXPLANATORY STATEMENT ON THE REPURCHASE OF A SHARES BY WAY OF CENTRALIZED BIDDING
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10. Market prices of A Shares

The highest and lowest prices at which the A Shares were traded on the Shanghai Stock Exchange during each of the twelve months preceding the Latest Practicable Date and up to the Latest Practicable Date are as follows:

Month	Highest Price (RMB)	Lowest Price (RMB)
September 2025	27.69	20.45
October 2025	25.78	23.20
November 2025	24.46	21.81
December 2025	25.20	23.20
January 2026	26.14	23.52
February 2026	25.44	23.88
March 2026	25.55	20.36
April 2026	20.76	18.67
May 2026	20.11	17.98
June 2026	18.64	13.66
July 2026	16.38	13.71
August 2026 (as of the Latest Practicable Date)	16.54	15.95

11. General Information

The Directors confirm that neither this explanatory statement nor the current A Share repurchase scheme has any unusual features.



ZCZL Industrial Technology Group Company Limited

中創智領(鄭州)工業技術集團股份有限公司

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

(Stock code: 00564)

**NOTICE OF THE THIRD EXTRAORDINARY
GENERAL MEETING OF 2026**

NOTICE IS HEREBY GIVEN THAT the third extraordinary general meeting of 2026 (the “EGM”) of ZCZL Industrial Technology Group Company Limited (the “Company”) will be convened at the Convention Centre of ZCZL Industrial Technology Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He’nan) Pilot Free Trade Zone, the PRC at 2:00 p.m. on Tuesday, August 25, 2026 for the following purposes:

SPECIAL RESOLUTION

- 1.00 Proposal on the Repurchase of A Shares by way of Centralized Bidding
 - 1.01 Purpose of the Repurchase of Shares
 - 1.02 Class of Shares Subject to the Repurchase
 - 1.03 Means of the Repurchase of Shares
 - 1.04 Implementation Period of the Repurchase of Shares
 - 1.05 Purpose, Quantity, Proportion of the Company’s Total Share Capital and Total Funds for the Repurchase of Shares
 - 1.06 Price or Price Range for the Repurchase of Shares, and Pricing Principles
 - 1.07 Source of Funds for the Repurchase of Shares
 - 1.08 Arrangements for the Cancellation or Transfer of Shares in Accordance with the Law After the Repurchase of Shares
 - 1.09 Relevant Arrangements to Prevent Prejudice to Creditors’ Interests
 - 1.10 Specific Authorization for the Implementation of the Current Repurchase of Shares

CLOSURE OF REGISTER OF MEMBERS

To determine the list of H Shareholders entitled to attend and vote at the extraordinary general meeting and the H Share class meeting, the Company will close the register of members for H Shares from Thursday, 20 August 2026 to Tuesday, 25 August 2026 (both days inclusive). H Shareholders whose names appear on the register of members of the Company on Tuesday, 25 August 2026 shall be entitled to attend the extraordinary general meeting. H Shareholders of the Company who wish to attend the extraordinary general meeting and the H Share class meeting but have not yet registered their holdings should lodge all transfer documents together with the relevant share certificates 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, no later than 4:30 p.m. on Wednesday, 19 August 2026.

By Order of the Board
ZCZL Industrial Technology Group Company Limited
JIAO Chengyao
Chairman

Zhengzhou, PRC, August 5, 2026

As at the date of this notice, the executive Directors of the Company are Mr. JIAO Chengyao, Mr. JIA Hao, Mr. MENG Hechao and Mr. LI Kaishun, the non-executive Director is Mr. CUI Kai and the independent non-executive Directors are Mr. JI Feng, Mr. FANG Yuan and Ms. YAO Yanqiu.

Notes:

- (1) All votes of resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.zczl.cn) in accordance with the Listing Rules.
- (2) Any Shareholders entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each proxy is so appointed.
- (3) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her/its attorney who has been duly authorised in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its Director, or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorisation document shall be notarised. For H Shareholders, the aforementioned documents must be lodged with the H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument for appointing a proxy shall be deemed to be revoked.
- (4) Shareholders shall present their identification documents when attending the EGM.

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2026

- (5) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document as well as the power of attorney or other documents signed by the appointer or his/her attorney with a specific date of issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarised copy of the resolution passed by the Board or other authority or other notarised copies of any authorization documents issued by such corporate Shareholder.
- (6) The EGM is expected to last for half a day. Shareholders who attend the EGM (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
- (7) Contact information of the Company:

Address: ZCZL Industrial Technology Group Company Limited, No. 167, 9th Street, Zhengzhou
Section (Econ-Tech Development Zone) of China (He'nan) Pilot Free Trade Zone, the
PRC
Postal 450016
Code:
Telephone: 86-371-67891199
Contact Mr. XI Zhipeng
Person:
Facsimile: 86-371-67891000



ZCZL Industrial Technology Group Company Limited
中創智領(鄭州)工業技術集團股份有限公司

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

(Stock code: 00564)

NOTICE OF THE THIRD H SHARE CLASS MEETING OF 2026

NOTICE IS HEREBY GIVEN THAT the third H share class meeting of 2026 (the “**H Share Class Meeting**”) of ZCZL Industrial Technology Group Company Limited (the “**Company**”) will be convened at the Convention Centre of ZCZL Industrial Technology Group Company Limited, No. 167, 9th Street, Zhengzhou Section (Econ-Tech Development Zone) of China (He’nan) Pilot Free Trade Zone, the PRC at 2:00 p.m. on Tuesday, August 25, 2026 for the following purpose:

SPECIAL RESOLUTION

- 1.00 Proposal on the Repurchase of A Shares by way of Centralized Bidding
 - 1.01 Purpose of the Repurchase of Shares
 - 1.02 Class of Shares Subject to the Repurchase
 - 1.03 Means of the Repurchase of Shares
 - 1.04 Implementation Period of the Repurchase of Shares
 - 1.05 Purpose, Quantity, Proportion of the Company’s Total Share Capital and Total Funds for the Repurchase of Shares
 - 1.06 Price or Price Range for the Repurchase of Shares, and Pricing Principles
 - 1.07 Source of Funds for the Repurchase of Shares
 - 1.08 Arrangements for the Cancellation or Transfer of Shares in Accordance with the Law After the Repurchase of Shares
 - 1.09 Relevant Arrangements to Prevent Prejudice to Creditors’ Interests
 - 1.10 Specific Authorization for the Implementation of the Current Repurchase of Shares

NOTICE OF THE THIRD H SHARE CLASS MEETING OF 2026

CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of H share Shareholders who are eligible to attend and vote at the H Share Class Meeting, the H share register of members of the Company will be closed from Thursday, August 20, 2026 to Tuesday, August 25, 2026 (both days inclusive), during which period no transfer of Shares will be registered. H Shareholders whose names appear on the H share register of members of the Company on Tuesday, August 25, 2026 are entitled to attend the H Share Class Meeting. H Shareholders of the Company who intend to attend the H Share Class Meeting but have not yet registered are required to deposit the transfer documents together with relevant share certificates at 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 at or before 4:30 p.m. on Wednesday, August 19, 2026.

By Order of the Board
ZCZL Industrial Technology Group Company Limited
JIAO Chengyao
Chairman

Zhengzhou, PRC, August 5, 2026

As at the date of this notice, the executive Directors of the Company are Mr. JIAO Chengyao, Mr. JIA Hao, Mr. MENG Hechao and Mr. LI Kaishun, the non-executive Director is Mr. CUI Kai and the independent non-executive Directors are Mr. JI Feng, Mr. FANG Yuan and Ms. YAO Yanqiu.

Notes:

- (1) All votes of resolutions at the H Share Class Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.zczl.cn) in accordance with the Listing Rules.
- (2) Any Shareholders entitled to attend and vote at the H Share Class Meeting can appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each proxy is so appointed.
- (3) Shareholders shall appoint their proxies in writing. The form of proxy shall be signed by the Shareholder or his/her/its attorney who has been duly authorised in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with the corporation's seal or signed by its Director, or its attorney duly authorised in writing. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorisation document shall be notarised. For H Shareholders, the aforementioned documents must be lodged with the H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the H Share Class Meeting or any adjournment thereof in order for such documents to be valid. Completion and delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument for appointing a proxy shall be deemed to be revoked.
- (4) Shareholders shall present their identification documents when attending the H Share Class Meeting.

NOTICE OF THE THIRD H SHARE CLASS MEETING OF 2026

- (5) If a proxy attends the H Share Class Meeting on behalf of a Shareholder, he/she should produce his/her identification document as well as the power of attorney or other documents signed by the appointer or his/her attorney with a specific date of issuance. If a representative of a corporate Shareholder attends the H Share Class Meeting, such representative shall produce his/her identification document and the notarised copy of the resolution passed by the Board or other authority or other notarised copies of any authorization documents issued by such corporate Shareholder.
- (6) The H Share Class Meeting is expected to last for half a day. Shareholders who attend the H Share Class Meeting (in person or by proxy) shall bear their own travelling, accommodation and other expenses.
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