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果下科技股份有限公司
Guoxia Technology Co., Ltd.

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

(Stock Code: 2655)

PROPOSED ADOPTION OF THE SHARE AWARD SCHEME

INTRODUCTION

This announcement is made by the Company pursuant to Chapter 17 of the Listing Rules in relation to the proposed adoption of the Share Award Scheme.

PROPOSED ADOPTION OF THE SHARE AWARD SCHEME

The Board is pleased to announce that, on 7 August 2026, the Board resolved the proposed adoption of the Share Award Scheme. The Share Award Scheme shall take effect upon the consideration and approval of the Shareholders which will be sought at the EGM. Accordingly, the Share Award Scheme is designed to incentivise Eligible Participants (for the purpose of the Share Award Scheme, including Employee Participants, Related Entity Participants and Service Providers) to deepen business development and enhance performance, while attracting and retaining quality talent and directly aligning the interests of the Selected Participants with the long-term value of the Company and its shareholders. It also aims to provide comprehensive support for the implementation of the Company's ecological development strategy, and to ensure talent stability and strategic execution capability at the critical development phase of the Company. The Directors (including the independent non-executive Directors) are of the view that the adoption of the Share Award Scheme aligns with the market practice of providing incentives to the Eligible Participants to work towards enhancing the enterprise value and achieving the long-term objectives for the benefit of the Group as a whole.

Pursuant to the Share Award Scheme, existing H Shares will be purchased on the Stock Exchange by the Trustee using the Contributed Amount, and the Awarded Shares will be held by the Trustee on Trust for the relevant Selected Participants under the Share Award Scheme until vesting.

GENERAL

The Share Award Scheme will constitute a share scheme that is funded by existing shares of the Company under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. It, however, does not constitute a share scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules, and as such, does not require Shareholders' approval under the Listing Rules. However, according to the Articles, the adoption of the Share Award Scheme shall be subject to Shareholders' approval.

EGM

The EGM will be convened for the Shareholders to consider and, if thought fit, pass the special resolutions to approve the adoption of the Share Award Scheme.

A circular of the Company containing, among others, (i) the proposed adoption of the Share Award Scheme; (ii) the principal terms of the Share Award Scheme; and (iii) a notice of convening the EGM and a form of proxy will be despatched to the Shareholders (if requested) and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.guoxiatech.com) as soon as practicable.

As at the date of this announcement, the adoption of the Share Award Scheme is subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Award”	an award of the Awarded Shares by the Board or the Scheme Administrator to a Selected Participant in accordance with the rules of the Share Award Scheme
“Awarded Share(s)”	in respect of a Selected Participant, such number of Shares as awarded to him/her by the Board or the Scheme Administrator

“Board”	the board of directors of the Company and if the context so permits, it shall include such committee or sub-committee or person(s) as from time to time delegated with the power and authority by the board of directors of the Company to administer the Scheme and/or to deal with the Trust/Trustee in any manner as authorised by the board of directors of the Company
“Company”	Guoxia Technology Co., Ltd. (果下科技股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2655)
“Contributed Amount”	cash paid or made available to the Trust by way of settlement or otherwise contributed by the Company, any Subsidiary, any Significant Shareholder, and/or any party designated by the Company as permitted under the Scheme to the Trust as determined by the Board or the Scheme Administrator from time to time
“Director(s)”	the director(s) (including the independent non-executive directors) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the purpose of considering and if thought fit, approving, among other things, the adoption of the Share Award Scheme
“Eligible Participant”	any individual being an Employee Participant, a Related Entity Participant or a Service Provider at any time during the Trust Period
“Employee Participant(s)”	a director or an employee of the Company or any of its subsidiaries (including a person who is granted Awards as an inducement to enter into employment contracts with these companies) selected by the Board or the Scheme Administrator for participation in the Scheme pursuant to the rules of the Share Award Scheme, provided always that such term shall exclude any person who at the relevant time has tendered his resignation or who is working out his period of notice pursuant to his employment contract or otherwise

“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company, with a nominal value of RMB0.20 each, which are traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan, China for the purpose of this announcement only
“Related Entity Participant(s)”	the directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme Administrator”	has the meaning ascribed to it in the rules of the Share Award Scheme
“Selected Participant(s)”	Eligible Participant(s) selected by the Board or the Scheme Administrator for participation in the Share Award Scheme (or his legal personal representative or lawful successor as the case may be)

“Service Provider(s)”	the individual(s) or entity(ies) (not being an Employee Participant and a Related Entity Participant) that provide services to member of the Group on a continuing or recurring basis in its ordinary and usual course of business, which is in the interest of the long-term growth of the Company and/or its subsidiaries. For the avoidance of doubt, Service Providers include independent contractors, consultants, agents, advisers and suppliers engaged to provide services to any members of the Group, but exclude (i) placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions, and (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity
“Share(s)”	the ordinary share(s) of RMB0.20 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Award Scheme”	the share award scheme of the Company proposed to be approved and adopted by the Shareholders at the EGM
“Shareholder(s)”	the holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	a trust deed to be entered into between the Company as settlor and the Trustee as trustee of the Trust (as restated, supplemented and amended from time to time)

“Trust Period”	shall have the meaning as set out in the Trust Deed
“Trustee”	a trustee to be appointed by the Company in connection with the adoption of the Share Award Scheme

By order of the Board
Guoxia Technology Co., Ltd.
Mr. Feng Lizheng
Chairman and Director

Hong Kong, 7 August 2026

As at the date of this announcement, the Board comprises (i) Mr. Feng Lizheng, Mr. Zhang Xi, Mr. Liu Ziye, Dr. Bai Yang, Mr. Zhu Shuaishuai and Mr. Wang Zhenlin as executive Directors; and (ii) Mr. Qian Kaiming, Dr. Jiang Wei and Ms. Jiang Xingnan as independent non-executive Directors.