
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 independent professional adviser.

If you have sold or transferred all your shares in **Beijing Zhongke WengeAI Science and Technology Co., Ltd.** (北京中科聞歌科技股份有限公司), you should at once hand this circular and the accompanying form(s) 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 transferee(s).



Beijing Zhongke WengeAI Science and Technology Co., Ltd. **北京中科聞歌科技股份有限公司**

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

(Stock Code: 1956)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF 2026

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the EGM on Monday, August 31, 2026 at 11:00 a.m. to be held physically at Room 702, 7th Floor, Building 9, North 4th Ring Road West, Haidian District, Beijing, China is set out on pages 8 to 9 of this circular and published and available for downloading on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and of the Company (www.wenge.com).

Whether or not you are able to attend the EGM, you are reminded to complete, sign and return the corresponding form(s) of proxy in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 24 hours before the time fixed for holding the EGM (i.e. not later than 11:00 a.m. on Sunday, August 30, 2026 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if you so wish.

References to times and dates in this circular are to Hong Kong local times and dates.

August 11, 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
APPENDIX I – PROPOSED AMENDMENTS	6
NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF 2026	8

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company, from time to time
“Company”	Beijing Zhongke WengeAI Science and Technology Co., Ltd. (北京中科聞歌科技股份有限公司) incorporated in China as a joint stock company with limited liability on March 20, 2017
“Director(s)”	the director(s) of the Company, from time to time
“EGM”	the extraordinary general meeting of the Company to be held physically on Monday, August 31, 2026 at 11:00 a.m. at Room 702, 7th Floor, Building 9, North 4th Ring Road West, Haidian District, Beijing, China, or any adjournment thereof
“Group”	the Company and its subsidiaries, from time to time
“H Share(s)” or “Share(s)”	overseas listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	August 7, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



Beijing Zhongke WengeAI Science and Technology Co., Ltd.

北京中科聞歌科技股份有限公司

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

(Stock Code: 1956)

Executive Directors:

Wang Lei (王磊)

Luo Yin (羅引)

Qu Baoyu (曲寶玉)

Cao Jia (曹家)

Zhang Xina (張西娜)

*Registered Office and Head Office
in the PRC:*

Room 717, 7th Floor

Building 9, North 4th Ring Road West

Haidian District

Beijing, China

Non-executive Director:

Zhou Jun (周軍)

Principal Place of Business

in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai, Hong Kong

Independent Non-executive Directors:

Xu Huansheng (徐歡生)

Gu Fenling (顧奮玲)

Jiang Xianling (蔣先玲)

August 11, 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(2) NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF 2026**

1. INTRODUCTION

Reference is made to the announcement of the Company dated July 27, 2026 in relation to the proposed adjustment of the business scope of the Company and the proposed amendments to the Articles of Association (the “**Announcement**”). Unless otherwise specified, capitalized terms used in this circular shall have the same meanings as those defined in the Announcement.

The purpose of this circular is to provide you with, among other things, the notice of the EGM, and to provide relevant details for you to make informed decisions on the resolution proposed for voting at the EGM.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To accommodate the Company's business development needs, on July 27, 2026, the Board resolved to propose that the Company's business scope be amended by adding the following item: "Licensed items: Value-added telecommunications services of the second category. (For projects subject to approval according to law, business activities may be carried out only after approval by the relevant authorities, and the specific business items shall be subject to the approval documents or permits of the relevant authorities)."

To reflect (i) the proposed adjustment of the Company's business scope, (ii) the issuance of 14,834,600 H Shares in connection with the Global Offering as disclosed in the prospectus and formal notice of the Company dated June 17, 2026, and (iii) the issuance of 1,335,000 H Shares in connection with the partial exercise of the over-allotment option as disclosed in the announcement of the Company dated July 24, 2026, the Board proposed to make certain amendments to the existing Articles of Association, including consequential amendments and other housekeeping changes (the "**Proposed Amendments**").

Except for the Proposed Amendments, the content of the other chapters and articles of the existing Articles of Association shall remain unchanged. The final amendments shall be subject to the approval by the competent registration authority in charge of the Company. The Proposed Amendments to adjust the Company's business scope are subject to the approval of the Shareholders by special resolution at the EGM.

Details of the Proposed Amendments are set out in Appendix I to this circular. The English translation of the Proposed Amendments is for reference only. In case of any discrepancy or inconsistency between the Chinese version and its English translation, the Chinese version shall prevail.

The legal advisers to the Company as to Hong Kong laws, Kirkland & Ellis, have confirmed that the Proposed Amendments to the existing Articles of Association conform with the requirements of the Listing Rules and the legal advisers to the Company as to PRC laws, Commerce & Finance Law Office, have confirmed that the Proposed Amendments to the existing Articles of Association are not inconsistent with applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments to the existing Articles of Association for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

3. EGM AND PROXY ARRANGEMENT

The notice convening the EGM is set out on pages 8 to 9 of this circular and will be published and available for downloading on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.wenge.com). The form of proxy for use at the EGM is enclosed with this circular.

To be valid, whether or not you are able to attend the EGM, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarized copy of that power of attorney or authority at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e., not later than 11:00 a.m. on Sunday, August 30, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

For the purpose of determining the Shareholders entitled to attend and vote at the EGM, the register of members of the H Shares has been scheduled to close from Wednesday, August 26, 2026 to Monday, August 31, 2026 (both days inclusive), during which no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on Monday, August 31, 2026 shall be entitled to attend and vote at the EGM.

In order to be eligible to attend and vote at the EGM, holders of H Shares whose transfer documents have not been registered are required to deposit all properly completed share transfer forms together with the relevant share certificates to 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 for registration no later than 4:30 p.m. on Tuesday, August 25, 2026.

In accordance with the Listing Rules, any votes of Shareholders at the EGM will be taken by poll. The Company will announce the results of the poll after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

4. CLOSURE OF REGISTER OF MEMBERS

Shareholders who intend to attend the EGM are required to deposit the share certificates accompanied by relevant transfer documents 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 no later than 4:30 p.m. on Tuesday, August 25, 2026. Shareholders whose names appear on the register of members of the Company on Monday, August 31, 2026 shall be entitled to attend and vote at the EGM. The register of members of the Company will be closed from Wednesday, August 26, 2026 to Monday, August 31, 2026 (both days inclusive), during which period no transfer of Shares will be registered.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge 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.

6. RECOMMENDATION

The Directors consider that the resolution in relation to the Proposed Amendments is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

By order of the Board
**Beijing Zhongke WengeAI Science and
Technology Co., Ltd.**
Dr. Wang Lei
Executive Director and Chairman of the Board

Details of the Proposed Amendments are set out below:

Article/ Section Number	Original Content	Amended Content
Article 3	The Company has, on March 24, 2026, completed the record-filing with the China Securities Regulatory Commission (the “CSRC”), and on [•], 2026, been approved by The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) for the initial public offering of [•] H Shares, and the H Shares were listed on the Main Board of the Hong Kong Stock Exchange on [•], 2026.	The Company has, on March 24, 2026, completed the record-filing with the China Securities Regulatory Commission (the “CSRC”), and on [•], 2026, been approved by The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) for the initial public offering of <u>14,834,600</u> H Shares <u>(before the over-allotment option is exercised in full)</u> , and the H Shares were listed on the Main Board of the Hong Kong Stock Exchange on <u>June 26</u> , 2026.
Article 6	The registered capital of the Company is RMB[•] million.	The registered capital of the Company is RMB <u>174,436,207</u> .
Article 14	As registered according to law, the business scope of the Company is: General items: Technical services, technology development, technical consulting, technical exchange, technical transfer, technology promotion; Software development; Software sales; Software outsourcing services; Network and information security software development; Artificial intelligence application software development; Wholesale of computer software, hardware and auxiliary equipment; Retail of computer software, hardware and auxiliary equipment. (Except for projects that require approval according to law, the Company may carry out business activities independently with its business license in accordance with the law) (The Company shall not engage in business activities prohibited or restricted by national and Beijing industrial policies.)	As registered according to law, the business scope of the Company is: General items: Technical services, technology development, technical consulting, technical exchange, technical transfer, technology promotion; Software development; Software sales; Software outsourcing services; Network and information security software development; Artificial intelligence application software development; Wholesale of computer software, hardware and auxiliary equipment; Retail of computer software, hardware and auxiliary equipment. (Except for projects that require approval according to law, the Company may carry out business activities independently with its business license in accordance with the law) <u>Licensed items: Value-added telecommunications services of the second category. (For projects subject to approval according to law, business activities may be carried out only after approval by the relevant authorities, and the specific business items shall be subject to the approval documents or permits of the relevant authorities)</u> (The Company shall not engage in business activities prohibited or restricted by national and Beijing industrial policies.)

Article/ Section Number	Original Content	Amended Content
Article 21	The total number of shares of the Company is [•] shares, all of which are ordinary shares.	The total number of shares of the Company is <u>174,436,207</u> shares, all of which are ordinary shares.
Section II	The Company shall implement an internal audit system, staffed with full-time internal audit personnel, to conduct internal audit and supervision over the Company's financial revenues and expenditures and economic activities. Article 153 The Company's internal audit system and the duties of the internal audit personnel shall be implemented after approval by the board of directors. The head of internal audit shall be responsible to the board of directors and report its work to the board of directors.	Article 153 The Company shall implement an internal audit system, staffed with full-time internal audit personnel, to conduct internal audit and supervision over the Company's financial revenues and expenditures and economic activities. Article <u>154</u> The Company's internal audit system and the duties of the internal audit personnel shall be implemented after approval by the board of directors. The head of internal audit shall be responsible to the board of directors and report its work to the board of directors.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF 2026

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



Beijing Zhongke WengeAI Science and Technology Co., Ltd.

北京中科聞歌科技股份有限公司

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

(Stock Code: 1956)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF 2026

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of 2026 (the “EGM”) of Beijing Zhongke WengeAI Science and Technology Co., Ltd. (北京中科聞歌科技股份有限公司) (the “Company”) will be held physically at 11:00 a.m. on Monday, August 31, 2026 at Room 702, 7th Floor, Building 9, North 4th Ring Road West, Haidian District, Beijing, China for the purpose of considering and, if deemed appropriate, approving the following resolution by way of special resolution:

To consider and approve the proposed amendments to the existing articles of association of the Company as set out in Appendix I to the circular dated August 11, 2026 of the Company.

CLOSURE OF REGISTER OF MEMBERS

Shareholders who intend to attend the EGM are required to deposit the share certificates accompanied by relevant transfer documents 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 no later than 4:30 p.m. on Tuesday, August 25, 2026. Shareholders whose names appear on the register of members of the Company on Monday, August 31, 2026 shall be entitled to attend and vote at the EGM. The register of members of the Company will be closed from Wednesday, August 26, 2026 to Monday, August 31, 2026 (both days inclusive), during which period no transfer of Shares will be registered.

By order of the Board
**Beijing Zhongke WengeAI Science and
Technology Co., Ltd.**
Dr. Wang Lei
Executive Director and Chairman of the Board

Beijing, the PRC, August 11, 2026

As at the date of this notice, the Board comprises (i) Dr. Wang Lei, Dr. Luo Yin, Mr. Qu Baoyu, Mr. Cao Jia and Ms. Zhang Xina as executive Directors; (ii) Mr. Zhou Jun as non-executive Director; and (iii) Mr. Xu Huansheng, Ms. Gu Fenling and Ms. Jiang Xianling as independent non-executive Directors.

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF 2026

Notes:

- (1) Unless the context otherwise stated, capitalized terms used in this notice shall have the meanings as those defined in the circular of the Company dated August 11, 2026.
- (2) The details of the aforesaid resolution proposed at the EGM are set out in the circular of the Company dated August 11, 2026.
- (3) All votes of the resolution at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.wenge.com) in accordance with the Listing Rules.
- (4) Any Shareholder entitled to attend and vote at the EGM can appoint one or more proxies to attend and vote at the EGM on his/her behalf. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and type of Shares in respect of which each proxy is so appointed.
- (5) 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 authorized in writing. If the Shareholder is a corporation, the form of proxy shall be affixed with its common seal or under the hand of its director or attorney or other officer duly authorized. If the form of proxy is signed by the attorney of the Shareholder, the power of attorney or other authorization document shall be notarized. 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 (i.e. no later than 11:00 a.m. on Sunday, August 30, 2026 (Hong Kong time)) 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 from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) Shareholders shall produce their identification documents when attending the EGM.
- (7) If a proxy attends the EGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the EGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of any authorization documents issued by such corporate Shareholder.
- (8) The EGM is expected to last for about one hour. Shareholders who attend the EGM (in person or by proxy) shall bear their own traveling, accommodation, and other expenses.
- (9) The contact information of the Company is as follows:

Address : Board of Directors Office
Beijing Zhongke WengeAI Science and Technology Co., Ltd.
(北京中科聞歌科技股份有限公司)
Room 717, 7th Floor
Building 9, North 4th Ring Road West
Haidian District
Beijing, China

Postal Code : 100083

Tel : (86) 010-82552712

Contact Person : Mr. Ma Li

Email : ir@wenge.com