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

潮州三环（集团）股份有限公司

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

(Stock Code: 6951)

PROPOSED CHANGE OF REGISTERED CAPITAL, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE APPENDIX THERETO

The board of directors (the “**Board**”) of Chaozhou Three-Circle (Group) Co., Ltd. (the “**Company**”) has considered and approved, among other things, the proposed change of registered capital of the Company and amendments to the existing Articles of Association and its appendix (the “**Proposed Amendments**”). Such change and amendments are intended to reflect (i) the change of registered capital and share capital of the Company; and (ii) the adjustment to the number of the Board members of the Company set out in the Rules of Procedures of the Board. Save for the Proposed Amendments, all other provisions shall remain unchanged. The Articles of Association are drawn up in Chinese. If there is any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Details of the Proposed Amendments are set out below:

Specific Proposed Amendments to the Articles of Association

Before amendment	After amendment
Article 2 Upon filing with the CSRC on [•] and with the approval of The Stock Exchange of Hong Kong Limited (“ HKSE ”) on [•], the Company made an initial public offering of [•] overseas listed ordinary shares (the “ H Share ”), which were listed on the HKSE on [•].	Article 2 Upon filing with the CSRC on June 1, 2026, the Company made an initial public offering of 71,364,300 overseas listed ordinary shares (the “ H Share ”, before the exercise of the Over-Allotment Option) on The Stock Exchange of Hong Kong Limited (“ HKSE ”), together with an over-allotment of 8,856,900 shares. The aforesaid H Shares were listed on HKSE on July 9, 2026 and August 10, 2026 respectively.

Before amendment	After amendment
Article 5 The registered capital of the Company is RMB[•].	Article 5 The registered capital of the Company is RMB1,996,718,571.
Article 17 Upon completion of its initial public offering of H Shares, the total number of the Company's share shall be [•] million, all of which shall be ordinary shares, consisting of [•] million A Shares, representing [•]% of the total share capital of the Company, and [•] million H Shares, representing [•]% of the total share capital of the Company.	Article 17 The total number of the Company's shares shall be 1,996,718,571, all of which shall be ordinary shares, consisting of 1,916,497,371 A Shares, representing 95.98% of the total share capital of the Company, and 80,221,200 H Shares, representing 4.02% of the total share capital of the Company.
Article 211 Subject to the consideration and approval at the shareholders' meeting of the Company, the Articles of Association shall take effect and come into force upon the listing of the H Shares on the HKSE. In addition, the Articles of Association shall be filed with the registration authority of the Company.	Article 211 The Articles of Association shall take effect and come into force upon the date of consideration and approval at the shareholders' meeting of the Company. In addition, the Articles of Association shall be filed with the registration authority of the Company.

Specific Proposed Amendments to the Rules of Procedures of the Board

Before amendment	After amendment
Article 3 The Board of Directors of the Company shall consist of 7 directors, including 1 chairman, 1 deputy chairman, 1 employee representative director and no less than 3 independent directors, representing no less than one-third of the total number of Board members. The chairman and deputy chairman shall be elected by the Board of Directors with the approval of a majority of all directors.	Article 3 The Board of Directors of the Company shall consist of 8 directors, including 1 chairman, 1 deputy chairman, 1 employee representative director and no less than 3 independent directors, representing no less than one-third of the total number of Board members. The chairman and deputy chairman shall be elected by the Board of Directors with the approval of a majority of all directors.

Pursuant to the Articles of Association and relevant laws and regulations, the Proposed Amendments are subject to the consideration and approval by way of a special resolution passed by the shareholders of the Company at the extraordinary general meeting (the “EGM”) to be convened by the Company. The amended Articles of Association and its appendix shall take effect on the date of consideration and approval at the EGM. Prior thereto, the existing Articles of Association and its appendix shall remain in full force and effect. A circular containing, among other matters to be tabled at the EGM, details of the Proposed Amendments together with a notice convening the EGM will be dispatched to the shareholders of the Company as required in due course.

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

Hong Kong, August 27, 2026

As at the date of this announcement, the Board comprises: (i) Mr. Zhang Wanzhen and Mr. Chen Guixu as non-executive Directors; (ii) Mr. Li Gang, Mr. Ma Yanhong and Mr. Qiu Jihua as executive Directors; and (iii) Mr. Jiang Lijun, Mr. Su Yanqi and Ms. Wong Sze Wing as independent non-executive Directors.