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If you have sold or transferred all your shares in **Shenzhen Xunce Technology Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



Shenzhen Xunce Technology Co., Ltd.

深圳迅策科技股份有限公司

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

(Stock Code: 3317)

(1) PROPOSED INVESTMENT IN THE PROJECT
(2) PROPOSED FINANCING AND PROVISION OF GUARANTEES
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

Unless the context otherwise requires, capitalised terms used on this cover page shall have the same meaning as those defined in the section headed "Definitions" of this circular.

A notice convening the 2026 first EGM of Shenzhen Xunce Technology Co., Ltd. (the "**Company**") to be held at Conference Room, 66/F, Tower A, Building 2, Shenzhen Bay Innovation Technology Center, No 3156 Keyuan South Road, Gaoxin Community, Yuehai Street, Nanshan District, Shenzhen, PRC at 10:00 a.m. on Monday, 28 September 2026 is set out on pages 13 to 14 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

9 September 2026

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DEFINITIONS

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

“AI”	means artificial intelligence
“Articles of Association”	means the articles of association of the Company, as amended from time to time
“Board”	means the board of Directors of the Company
“Company”	means Shenzhen Xunce Technology Co., Ltd. (深圳迅策科技股份有限公司), a joint stock company with limited liability incorporated in the PRC, the issued H Shares of which are listed on the Stock Exchange (stock code: 3317)
“Directors”	means the directors of the Company
“EGM”	means the extraordinary general meeting of the Company to be convened and held at Conference Room, 66/F, Tower A, Building 2, Shenzhen Bay Innovation Technology Center, No 3156 Keyuan South Road, Gaoxin Community, Yuehai Street, Nanshan District, Shenzhen, PRC on Monday, 28 September 2026, or where the context so admits, any adjournment thereof, notice of which is set out in this circular
“Financing”	means the proposed syndicated loan facilities to be obtained by Xunshen Technology of up to RMB10,000,000,000 from certain financial institutions, which are parties independent of the Company and its connected persons, for the purpose of the Project, details of which are set out in this circular
“Group”	means the Company and its subsidiaries from time to time, and “member of the Group” means any or a specific one of them
“Guarantees”	means the proposed guarantees of up to RMB10,000,000,000 to be provided by the Group in respect of the Financing, details of which are set out in this circular
“H Share(s)”	means the ordinary foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in HK dollars and listed on the Stock Exchange
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	means 7 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Maximum Guaranteed Amount”	means RMB10,000,000,000, being the maximum aggregate amount of Guarantees to be provided by the Group under the Financing
“PRC”	means 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
“Project”	means the proposed construction of an AI inference and computing centre based on computing power and data by the Group, as described in this circular
“RMB”	means Renminbi, the lawful currency of the PRC
“Share(s)”	means the share(s) of the Company with a nominal value of RMB1.00 each, including Unlisted Shares and H Shares
“Shareholder(s)”	means the holder(s) of Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Unlisted Share(s)”	means share(s) (other than H Shares) in the share capital of the Company with a nominal value of RMB1.00 each
“Xunshen Technology”	means Shenzhen Xunshen Technology Co., Ltd. (深圳迅深科技有限公司), a company established in the PRC and a wholly-owned subsidiary of the Company

LETTER FROM THE BOARD



Shenzhen Xunce Technology Co., Ltd. 深圳迅策科技股份有限公司

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

(Stock Code: 3317)

Executive Directors:

Mr. Liu Zhijian (*Chairperson & Chief Executive Officer*)

Mr. Geng Dawei

Mr. Yang Yang

Mr. Xuan Ran

Non-executive Directors:

Ms. He Jinglu

Mr. Cai Xiang

Independent Non-Executive Directors:

Mr. Wong Ti

Mr. Jiang Changjian

Ms. Tian Jiangchuan

Registered Office:

66/F, Tower A, Building 2

Shenzhen Bay Innovation Technology Center

No. 3156 Keyuan South Road

Gaoxin Community, Yuehai Street

Nanshan District, Shenzhen

Guangdong Province, PRC

Principal Place of Business in

Hong Kong:

Room 1920, 19/F

Lee Garden One

33 Hysan Avenue

Causeway Bay

Hong Kong

9 September 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED INVESTMENT IN THE PROJECT
(2) PROPOSED FINANCING AND PROVISION OF GUARANTEES
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the proposed investment in the Project, the proposed Financing and provision of Guarantees for a subsidiary of the Company, and the proposed amendments to the Articles of Association, and to give you notice of the EGM.

LETTER FROM THE BOARD

II. BACKGROUND

The Company is a leading AI real-time data infrastructure and analytics solution provider in China. As enterprise AI adoption accelerates, enterprises are increasingly transitioning from traditional data processing toward real-time AI-driven decision systems, where AI models require direct access to live enterprise data. To address this transition, the Company has developed a unified AI data infrastructure that provides data tokenisation services, transforming fragmented and heterogeneous enterprise data into standardized and traceable data tokens that enable large language models and industry-specific AI applications to access and utilize enterprise data in real time. The Company's solutions enable enterprise customers to reduce costs, improve operational efficiency, maximize business value per token, and make more agile, data-driven business decisions.

Built on a full-chain AI data infrastructure spanning the entire enterprise data lifecycle, the Company's solutions cover data acquisition, cleansing, standardisation, labelling, modelling, real-time stream computing, AI agent development and large model fine-tuning. Public and private enterprise data deployed across multi-cloud and on-premises environments are integrated through the Company's AI data infrastructure, supporting enterprise AI applications across the data lifecycle. From the underlying data foundation to upper-layer intelligent applications, the Company is connecting computing power to algorithms with a unified AI data infrastructure, empowering real-time intelligent decision-making across various industries.

In addition, in line with its current business strategies, the Company is committed to expanding its capabilities in real-time computing infrastructure. In 2026, the Company entered into a series of strategic collaborations to expand the deployment of AI data infrastructure across emerging AI application scenarios, which included collaborations to develop integrated hardware-software solutions that combine computing infrastructure with the Company's AI data infrastructure and data tokenisation capabilities for enterprise AI deployment across vertical industries.

In light of the latest market development in the PRC and overseas, evolving trends in customers' demand and the Company's business development, there has been a substantial increase in the scale of computing power equipment and ancillary investment required for the implementation of the Group's customer projects and business. To complement the Group's existing business and support the execution of its growth strategies, keep abreast of the trend towards higher-end development in the industry, optimise the Company's industrial layout, promote business development and enhance its core competitiveness, the Company proposes to invest, through Xunshen Technology, in the construction of an AI inference and computing centre based on computing power and data, namely, the Project.

In order to facilitate the proposed investment in the Project, the Company intends to obtain the proposed Financing and provide the Guarantees.

LETTER FROM THE BOARD

III. PROPOSED INVESTMENT IN THE PROJECT

The Project focuses on the computing power infrastructure sector and will principally engage in the business of computing power services through the setting up of stable and efficient computing clusters and the establishment of a standardised hardware system for such services. The Project is driven by clearly identified market demand for computing power and builds on a mature internet data centre operating model to establish a stable and efficient computing power service platform. The overall investment in the Project will focus on the deployment of computing clusters.

Under the Project, the Company proposes to establish a computing power infrastructure base and invest in the construction of a standardised internet data centre and computing power service facilities. On that basis, it will also establish a research and development centre, purchase the requisite equipment and facilities, and increase investment in research and development for key application scenarios such as AI computing enablement, cloud data processing and high-performance computing services. The focus will be on achieving breakthroughs in core technologies such as optimisation of computing power scheduling, enhancement of computing energy efficiency, and secure operation and maintenance of computing power infrastructure, accelerating the development and market adoption of standardised computing power service products, and strengthening the Company's overall presence in the computing power industry in the Greater Bay Area.

The total investment amount of the Project is estimated to be no more than RMB12,000,000,000. This estimate is based on current market conditions; however, due to changes in market conditions, the investment amount of the Project may fluctuate. Approximately 90% of the total investment amount is expected to be applied towards fixed asset investment under the Project.

The overall period of the Project is five years, with implementation to be carried out in phases by the Company. Building on the Company's existing technology and market expertise, implementation of the Project is highly synergistic with the Company's principal business and is in line with the trend towards higher-end development in the industry. In addition, it is expected that the Project will accelerate the commercialisation of research and development results, bolster the Company's reserves of technologies and new products, continue to improve financial performance of the Company.

As at the Latest Practicable Date, the Company had not entered into any binding agreement in relation to its proposed investment in the Project with any third party.

LETTER FROM THE BOARD

Reasons and Benefits

The Company is committed to continuously enhancing its capabilities in vertical AI model optimization and real-time computing power infrastructure. The Company's decision to undertake the Project is based on comprehensive consideration of the latest market development in the PRC and overseas, evolving trends in customers' demand and the Company's business development. It is expected that the Project will complement the existing business of the Group and support the execution of its growth strategies as the Project will directly address the essential demand for computing power in the AI industry, effectively resolve the mismatch between supply and demand for computing power in the industry, improve the regional computing power infrastructure system and empower the intelligent transformation of industries, and is therefore highly necessary to support the growth strategies of the Company.

(1) *Meeting the essential computing power demand arising from the rapid development of the AI industry*

The AI large model industry in the PRC continues to expand, with continued increase in model parameter counts, training data volumes and iteration frequencies, driving exponential growth in demand for computing power. Traditional fragmented computing resources and general-purpose server computing power cannot meet the intensive, high-concurrency and long-duration training needs of AI large models. As the shortfall in high-end graphic processing unit (GPU) computing power continues to widen, specialised, large-scale computing power services are urgently needed to bridge the market gap.

(2) *Addressing pain points arising from the mismatch between industry supply and demand for computing power*

The industry commonly faces the pain points of high costs and high idle rates for self-built computing capacity, insufficient peak computing power and slow upgrade cycles. Standardised computing power services enable the market-based optimisation and allocation of computing power resources, allowing users to access computing power on demand, thereby effectively reducing fixed asset investment and trial-and-error costs. Suppliers, meanwhile, can improve computing power utilisation through centralised operations and maximise resource value.

(3) *Supporting the regional digital economy and intelligent transformation*

Computing power is a core productive force of the digital economy and a key foundation for fields such as AI, intelligent manufacturing, smart government and smart healthcare. The Project is expected to improve the regional computing power infrastructure system, empower digital and intelligent upgrades across industries, foster an AI innovation ecosystem, and drive coordinated development across upstream and downstream hardware, software, algorithms and applications.

In light of the above, the Board is of the view that the proposed investment contemplated under the Project is in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Source of Funding

The Company will rely on the Financing and its internal resources for funding the Project. Notwithstanding the substantial amount of investment to be incurred by the Company with respect to the Project, the Company will strengthen fund management and implement the Project on a phased basis, and such investment is not expected to have a material adverse effect on the Company's financial condition and operating results. In the long term, if the Project is to be implemented, the Company's core competitiveness and financial performance are expected to improve to a certain extent.

Approval Procedures

According to Article 42 and Article 78 of the Articles of Association, as the proposed investment contemplated under the Project may involve the purchase of major assets in excess of 30% of the Company's total assets in its latest audited accounts, the Project shall be subject to approval of the Shareholders by way of a special resolution with Shareholders holding two-thirds of voting rights present at the EGM having approved the resolution.

The Project has been considered and approved by the Board and is hereby proposed to the EGM for consideration and approval as a special resolution.

The Board proposes to authorize the chairman of the Board, or his designated authorized representative to execute all agreements and documents relating to the Project subject to the conditions above.

As at the Latest Practicable Date, the Company had not entered into any specific transactions in relation to its investment in the Project which is subject to disclosure and/or Shareholders' approval requirements under Chapter 14 of the Listing Rules. In the event the Company proposes to enter into any transaction in relation to the Project that is subject to Chapter 14 of the Listing Rules or any other applicable Listing Rules, the Company will comply with all applicable requirements under the Listing Rules, including the announcement and/or Shareholders' approval requirements where necessary.

IV. PROPOSED FINANCING AND PROVISION OF GUARANTEES

The Group plans to obtain syndicated loan facilities through Xunshen Technology, a wholly-owned subsidiary of the Company, of up to RMB10,000,000,000 from certain financial institutions, which are parties independent of the Company and its connected persons, for the purpose of investing in the Project.

As Xunshen Technology, which operates as a separate business entity, does not have sufficient net assets or credit standing on its own to meet the approval requirements for such financing, the Group expects to provide guarantees to Xunshen Technology in support of such syndicated loan facilities. The amount being guaranteed shall not exceed RMB10,000,000,000, being the Maximum Guaranteed Amount.

Accordingly, the Company intends to seek an authorisation from its Shareholders for the proposed Financing and the provision of the Guarantees within the Maximum Guaranteed Amount for a term of 12 months starting from the date of approval by the EGM. In the event that any agreement in relation to the Financing and Guarantees has been entered into during the above 12-month period, the said period will automatically be extended until the date on which the Financing and the Guarantees are fully implemented, subject to the conditions set out below.

As at the Latest Practicable Date, the Company had not entered into any legally binding agreement in relation to the proposed Financing and the Guarantees with any party.

LETTER FROM THE BOARD

The details of the proposed Financing and the Guarantees are as follows:

(i) Reasons for entering into the Financing and the Guarantees

To align with the Group's growth strategies, business layout and division of responsibilities, the Company proposes to designate Xunshen Technology as the dedicated platform for operating the Group's computing power chain business, which will set up and operate computing clusters and undertake new business opportunities. The proceeds from the Financing will be used for the Project including the procurement of servers, network configuration, storage, operation and maintenance, and insurance; and the leasing of data centre space, racks and power. The servers purchased will mainly be used to provide cloud computing power services to customers. Given that the overall capital investment required for the Project is expected to be substantial, Xunshen Technology is unable to complete the financing independently given its limited overall financing capacity. To ensure the smooth progress of the Project, alleviate pressure on the turnover of the Company's own funds and mitigate the risk of the Project being stalled due to a funding shortfall, the Group proposes to raise dedicated funds for the Project by applying for syndicated loan facilities as contemplated under the Financing.

The proposed Financing and the provision of the Guarantees are conducive to improving the overall financing efficiency of the Company. The Maximum Guaranteed Amount has been determined with reference to the Company's business development plans and the operational and financing needs of Xunshen Technology in respect of the Project, thereby facilitating the smooth conduct of the financing activities of the Company and Xunshen Technology. The Board therefore proposes that the Shareholders shall, at the EGM, consider and approve the above-mentioned Financing and Guarantees and authorise the Board to consider and approve the specific matters relating to the Financing and Guarantees within the scope of the Maximum Guaranteed Amount.

(ii) Basic information of the Financing

The Company expects that the Financing will be structured as a syndicated loan facility, with Xunshen Technology as the borrower, a syndicate of external financial institutions as the lenders and the Company as the guarantor. The facility will provide a total credit line of up to RMB10,000,000,000, with a term of 5 years and an interest rate to be agreed between the syndicate and the borrower.

LETTER FROM THE BOARD

(iii) Basic information of the Guarantees

The Maximum Guaranteed Amount is determined based on the anticipated scale of the syndicated loan facilities of up to RMB10,000,000,000 to be applied for by Xunshen Technology.

The Guarantees are currently expected to be provided by way of (i) a joint and several liability guarantee provided by the Company; (ii) a pledge of the Company's equity interest in Xunshen Technology; (iii) a mortgage over the computing power equipment of the Project; and (iv) a pledge of receivables arising from computing power services of the Group. The Guarantees shall not exceed the Company's shareholding ratio in Xunshen Technology, being 100%. The Guarantees shall remain in effect until all secured debts have been settled in full.

As at the Latest Practicable Date, as the Financing and the Guarantees would be subject to Shareholders' approval and the Group was still in discussions and negotiations with potential financial institutions, no relevant agreements had been entered into by the Group in relation to the Financing and the Guarantees. As the discussions are still on-going, there is no assurance that any financing may ultimately materialise as a result thereof. The final composition of the syndicated lenders, the committed amounts and the terms of the Guarantees are to be confirmed subject to internal approvals.

There was no overdue guarantee as at the Latest Practicable Date.

In the event that the Financing and the Guarantees having been approved by the Shareholders at the EGM and definitive agreements in relation to the Financing and the Guarantees having been signed, the Company will closely monitor the outstanding guarantee balance and the repayment capability of Xunshen Technology, strengthen its risk management and internal control measures, and effectively manage guarantee-related risks. The Company will also procure Xunshen Technology to pursue independent financing arrangements and, where practicable, reduce the extent of guarantees to be provided by the Company.

(iv) Approval Procedures

As at the Latest Practicable Date, the debt-to-asset ratio of Xunshen Technology exceeded 70% and the Maximum Guaranteed Amount would have exceeded 30% of the Company's total assets in its latest audited accounts. Accordingly, any guarantee to be provided by the Company to Xunshen Technology should be approved by way of special resolution with Shareholders holding more than two-thirds of the voting rights present at the Shareholders meeting having approved the resolution pursuant to Article 43 and Article 78 of the Articles of Association.

The Financing and the Guarantees have been considered and approved by the Board and are hereby proposed to the Shareholders for consideration and approval by way of a special resolution at the EGM, and authorise the Board to consider and approve the specific matters relating to the Financing and the Guarantees within the scope of the Maximum Guaranteed Amount.

The Board proposes to authorize the chairman of the Board, or his designated authorized representative to execute all agreements and documents relating to the Financing and the provision of the Guarantees within the approved limits.

LETTER FROM THE BOARD

V. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As the Company's business continues to expand, it is expected that its existing scope of business may no longer fully support its future operational and development needs including its proposed investment in computing power chain. The Company therefore proposes to optimise and adjust its existing scope of business and make corresponding amendments to the Articles of Association by adding Class I value-added telecommunications business to its registered business scope for conducting related business in the future together with other ancillary amendments.

For details of the proposed amendments, please refer to Appendix I to this circular.

Shareholders are advised that the Articles of Association are prepared in Chinese. In the event of any discrepancy between the Chinese version and the English translation of the Articles of Association, the Chinese version shall prevail.

The Company's legal advisers as to Hong Kong law and PRC law have respectively confirmed that the proposed amendments conform with the requirements under the Listing Rules (where applicable) and applicable PRC laws. The Company confirms that there is nothing unusual about the proposed amendments for a company incorporated in the PRC and listed on the Stock Exchange.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM. Upon such approval, the Board proposes to authorise the chairman of the Board, the general manager, the joint company secretaries and/or such other persons as they may further authorise, acting individually or jointly, to effect the relevant amendments to the Articles of Association and to complete the corresponding filing and registration formalities with the Company's registration authority and other relevant government authorities in the PRC and Hong Kong, if applicable.

EGM

Set out on pages 13 to 14 of this circular is a notice convening the EGM to consider and, if appropriate, to approve the special resolutions relating to the proposed investment in the Project, the proposed Financing and Guarantees, and the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed. Shareholders who intend to appoint a proxy to attend the EGM on their behalf must complete and return the relevant form of proxy in accordance with the instructions printed thereon as soon as possible. In order to be valid, the form of proxy must be lodged with the Company's headquarters and principal place of business in the PRC at 66/F, Tower A, Building 2, Shenzhen Bay Innovation Technology Center, No. 3156 Keyuan South Road, Gaoxin Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, the PRC (for holders of Unlisted Shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) not later than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be) (i.e., before 10:00 a.m. on Friday, 25 September 2026). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

As at the Latest Practicable Date, to the best knowledge of the Directors and having made all reasonable enquiries, no Shareholder had any material interest in the proposed investment in the Project, the proposed Financing or Guarantees or the proposed amendments to the Articles of Association. As such, no Shareholder is required to abstain from voting on the resolutions in relation thereto.

VI. 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.

VII. RECOMMENDATIONS

The Board considers that the resolutions proposed at the EGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By order of the Board
Shenzhen Xunce Technology Co., Ltd.
Mr. Liu Zhijian

Chairperson, Executive Director and Chief Executive Officer

Set out below are the proposed amendments to the Articles of Association, with deletions shown in strike-through and the additions or revisions shown in bold and underline, for ease of reference:

- Article 5 The registered capital of the Company is RMB~~32,997.74 million~~**330,816,940**.
- Article 14 As registered in accordance with law, the scope of business of the Company includes: Network technology development (excluding Internet access services); development, design, sale, technical services of computer software; computer system integration; webpage design; technology development, consulting and sale of computers, office equipment automation, electronic products, digital products and peripheral accessories; R&D, design and sale of product-embedded software; planning of conferences and exhibitions; advertising design and planning, marketing planning, technical consulting, technical advisory services for products; consulting of commercial trade information; advertising business. Domestic trade agents; Internet sales (except for sales of goods that require licensing); sale of metal materials; sale of non-ferrous metal alloys~~(except for projects that require approval by law, business activities may be carried out independently in accordance with the law based on the business license)~~. **Licensed business activities: Class I value-added telecommunications business. (For projects requiring approval in accordance with law, business activities may only be carried out after approval by the relevant authorities, and the specific business activities shall be subject to the relevant approval documents or licences.)**
- Article 19 The total number of shares of the Company is ~~322.6944 million~~**330,816,940**, all of which are RMB-denominated ordinary shares.
- Article 213 The Articles of Association shall ~~become effective and come into force on 10 July 2026~~**become effective and come into force after being considered and passed at the General Meeting of the Company**. The original Articles of Association shall be automatically invalidated from the date when the Articles of Association takes effect.

NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING



Shenzhen Xunce Technology Co., Ltd. 深圳迅策科技股份有限公司

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

(Stock Code: 3317)

NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of Shenzhen Xunce Technology Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Conference Room, 66/F, Tower A, Building 2, Shenzhen Bay Innovation Technology Center, No 3156 Keyuan South Road, Gaoxin Community, Yuehai Street, Nanshan District, Shenzhen, PRC at 10:00 a.m. on Monday, 28 September 2026 for the purpose of considering and, if thought fit, approving the following resolutions as special resolutions of the Company (with or without amendments):

SPECIAL RESOLUTIONS

1. “**THAT** the proposed investment of the Group in a project to construct an AI inference and computing centre based on computing power and data in an amount of up to RMB12,000,000,000 be and is hereby approved; and **THAT** the directors of the Company (the “**Directors**”) be and are hereby authorised to take all such actions and to sign, execute and deliver all such documents, deeds, instruments and agreements as the Directors may consider necessary, desirable or expedient to implement and give effect to the foregoing.”
2. “**THAT** the proposed financing to be obtained by Shenzhen Xunshen Technology Co., Ltd., a wholly-owned subsidiary of the Company, of up to RMB10,000,000,000 from parties independent of the Company and its connected persons and the proposed guarantees to be provided by the Group for such financing for up to RMB10,000,000,000 in aggregate be and are hereby approved; and **THAT** the Directors be and are hereby authorised to take all such actions and to sign, execute and deliver all such documents, deeds, instruments and agreements as the Directors may consider necessary, desirable or expedient to implement and give effect to the foregoing.”

NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

3. “**THAT** the proposed amendments to the articles of association of the Company be and are hereby approved.”

(For details of the above resolutions, please refer to the Circular of the Company dated 9 September 2026.)

By order of the Board
Shenzhen Xunce Technology Co., Ltd.
Mr. Liu Zhijian
Chairperson, Executive Director and Chief Executive Officer

The PRC, 9 September 2026

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. 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 such proxy is so appointed.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be lodged with the Company's headquarters and principal place of business in the PRC at 66/F, Tower A, Building 2, Shenzhen Bay Innovation Technology Center, No. 3156 Keyuan South Road, Gaoxin Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, the PRC (for holders of Unlisted Shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) not later than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be) (i.e., before 10:00 a.m. on Friday, 25 September 2026). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting (or any adjourned meeting thereof) if they so wish.
4. For the purpose of ascertaining the shareholders' rights of attending and voting at the Meeting, the register of members of the Company will be closed from Wednesday, 23 September 2026 to Monday, 28 September 2026, both days inclusive, during which period no transfer of shares shall be effected. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 22 September 2026. The Record date will be Monday, 28 September 2026.
5. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the Meeting.
6. Contact Details of the Company:
Address: 66/F, Tower A, Building 2, Shenzhen Bay Innovation Technology Center, No. 3156 Keyuan South Road, Gaoxin Community, Yuehai Street, Nanshan District, Shenzhen, Guangdong Province, the PRC
Liaison: Investor Relations Ms. Chen
Telephone: 0755-86667844
Email: ir@xuncotech.com

As at the date of this notice, the Board comprises Mr. Liu Zhijian, Mr. Geng Dawei, Mr. Yang Yang and Mr. Xuan Ran as executive Directors; Ms. He Jinglu and Mr. Cai Xiang as non-executive Directors, and Mr. Wong Ti, Mr. Jiang Changjian and Ms. Tian Jiangchuan as independent non-executive Directors.