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拿 森 科 技

NASN Intelligent Tech (Zhejiang) Co., Ltd.

拿森智能科技(浙江)股份有限公司

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

(Stock Code: 2261)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the prospectus of NASN Intelligent Tech (Zhejiang) Co., Ltd. (the “**Company**”) dated July 30, 2026 and the announcement of allotment results dated August 6, 2026. The Company has completed the issuance of a total of 57,594,500 overseas listed shares (H shares) and its listing on the Main Board of the Stock Exchange (the “**Listing**”), increasing the total share capital of the Company to 594,984,292 shares.

In light of the actual circumstances of the Company after its Listing and domestic and overseas regulatory requirements, the Company proposes to amend certain articles of the articles of association of the Company (the “**Articles of Association**”) (the “**Proposed Amendments**”). Details are set out in the appendix to this announcement. Save for the amendments set out in the appendix, other articles of the existing Articles of Association shall remain unchanged. The English version of the Articles of Association is a translation of the Chinese version. In case of any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

The Proposed Amendments are subject to the approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at a general meeting. The amended Articles of Association shall take effect from the date of approval at the general meeting. Until then, the existing Articles of Association shall remain in full force and effect. A circular containing, among other things, details of the above resolution, together with a notice of the general meeting, will be published on the website of HKEXnews (www.hkexnews.hk) and the website of the Company (www.nasn-auto.com), and will be despatched to Shareholders who have opted to receive printed copies, in due course.

By order of the Board
NASN Intelligent Tech (Zhejiang) Co., Ltd.
Mr. Tao Zhe
*Executive Director, Chairman of the Board
and chief executive officer*

Hong Kong, September 24, 2026

As at the date of this announcement, the Board of Directors of the Company comprises (i) Mr. Tao Zhe, Ms. Liu Qian and Dr. Lin Yi as executive Directors; (ii) Ms. Liu Limei, Mr. Wang Jianming and Mr. Yeh Kuantai as non-executive Directors; and (iii) Mr. Fan Chi Chiu, Mr. Jiang Zhenyu and Dr. Wang Yao as independent non-executive Directors.

APPENDIX

Before Amendment	After Amendment
Article 3 The Company obtained a filing notice for its overseas issuance and listing from the China Securities Regulatory Commission (the “CSRC”) on 9 April 2026, and was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “HKEX”) on [date]. The Company issued [•] shares on the Hong Kong Stock Exchange (including [•] shares issued upon the exercise of the over-allotment option), all of which are ordinary shares with a nominal value of RMB[•] each.	Article 3 The Company obtained a filing notice for its overseas issuance and listing from the China Securities Regulatory Commission (the “CSRC”) on 9 April 2026, and was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “HKEX”) on 7 August 2026. The Company issued <u>57,594,500</u> shares on the Hong Kong Stock Exchange, all of which are ordinary shares.
Article 6 The registered capital of the Company is RMB[•] ten thousand.	Article 6 The registered capital of the Company is RMB<u>37,186,518.25</u>.

Before Amendment	After Amendment
Article 8 The legal representative of the Company is the chairman of the Board. The resignation of the chairman of the Board shall be deemed as a concurrent resignation from the position of legal representative. Upon the resignation of the legal representative, the Company shall appoint a new legal representative within thirty days from the date of such resignation. The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Any restrictions on the powers of the legal representative stipulated in these Articles of Association or by the general meeting shall not be asserted against a bona fide counterparty. If the legal representative causes harm to others in the course of performing his/her duties, the Company shall bear the civil liability. After the Company has borne civil liability, it may seek recourse against the legal representative at fault in accordance with the provisions of the law or these Articles of Association.	Article 8 The legal representative of the Company is the <u>manager</u>. The resignation of the <u>manager</u> shall be deemed as a concurrent resignation from the position of legal representative. Upon the resignation of the legal representative, the Company shall appoint a new legal representative within thirty days from the date of such resignation. The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Any restrictions on the powers of the legal representative stipulated in these Articles of Association or by the general meeting shall not be asserted against a bona fide counterparty. If the legal representative causes harm to others in the course of performing his/her duties, the Company shall bear the civil liability. After the Company has borne civil liability, it may seek recourse against the legal representative at fault in accordance with the provisions of the law or these Articles of Association.

Before Amendment	After Amendment
Article 86 Before a vote is taken on a proposal at a general meeting, two shareholder representatives shall be elected to act as vote counters and scrutineers. If a matter under consideration involves a conflict of interest for a shareholder, such shareholder and their proxy shall not participate in the vote counting and scrutinising. When a vote is taken on a proposal at a general meeting, shareholder representatives shall be jointly responsible for counting and scrutinising the votes. The voting results shall be announced on the spot, and the voting results of the resolution shall be recorded in the meeting minutes. Company shareholders or their proxies who vote online or by other means shall have the right to check their voting results through the corresponding voting system.	Article 86 Before a vote is taken on a proposal at a general meeting, two shareholder representatives shall be elected to act as vote counters and scrutineers. If a matter under consideration involves a conflict of interest for a shareholder, such shareholder and their proxy shall not participate in the vote counting and scrutinising, <u>except where the number of shareholders attending the meeting in person is insufficient.</u> When a vote is taken on a proposal at a general meeting, shareholder representatives shall be jointly responsible for counting and scrutinising the votes. The voting results shall be announced on the spot, and the voting results of the resolution shall be recorded in the meeting minutes. Company shareholders or their proxies who vote online or by other means shall have the right to check their voting results through the corresponding voting system.

Before Amendment	After Amendment
Article 92 If a proposal for the election of directors is passed at a general meeting, the new directors shall take office on the date the resolution is passed at the general meeting. If the general meeting passes a proposal concerning dividend distribution; bonus issue or conversion of capital reserve into share capital, the Company shall implement the specific plan within 2 months after the conclusion of the general meeting. If the specific plan cannot be implemented within 2 months due to the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date may be adjusted accordingly in accordance with such provisions and actual circumstances.	Article 92 If a proposal for the election of directors is passed at a general meeting, the new directors shall take office on the date the resolution is passed at the general meeting. If the general meeting passes a proposal concerning dividend distribution <u>or</u> bonus issue, the Company shall implement the specific plan within 6 months after the conclusion of the general meeting. If the specific plan cannot be implemented within 6 months due to the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date may be adjusted accordingly in accordance with such provisions and actual circumstances.
Article 96 Directors shall comply with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, owe a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their position to seek improper benefits. A director owes the following duties of loyalty to the Company: (i) shall not misappropriate the Company's property or embezzle the Company's funds;	Article 96 Directors shall comply with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, owe a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their position to seek improper benefits. A director owes the following duties of loyalty to the Company: (i) shall not misappropriate the Company's property or embezzle the Company's funds;

Before Amendment	After Amendment
(ii) shall not deposit the Company's funds in an account opened in his/her own name or in the name of another individual; (iii) shall not use his/her position to solicit bribes or receive other illegal income; (iv) shall not, without reporting to the Board of Directors or the general meeting and having the matter passed by a resolution of the Board of Directors or the general meeting in accordance with these Articles of Association, directly or indirectly enter into a contract or conduct a transaction with the Company; (v) shall not take advantage of his/her position to seek for himself or for others any business opportunity that should belong to the Company, except where he has reported to the Board of Directors or the general meeting and the matter has been passed by a resolution of the general meeting, or where the Company is unable to take advantage of such business opportunity in accordance with laws, administrative regulations or the Articles of Association; (vi) shall not, without reporting to the Board of Directors or the general meeting and having the matter passed by a resolution of the general meeting, engage in for his/her own account or for another person any business of the same type as that of the Company;	(ii) shall not deposit the Company's funds in an account opened in his/her own name or in the name of another individual; (iii) shall not use his/her position to solicit bribes or receive other illegal income; (iv) shall not, without reporting to the Board of Directors and having the matter passed by a resolution of the Board of Directors, directly or indirectly enter into a contract or conduct a transaction with the Company; (v) shall not take advantage of his/her position to seek for himself or for others any business opportunity that should belong to the Company, except where he has reported to the Board of Directors and the matter has been passed by a resolution of <u>the Board of Directors</u>, or where the Company is unable to take advantage of such business opportunity in accordance with laws, administrative regulations or the Articles of Association; (vi) shall not, without reporting to the Board of Directors and having the matter passed by a resolution of <u>the Board of Directors</u>, engage in for his/her own account or for another person any business of the same type as that of the Company;

Before Amendment	After Amendment
(vii) shall not accept for his/her own benefit any commission from a transaction of the Company with others; (viii) shall not disclose the Company's secrets without authorization; (ix) shall not use his/her related (connected) relationship to harm the interests of the Company; (x) other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Any income obtained by a director in violation of this article shall belong to the Company; if any loss is caused to the Company, he shall be liable for compensation. The provisions of paragraph 2, item (iv) of this article shall apply to close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their close relatives, and other persons connected with the directors and senior management, when they enter into contracts or conduct transactions with the Company.	(vii) shall not accept for his/her own benefit any commission from a transaction of the Company with others; (viii) shall not disclose the Company's secrets without authorization; (ix) shall not use his/her related (connected) relationship to harm the interests of the Company; (x) other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Any income obtained by a director in violation of this article shall belong to the Company; if any loss is caused to the Company, he shall be liable for compensation. The provisions of paragraph 2, item (iv) of this article shall apply to close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their close relatives, and other persons connected with the directors and senior management, when they enter into contracts or conduct transactions with the Company.

Before Amendment	After Amendment
Article 127 The Company shall establish a special meeting mechanism attended exclusively by independent non-executive directors. Matters such as connected transactions to be considered by the Board of Directors shall be subject to prior approval at a special meeting of independent non-executive directors. The Company shall convene special meetings of independent non-executive directors on a regular or ad hoc basis. The matters listed in items (i) to (iii) of the first paragraph of Article 126 of these Articles of Association shall be considered at a special meeting of independent non-executive directors. Special meetings of independent non-executive directors may, as needed, study and discuss other matters of the Company. Special meetings of independent non-executive directors shall be convened and presided over by an independent non-executive director jointly elected by more than half of all independent non-executive directors; if the convener fails to or is unable to perform his/her duties, two or more independent non-executive directors may convene the meeting themselves and elect a representative to preside.	Article 127 The Company shall establish a special meeting mechanism attended exclusively by independent non-executive directors. Matters such as connected transactions to be considered by <u>the general meeting</u> shall be subject to prior approval at a special meeting of independent non-executive directors. The Company shall convene special meetings of independent non-executive directors on a regular or ad hoc basis. The matters listed in items (i) to (iii) of the first paragraph of Article 126 of these Articles of Association shall be considered at a special meeting of independent non-executive directors. Special meetings of independent non-executive directors may, as needed, study and discuss other matters of the Company. Special meetings of independent non-executive directors shall be convened and presided over by an independent non-executive director jointly elected by more than half of all independent non-executive directors; if the convener fails to or is unable to perform his/her duties, two or more independent non-executive directors may convene the meeting themselves and elect a representative to preside.

Before Amendment	After Amendment
Minutes shall be kept for special meetings of independent non-executive directors in accordance with regulations, and the opinions of the independent non-executive directors shall be stated in the minutes. Independent non-executive directors shall sign and confirm the meeting minutes. The Company shall provide convenience and support for the convening of special meetings of independent non-executive directors.	Minutes shall be kept for special meetings of independent non-executive directors in accordance with regulations, and the opinions of the independent non-executive directors shall be stated in the minutes. Independent non-executive directors shall sign and confirm the meeting minutes. The Company shall provide convenience and support for the convening of special meetings of independent non-executive directors.
Article 128 The Company’s Board of Directors shall establish an Audit Committee which shall exercise the powers and functions of a supervisory committee as stipulated in the PRC Company Law.	Article 128 The Company’s Board of Directors shall establish an Audit Committee which shall exercise the powers and functions of a supervisory committee as stipulated in the PRC Company Law, <u>and the Company does not establish a supervisory committee.</u>
Article 129 The Audit Committee shall consist of 3 members, who shall be non-executive directors, of which at least 2 shall be independent non-executive directors, and the convener shall be an independent non-executive director.	Article 129 <u>The members and convener of the Audit Committee shall be elected by the Board of Directors.</u> The Audit Committee shall consist of 3 members, who shall be non-executive directors, of which at least 2 shall be independent non-executive directors, and the convener shall be an independent non-executive director.

Before Amendment	After Amendment
Article 130 The Audit Committee shall hold a meeting at least once every quarter. An extraordinary meeting may be convened upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the Audit Committee may be held only if more than 2/3 of its members are present. The agenda for meetings of the Audit Committee shall be drawn up in advance, and the Company shall, in principle, provide the relevant materials and information no later than 3 days prior to the date of the meeting. The Audit Committee may request directors, senior management, internal and external audit personnel and others to attend meetings of the Audit Committee to answer questions of concern. A resolution of the Audit Committee shall be passed by more than half of the members of the Audit Committee.	Article 130 The Audit Committee shall hold a meeting at least once every <u>six months</u>. An extraordinary meeting may be convened upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the Audit Committee may be held only if more than 2/3 of its members are present. The agenda for meetings of the Audit Committee shall be drawn up in advance, and the Company shall, in principle, provide the relevant materials and information no later than 3 days prior to the date of the meeting. The Audit Committee may request directors, senior management, internal and external audit personnel and others to attend meetings of the Audit Committee to answer questions of concern. A resolution of the Audit Committee shall be passed by more than half of the members of the Audit Committee.

Before Amendment	After Amendment
Voting on resolutions of the Audit Committee shall be conducted on the basis of one vote per person. Resolutions of the Audit Committee shall be recorded in meeting minutes in accordance with regulations, which shall be true, accurate and complete, and the members of the Audit Committee present at the meeting shall sign the minutes. The minutes of Audit Committee meetings shall be properly kept. The rules of procedure for the Audit Committee shall be formulated by the Board of Directors.	Voting on resolutions of the Audit Committee shall be conducted on the basis of one vote per person. Resolutions of the Audit Committee shall be recorded in meeting minutes in accordance with regulations, which shall be true, accurate and complete, and the members of the Audit Committee present at the meeting shall sign the minutes. The minutes of Audit Committee meetings shall be properly kept. The rules of procedure for the Audit Committee shall be formulated by the Board of Directors.
Article 131 In addition to the Audit Committee, the Company's Board of Directors may establish other specialised committees such as a nomination committee and a remuneration and appraisal committee. Such specialised committees shall be accountable to the Board of Directors, perform their duties in accordance with the Articles of Association and as authorized by the Board, and their proposals shall be submitted to the Board for deliberation and decision. All members of the specialised committees shall be directors, and their composition shall comply with the relevant requirements of laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed. The Board of Directors is responsible for formulating the working rules of the specialised committees to regulate their operation.	Article 131 In addition to the Audit Committee, the Company's Board of Directors may establish other specialised committees such as a nomination committee and a remuneration and appraisal committee. Such specialised committees shall be accountable to the Board of Directors, perform their duties in accordance with the Articles of Association and as authorized by the Board. All members of the specialised committees shall be directors, and their composition shall comply with the relevant requirements of laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed. The Board of Directors is responsible for formulating the working rules of the specialised committees to regulate their operation.

Before Amendment	After Amendment
Article 138 The working rules for the general manager shall include the following: (i) the conditions, procedures for convening, and participants of the General Manager’s meetings; (ii) the respective specific duties of the General Manager and other senior management and their division of labour; (iii) the use of the Company’s funds and assets, the authority for signing major contracts, and the reporting system to the Board of Directors and the supervisory committee; (iv) other matters that the Board of Directors deems necessary.	Article 138 The working rules for the general manager shall include the following: (i) the conditions, procedures for convening, and participants of the General Manager’s meetings; (ii) the respective specific duties of the General Manager and other senior management and their division of labour; (iii) the use of the Company’s funds and assets, the authority for signing major contracts, and the reporting system to the Board of Directors; (iv) other matters that the Board of Directors deems necessary.
Article 146 After the Company’s general meeting passes a resolution on a profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within 2 months after the general meeting is held.	Article 146 After the Company’s general meeting passes a resolution on a profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within <u>6</u> months after the general meeting is held.

Before Amendment	After Amendment
Article 151 The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit department. The Company shall issue an annual internal control evaluation report based on the evaluation report issued by the internal audit department and considered by the Audit Committee, as well as other relevant materials.	Article 151 The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit department.
Article 171 When the Company reduces its registered capital, it shall prepare a balance sheet and a list of assets. The Company shall, within 10 days from the date on which the resolution for registered capital reduction is made by the general meeting, notify its creditors, and shall, within 30 days, make a public announcement in a newspaper at or above the provincial level or on the National Enterprise Credit Information Publicity System. Creditors may, within 30 days from the date of receiving the notice, or for those who have not received the notice, within 45 days from the date of the public announcement, demand the Company to repay its debts or provide a corresponding guarantee.	Article 171 When the Company reduces its registered capital, it shall prepare a balance sheet and a list of assets. The Company shall, within 10 days from the date on which the resolution for registered capital reduction is made by the general meeting, notify its creditors, and shall, within 30 days, make a public announcement in a newspaper at or above the provincial level or on the National Enterprise Credit Information Publicity System. Creditors may, within 30 days from the date of receiving the notice, or for those who have not received the notice, within 45 days from the date of the public announcement, demand the Company to repay its debts or provide a corresponding guarantee.

Before Amendment	After Amendment
When the Company reduces its registered capital, it shall correspondingly reduce the capital contributions or shares of the shareholders in proportion to their respective shareholdings, unless otherwise provided by law or these Articles of Association.	When the Company reduces its registered capital, it shall correspondingly reduce the capital contributions or shares of the shareholders in proportion to their respective shareholdings; <u>upon approval by a special resolution at a general meeting, the Company may reduce the shares of different shareholders in different proportions, or only reduce the shares held by some shareholders (hereinafter referred to as “Non-pro-rata Capital Reduction”).</u> <u>When implementing a non-pro-rata capital reduction, the Company shall not violate the mandatory provisions of applicable laws, administrative regulations, and the securities regulatory rules of the place where the Company’s shares are listed, shall perform its information disclosure obligations in accordance with applicable laws and the securities regulatory rules of the place where the Company’s shares are listed, and shall handle the registration of changes in registered capital and the cancellation of shares in accordance with the law.</u>
Article 172 After the Company has made up its losses in accordance with the provisions of Article 147 of these Articles of Association, if it still has losses, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to its shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share subscription monies.	Article 172 After the Company has made up its losses in accordance with the provisions of Article 147 of these Articles of Association, if it still has losses, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not make distributions to its shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share subscription monies.

Before Amendment	After Amendment
Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of Article 174, paragraph 2 of these Articles of Association shall not apply, but a public announcement shall be made in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date on which the resolution for capital reduction is made by the general meeting. After the Company has reduced its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits before the aggregate amount of the statutory common reserve fund and the discretionary common reserve fund reaches fifty percent of the Company's registered capital.	Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of Article 171, paragraph 2 of these Articles of Association shall not apply, but a public announcement shall be made in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date on which the resolution for capital reduction is made by the general meeting. After the Company has reduced its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits before the aggregate amount of the statutory common reserve fund and the discretionary common reserve fund reaches fifty percent of the Company's registered capital.
Article 195 These Articles of Association shall be considered and approved by the Company's general meeting and shall take effect and be implemented from the date on which the Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Amendments to these Articles of Association shall be passed by a special resolution at a general meeting. If these Articles of Association conflict with current laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, the provisions of such current laws, administrative regulations, and securities regulatory rules shall prevail.	Article 195 These Articles of Association shall <u>take effect and be implemented from the date of approval</u> by the Company's general meeting. Amendments to these Articles of Association shall be passed by a special resolution at a general meeting. If these Articles of Association conflict with current laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, the provisions of such current laws, administrative regulations, and securities regulatory rules shall prevail.