HKEX
香港交易所

# Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

**For the month ended:** 31 October 2026 Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: ZG Group (A company controlled through weighted voting rights, incorporated in the Cayman Islands with limited liability)

Date Submitted: 04 November 2026

## I. Movements in Authorised / Registered Share Capital

| 1. Class of shares | WVR ordinary shares | Type of shares | A | Listed on the Exchange (Note 1) | Yes | |
|---|---|---|---|---|---|---|
| Stock code (if listed) | 06676 | Description | Class A ordinary shares | | | |

| | Number of authorised/registered shares | Par value | | Authorised/registered share capital | |
|---|---|---|---|---|---|
| Balance at close of preceding month | 1,700,000,000 | USD | 0.00005 | USD | 85,000 |
| Increase / decrease (-) | 0 | | | USD | 0 |
| Balance at close of the month | 1,700,000,000 | USD | 0.00005 | USD | 85,000 |

| 2. Class of shares | WVR ordinary shares | Type of shares | B | Listed on the Exchange (Note 1) | No | |
|---|---|---|---|---|---|---|
| Stock code (if listed) | N/A | Description | Class B ordinary shares | | | |

| | Number of authorised/registered shares | Par value | | Authorised/registered share capital | |
|---|---|---|---|---|---|
| Balance at close of preceding month | 300,000,000 | USD | 0.00005 | USD | 15,000 |
| Increase / decrease (-) | 0 | | | USD | 0 |
| Balance at close of the month | 300,000,000 | USD | 0.00005 | USD | 15,000 |

Total authorised/registered share capital at the end of the month: USD 100,000

Remarks:

Reference is made to: (i) the circular to shareholders (the “Circular”) of Aquila Acquisition Corporation (“Aquila”) dated February 5, 2025; (ii) the announcement of Aquila dated February 27, 2025, regarding the poll results of the EGM; (iii) the announcements of Aquila dated March 3, 2025, and March 7, 2025, in relation to the Permitted Equity Financing; and (iv) the announcement of ZG Group (the "Company") dated March 7, 2025, in relation to the placement results of the Permitted Equity Financing. Unless otherwise defined, capitalized terms used in this return shall have the same meanings as those defined in the Circular.

## II. Movements in Issued Shares and/or Treasury Shares and Public Float Sufficiency Confirmation

| 1. Class of shares | WVR ordinary shares | Type of shares | A | Listed on the Exchange (Note 1) | Yes | |
|---|---|---|---|---|---|---|
| Stock code (if listed) | 06676 | Description | Class A ordinary share | | | |

| | Number of issued shares (excluding treasury shares) | Number of treasury shares | Total number of issued shares |
|---|---|---|---|
| Balance at close of preceding month | 880,782,515 | 460,500 | 881,243,015 |
| Increase / decrease (-) | 0 | 0 | |
| Balance at close of the month | 880,782,515 | 460,500 | 881,243,015 |

**Public float sufficiency confirmation (Note 4)**

| Pursuant to Main Board Rule 13.32D(1) or 19A.28D(1) / GEM Rule 17.37D(1) or 25.21D(1), we hereby confirm that, in relation to the class of shares as set out above, as at the close of the month: | |
|---|---|
| ☑ the applicable public float requirement (see below) has been complied with<br>☐ the applicable public float requirement (see below) has not been complied with | |
| The applicable minimum public float requirement for the class of shares as set out above pursuant to Main Board Rule 13.32B or 19A.28B / GEM Rule 17.37B or 25.21B (as the case may be) is: | |
| Applicable public float threshold | Initial Prescribed Threshold - 25% of the total number of issued shares in the class to which the listed shares belong (excluding treasury shares) |
| Additional information | Reference is made to the announcement of the Company dated March 10, 2025, in relation to the completion of the De-SPAC Transaction. Immediately after the completion of the De-SPAC Transaction, the Company Shares held by the Controlling Shareholders, Fatcat International Limited and the holding company of Ms. Gong Yingxin, who are core connected persons of the Company, are not counted towards the public float.<br>Save as provided above, the Company Shares held by other shareholders of the Company are counted towards the public float. Based on the information that is publicly available to the Company and to the knowledge of the Directors, there was a sufficient public float of the Company Shares as described above as at the close of this month end. |

| 2. Class of shares | WVR ordinary shares | Type of shares | B | Listed on the Exchange (Note 1) | No | |
|---|---|---|---|---|---|---|
| Stock code (if listed) | N/A | Description | Class B ordinary share | | | |

| | Number of issued shares (excluding treasury shares) | Number of treasury shares | Total number of issued shares |
|---|---|---|---|
| Balance at close of preceding month | 190,945,862 | 0 | 190,945,862 |
| Increase / decrease (-) | 0 | 0 | |
| Balance at close of the month | 190,945,862 | 0 | 190,945,862 |

## III. Details of Movements in Issued Shares and/or Treasury Shares

### (A). Share Options (under Share Option Schemes of the Issuer)

| 1. Class of shares | WVR ordinary shares | Type of shares | A | Listed on the Exchange (Note 1) | Yes | |
|---|---|---|---|---|---|---|
| Stock code (if listed) | 06676 | Description | | | | |

| Particulars of share option scheme | | Number of share options outstanding at close of preceding month | Movement during the month | | Number of share options outstanding at close of the month | Number of new shares issued during the month pursuant thereto (A1) | Number of treasury shares transferred out of treasury during the month pursuant thereto (A2) | Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month | The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month |
|---|---|---|---|---|---|---|---|---|---|
| 1). | 2023 Pre-Listing Share Option Scheme adopted on July 14, 2023 | 15,004,926 | | 0 | 15,004,926 | 0 | 0 | 12,284,032 | 0 |

General Meeting approval date (if applicable) _____

Increase in issued shares (excluding treasury shares): 0 WVR ordinary shares A (AA1)

Decrease in treasury shares: 0 WVR ordinary shares A (AA2)

Total funds raised during the month from exercise of options: HKD 0

**(B). Warrants to Issue Shares of the Issuer**

| 1. Class of shares | WVR ordinary shares | Type of shares | A | Listed on the Exchange (Note 1) | Yes | |
|---|---|---|---|---|---|---|
| Stock code (if listed) | 06676 | Description | | | | |

| | Description of Warrants | Currency | Nominal value at close of preceding month | Movement during the month | | Nominal value at close of the month | Number of new shares issued during the month pursuant thereto (B1) | Number of treasury shares transferred out of treasury during the month pursuant thereto (B2) | Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|---|---|---|
| 1). | Successor Company Listed Warrants | HKD | 0 | | 0 | 0 | 0 | 0 | 8,386,752 |

Stock code of the Warrant (if listed on the Exchange) (Note 1): 02572

Subscription price: HKD 11.5

Date of expiry:

General Meeting approval date (if applicable):

| 2. Class of shares | WVR ordinary shares | Type of shares | A | Listed on the Exchange (Note 1) | Yes | |
|---|---|---|---|---|---|---|
| Stock code (if listed) | 06676 | Description | | | | |

| | Description of Warrants | Currency | Nominal value at close of preceding month | Movement during the month | | Nominal value at close of the month | Number of new shares issued during the month pursuant thereto (B1) | Number of treasury shares transferred out of treasury during the month pursuant thereto (B2) | Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|---|---|---|
| 1). | Successor Company Promoter Warrants | HKD | 0 | | 0 | 0 | 0 | 0 | 10,877,608 |

Stock code of the Warrant (if listed on the Exchange) (Note 1):

Subscription price: HKD 11.5

Date of expiry:

General Meeting approval date (if applicable):

Increase in issued shares (excluding treasury shares): 0 WVR ordinary shares A (BB1)

Decrease in treasury shares: 0 WVR ordinary shares A (BB2)

Remarks:

Each Successor Company Warrant (a Successor Company Listed Warrant or a Successor Company Promoter Warrant) will be excisable on a cashless basis for one Successor Company Class A Share per Successor Company Warrant at the warrant exercise price of HK$11.50. In no event will a Successor Company Warrant entitle its holder to receive more than 0.361 of a Successor Company Class A Share.

**(C). Convertibles (i.e. Convertible into Shares of the Issuer)** Not applicable

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)**

| 1. Class of shares | WVR ordinary shares | Type of shares | A | Listed on the Exchange (Note 1) | Yes | |
|---|---|---|---|---|---|---|
| Stock code (if listed) | 06676 | Description | | | | |

| | Description of other agreements or arrangements | General Meeting approval date (if applicable) | Number of new shares issued during the month pursuant thereto (D1) | Number of treasury shares transferred out of treasury during the month pursuant thereto (D2) | Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month |
|---|---|---|---|---|---|
| 1). | Promoter Earn-out and Lock-up Agreement | 27 February 2025 | 0 | 0 | 12,508,125 |

Increase in issued shares (excluding treasury shares): 0 WVR ordinary shares A (DD1)

Decrease in treasury shares: 0 WVR ordinary shares A (DD2)

**(E). Other Movements in Issued Shares and/or Treasury Shares** Not applicable

| | | |
|---|---|---|
| Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1): | 0 | WVR ordinary shares A |
| Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2): | 0 | WVR ordinary shares A |

## IV. Information about Hong Kong Depositary Receipt (HDR)

Not applicable

## V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:
(Note 5)

(i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv) all the securities of each class are in all respects identical (Note 6);

(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;

(vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Meng Long

Title: Joint Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.

2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".

   In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".

3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.

4. "Initial Prescribed Threshold", "Alternative Threshold" and "market value" have the meanings ascribed thereto under Main Board Rule 13.32A or 19A.28A / GEM Rule 17.37A or 25.21A. See also Main Board Rule 13.32D(4) or 19A.28D(4) / GEM Rule 17.37D(4) or 25.21D(4) on the basis of the public float disclosure.

5. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.

6. "Identical" means in this context:

   - the securities are of the same nominal value with the same amount called up or paid up;
   - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
   - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.