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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)

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS FOR THE SECOND SESSION OF THE BOARD AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RELATED CORPORATE GOVERNANCE SYSTEMS

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS FOR THE SECOND SESSION OF THE BOARD

The board (the "**Board**") of directors (the "**Director(s)**") of Shenzhen Xunce Technology Co., Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces that the term of office of the first session of the Board will expire on 22 December 2026. The first session of the Board currently consists of nine Directors, namely 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.

Mr. Geng Dawei ("**Mr. Geng**") will not offer himself for re-election at the forthcoming second extraordinary general meeting in 2026 of the Company (the "**EGM**"), due to the internal re-allocation of work in the Group. He will retire as an executive Director and cease to act as the general manager of the Company upon the conclusion of the EGM. Mr. Geng will remain serving as a director of several subsidiaries of the Company. Mr. Geng has confirmed that he has no disagreement with the Board during his term of office and there is no matter relating to his retirement that is required to be brought to the attention of the shareholders of the Company (the "**Shareholders**") or The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The Board would like to take this opportunity to express its sincere gratitude to Mr. Geng for his valuable contributions to the Company during his tenure of office.

In light of Mr. Geng's retirement upon the conclusion of the forthcoming EGM, the Board proposes that Ms. He Jinglu be re-designated as an executive Director, and that Ms. Duan Suhan be elected as a non-executive Director to succeed Ms. He Jinglu's position as non-executive Director.

Pursuant to the Company Law of the People's Republic of China (the "**Company Law**") and the articles of association of the Company (the "**Articles of Association**"), the Board has nominated candidates for re-election and election as Directors for the second session of the Board. The proposed candidates for the second session of the Board are as follows:

Candidates subject to re-election

Executive Directors
Mr. Liu Zhijian, Mr. Yang Yang, and Mr. Xuan Ran

Non-executive Director
Mr. Cai Xiang

Independent non-executive Directors
Mr. Wong Ti, Mr. Jiang Changjian, and Ms. Tian Jiangchuan

Candidates subject to election

Executive Director
Ms. He Jinglu (re-designation from current position as non-executive Director)

Non-executive Director
Ms. Duan Suhan

The proposed re-election and election of the above Director candidates will be subject to approval by the Shareholders by way of ordinary resolutions at the EGM. Upon approval of their re-election and election by the Shareholders at the EGM, in accordance with the Articles of Association, the above Director candidates will form the second session of the Board. The term of office of each of the above candidates shall be a term of three years commencing from the date of approval of their re-election and election by the Shareholders at the EGM, and each Director shall be eligible for re-election upon the expiry of his/her term of office.

Following the review at the meeting of the nomination committee of the first session of the Board (the "**Nomination Committee**"), the above Director candidates meet the qualification requirements for Directors under relevant laws, administrative regulations, the Company's director nomination policy and board diversity policy, and other normative documents, and none of them is subject to any circumstance under the Company Law, the Articles of Association or otherwise that would prohibit him/her from serving as a Director. The educational backgrounds and work experience of the three independent non-executive Director candidates enable them to discharge the duties of independent non-executive Directors. The biographical details of the Director candidates are set out in Appendix I to this announcement.

Each of Mr. Wong Ti, Mr. Jiang Changjian and Ms. Tian Jiangchuan, being the candidates for independent non-executive Directors, has confirmed that: (i) he/she meets each of relevant independence standards set out in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries, and does not have any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence at the time of nomination. The Nomination Committee and the Board have assessed and reviewed the independence of each of the candidates for independent non-executive Directors and are of the view that each of the candidates for independent non-executive Directors has satisfied the independence requirement.

Pursuant to the Company's board diversity policy and nomination policy, the Nomination Committee reviewed the occupation, work experience, qualifications and performance of each of the independent non-executive Director candidates since their respective dates of appointment and found their performance satisfactory. Accordingly, the Nomination Committee has made recommendations to the Board for the re-elections of the independent non-executive Director candidates. As further described in the biographical details of the independent non-executive Director candidates as set out in "Appendix I − Biographical details of the Director Candidates" to this announcement, the candidates for independent non-executive Directors possess strong and diverse educational backgrounds and have professional experience in their specialized sectors, particularly in-depth knowledge and experience in accounting, finance and corporate governance.

Having reviewed the professional suitability of the candidates for independent non-executive Directors, the Board and the Nomination Committee are of the view that their re-elections will bring valuable perspectives, skills and experience to ensure the efficient and effective operation of the Board, and the differences in their age, gender, education, background and working experience can contribute to the diversity of the Board, which is conducive to the compliant operation and healthy and sustainable development of the Company.

Save as disclosed in Appendix I to this announcement, each of the Director candidates has confirmed that: (i) he/she has not held any directorship in any other listed company in Hong Kong or overseas in the past three years, nor held any other position with the Company or any of its subsidiaries; (ii) he/she has no relationship with any Director, senior management, controlling shareholder or substantial shareholder of the Company; (iii) he/she does not have any interest in any shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); and (iv) there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The proposed remuneration of the Directors of the second session of the Board under their respective service contracts or appointment letters is determined based on their background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions. Upon recommendation of the Remuneration and Assessment Committee, it has been approved by the Board for submission to the EGM for voting. It will take effect upon approval by the EGM. The executive Directors, Mr. Liu Zhijian, Mr. Yang Yang and Mr. Xuan Ran will receive remuneration based on their actual position in the Company pursuant to relevant provisions and will not be entitled to any separate Director's fee. Ms. He Jinglu, a non-executive Director proposed to be re-designated as an executive Director, will receive Director's remuneration of RMB1,586,400.00 per annum (before tax) from the Company. The non-executive Directors, Mr. Cai Xiang and Ms. Duan Suhan will each receive Director's remuneration of HK$600,000.00 (before tax) per annum from the Company. The independent non-executive Directors, Mr. Wong Ti, Mr. Jiang Changjian and Ms. Tian Jiangchuan, will each receive a director's remuneration of HK$600,000.00 (before tax) per annum from the Company.

The term of office of the first session of the Board shall end on the date the second session of the Board takes office.To ensure the normal operation of the Board, prior to the election of the second session of the Board, the first session of the Board will continue to perform its duties in accordance with the relevant laws and regulations and the Articles of Association until the second session of the Board takes office.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND RELATED CORPORATE GOVERNANCE SYSTEMS

As the Company's overseas business strategy further develops, it is expected that the existing scope of business may no longer fully support its future operational and development needs, including the conduct of technology export, technology trade and import and export agency businesses. The Company therefore proposes to expand its existing scope of business by adding "import and export of goods; import and export of technology; import and export agency" to its registered business scope and make corresponding amendments to the Articles of Association for conducting such businesses in the future.

Certain promoters of the Company have changed their names. To ensure that the information contained in the Articles of Association is accurate, it is proposed that the names of such promoters in the Articles of Association be updated.

In addition, in order to further improve the corporate governance structure and optimize the composition of the Board, in accordance with relevant provisions of the Company Law, the Articles of Association and based on the actual circumstances of the Company, the Company proposes to establish the position of Vice Chairman of the Board and make corresponding amendments to the relevant provisions of Articles of Association and its appendices on the related corporate governance systems, namely the Rules of Procedure for General Meetings of Shenzhen Xunce Technology Co., Ltd. (《深圳迅策科技股份有限公司股東會議事規則》) and the Rules of Procedure for the Board of Shenzhen Xunce Technology Co., Ltd. (《深圳迅策科技股份有限公司董事會議事規則》), to reflect such change.

The proposed amendments to the Articles of Association will be subject to approval by the Shareholders by way of special resolution at the forthcoming EGM.

GENERAL

The Company will convene the EGM on 18 December 2026 for Shareholders to consider and, if thought fit, to approve, among other things, (a) the proposed re-election and election of Directors for the second session of the Board, and (b) the proposed amendments to the Articles of Association.

A circular containing, among other things, details of (a) the proposed re-election and election of Directors for the second session of the Board; and (b) the proposed amendments to the Articles of Association, together with a notice of the EGM, will be despatched to the Shareholders as soon as practicable.

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

The PRC, 27 November 2026

As at the date of this announcement, 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.

Mr. Liu Zhijian (劉志堅), aged 46, joined the Group in April 2016 and has been serving as the chief executive officer and a Director since December 2016. Mr. Liu served as the chairman of the Board from September 2017 to June 2019 and was selected as the chairman of the Board since December 2023. He was re-designated as an executive Director in February 2024. Mr. Liu is primarily responsible for the overall strategic planning, marketing and operation management of the Group. Mr. Liu is the son of Mr. Liu Chengxi, a member of the single largest group of shareholders of the Company.

Mr. Liu has extensive work experience in the asset management and corporate management industries. Prior to founding the Company, Mr. Liu worked in The Royal Bank of Scotland, where he joined in July 2006 as a graduate trainee and left in August 2012 with his last position as a director. Mr. Liu also served as an executive director of China Development Bank International Investment Limited (國開國際投資有限公司), a company listed on the Stock Exchange (HKEX: 1062), from September 2012 to May 2015.

Mr. Liu obtained his bachelor's degree in electronic science and technology from Tsinghua University (清華大學) in the PRC in July 2004. Mr. Liu obtained his master's degree in electrical and electronic engineering from the Hong Kong University of Science and Technology in Hong Kong in November 2006. Mr. Liu is currently pursuing an Executive Master of Business Administration (EMBA) degree at the PBC School of Finance, Tsinghua University (清華大學五道口金融學院) in the PRC from September 2021. Mr. Liu is a Yale Sinovation Fellow (耶魯創新學者) awarded by the Yale School of Management.

Mr. Yang Yang (楊陽), aged 42, joined as the chief technology officer of the Company in April 2016 and has been a Director since September 2017. He was re-designated as an executive Director in February 2024. Mr. Yang is primarily responsible for overall product development and engineer team management of the Group. Mr. Yang also serves as a director of Shanghai Kaiyu Information Technology Co., Ltd. (上海愷域信息科技有限公司), Shanghai Kuanrui Information Technology Co., Ltd. (上海寬睿信息科技有限責任公司), Xunce Technology Pte. Ltd. and Xunce Technology HK Limited, all of which are subsidiaries of the Company.

Prior to joining the Group, Mr. Yang worked at Tencent Technology (Shenzhen) Company Limited (騰訊科技(深圳)有限公司), a wholly-owned subsidiary of Tencent Holdings Limited (騰訊控股有限公司), a company listed on the Stock Exchange (HKEX: 700), from September 2009 to December 2011. Mr. Yang also worked at Shenzhen Futu Network Technology Co., Ltd. (深圳市富途網絡科技有限公司), a wholly-owned subsidiary of Futu Holdings Limited, a company listed on the Nasdaq (NASDAQ: FUTU), from February 2012 to May 2013. Mr. Yang then worked at Shenzhen iDreamSky Technology Co., Ltd. (深圳市創夢天地科技有限公司), a wholly-owned subsidiary of iDreamSky Technology Holdings Limited (創夢天地科技控股有限公司), a company listed on the Stock Exchange (HKEX: 1119), from June 2013 to March 2015.

Mr. Yang obtained his bachelor's degree in electrical engineering automation from China University of Petroleum (East China) (中國石油大學(華東)) in the PRC in July 2006. Mr. Yang obtained his master's degree in software theory from Jilin University (吉林大學) in the PRC in June 2009. Mr. Yang obtained his EMBA degree from Guanghua School of Management, Peking University (北京大學光華管理學院) in the PRC in July 2024.

Mr. Xuan Ran (宣然), aged 38, joined as the president of the Company in April 2018 and has been a Director since January 2019. He was re-designated as an executive Director in February 2024 and was appointed as the joint company secretary and chief financial officer of the Company. Mr. Xuan is primarily responsible for delivery and pre-sales, marketing and business operations, as well as finance management of the Group. Mr. Xuan serves as a director of a number of subsidiaries of the Company, being Beijing Xunjing Technology Co., Ltd.* (北京迅京科技有限公司), Hangzhou Xunhang Technology Co., Ltd.* (杭州迅杭科技有限公司), Shenzhen Xunpeng Technology Co., Ltd.* (深圳迅朋科技有限公司), Shenzhen Xunce Robotics Technology Co., Ltd.* (深圳迅策機器人科技有限公司), Wuhan Xunchuang Token Intelligent Technology Co., Ltd.* (武漢迅創詞元智能科技有限公司), Beijing Dongfangzhichuang Token Technology Co., Ltd.* (北京東方智創詞元科技有限公司), Shanghai Kaiyu Information Technology Co., Ltd.* (上海愷域信息科技有限公司), Shanghai Kuanrui Information Technology Co., Ltd.* (上海寬睿信息科技有限責任公司) and Xunce Technology Pte. Ltd.. Mr. Xuan also serves as a supervisor of a number of subsidiaries of the Company, being Shenzhen Xunshen Technology Co., Ltd.* (深圳迅深科技有限公司), Shanghai Xunli Technology Co., Ltd.* (上海迅理科技有限公司) and Beijing Huayinshangce Data Technology Co., Ltd.* (北京華隱熵策數據科技有限公司).

Mr. Xuan currently serves as a director of Boyun Jianri (Shenzhen) Intelligent Technology Co., Ltd. (撥雲見日(深圳)智能科技有限公司) since June 2021. Prior to joining the Group, Mr. Xuan worked in Hudsun Technology Inc. (恒生電子股份有限公司), a company listed on Shanghai Stock Exchange (SSE: 600570), as the head of the engineering team of the customer service center capital pipeline investment innovation implementation department from July 2011 to May 2016, where he was primarily responsible for implementation delivery and pre-sales.

Mr. Xuan was awarded Forbes Asia 30 Under 30 in 2018. Mr. Xuan obtained his bachelor's degree in software engineering from Dalian University of Technology (大連理工大學) in the PRC in June 2011. Mr. Xuan completed the VC STAR project in Cheung Kong Graduate School of Business (長江商學院) in the PRC in July 2020. Mr. Xuan obtained his MBA degree from the School of Economics and Management, Tsinghua University (清華大學經濟管理學院) in the PRC in April 2025.

Ms. He Jinglu (賀璟璐), aged 41, was appointed as a non-executive Director in June 2026. Ms. He is primarily responsible for providing professional advice and guidance to the Board. Upon election as an executive Director at the EGM, Ms. He will be responsible for government relations, public relations, operation management and marketing related affairs of the Group.

Ms. He obtained her Master of Business Administration degree from Peking University in July 2021. She is also an alumna of Harvard Business School. Ms. He has years of experience in corporate operations and business management. She worked at Shenzhen Zhongqi Asset Management Co., Ltd. (深圳重器資產管理有限公司) from 2015 to 2025, and at Bosera Asset Management Co., Limited from 2012 to 2015. Prior to 2012, she also worked at China Resources Power Holdings Company Limited (a company listed on the Stock Exchange (HKEX: 836)), where she was responsible for public relations and investor relations.

The Company will enter into a new director's service contract with Ms. He upon the approval of her election as an executive Director at the EGM. The term of office of Ms. He will be three years commencing from the date of the approval of her election as executive Director at the EGM. Upon expiration of her term, she shall be eligible for re-election in accordance with the Articles of Association.

Mr. Cai Xiang (蔡祥), aged 48, was appointed as a non-executive Director in February 2024. Mr. Cai is primarily responsible for providing professional advice and guidance to the Board.

Mr. Cai currently is a founding partner of Unilink Capital. Prior to that, he served as a partner of Huaren Culture (Shanghai) Equity Investment Management Co., Ltd. (華人文化(上海)股權投資管理有限公司). Mr. Cai worked at SenseTime Investment Limited, an indirectly wholly-owned subsidiary of SenseTime Group Inc., a company listed on the Stock Exchange (HKEX: 20), as a managing director of investment department since he joined SenseTime in 2018. Prior to working at SenseTime, Mr. Cai worked at Deutsche Bank AG, Hong Kong Branch as a director at the Division of Corporate Finance. Mr. Cai worked at HSBC Group as a director of CF-Strategic Equity FIN prior to joining Deutsche Bank AG, Hong Kong Branch. Prior to that, Mr. Cai worked at UBS AG where he served as an executive director. Mr. Cai graduated from Fudan University (復旦大學) in the PRC in July 2000, majoring in international economics. Mr. Cai obtained his JD and PhD degrees from Cornell University in the United States in May 2006 and January 2007, respectively.

Ms. Duan Suhan (段蘇函, whose former name was Duan Hua (段華)), aged 50, received her Doctor of Business Administration degree from UCSI University in November 2025.

From December 1997 to September 2011, Ms. Duan held various positions at the Shenzhen Entry-Exit Border Inspection General Station, including trainee police officer, clerk, section officer and deputy section officer at the Shekou Border Inspection Station, as well as deputy section officer and senior section officer at the Shenzhen Bay Entry-Exit Border Inspection Station. From March 2014 to July 2016, she served as vice president at Southern Galaxy Valley Co., Ltd.* (南方銀谷科技有限公司). From July 2016 to July 2021, she served as managing partner at Shenzhen Share Growth Investment Management Co., Ltd.* (深圳市分享成長投資管理有限公司). Since December 2021, she has served as chairwoman and general manager of Shenzhen Dingjin Intelligent Technology Co., Ltd.* (深圳鼎金智能科技有限公司).

Upon election as a non-executive Director at the EGM, Ms. Duan will be responsible for providing professional advice and guidance to the Board. The Company will enter into an appointment letter with Ms. Duan upon the approval of her election as a non-executive Director at the EGM. The term of office of Ms. Duan will be three years commencing from the date of the approval of her election as non-executive Director at the EGM. Upon expiration of her term, she shall be eligible for re-election in accordance with the Articles of Association.

Mr. Wong Ti (汪棣), aged 68, was appointed as an independent non-executive Director in February 2024 effective from December 30, 2025 (the "**Listing Date**"). Mr. Wong is primarily responsible for providing independent advice on issues relating to corporate governance, audit and the remuneration and assessment of the Directors and senior management.

Mr. Wong has over 20 years of experience in serving financial service industry clients. Mr. Wong joined PricewaterhouseCoopers Zhong Tian (普華永道中天會計師事務所) in December 1990 and has held various positions successively. Mr. Wong served as senior auditor, senior manager and partner at the PricewaterhouseCoopers Zhong Tian before retiring in June 2015.

Mr. Wong served as an independent non-executive director of China Merchants Securities Co., Ltd. (招商證券股份有限公司), a company listed on the Shanghai Stock Exchange (SSE: 600999) and the Stock Exchange (HKEX: 6099), from January 2018 to November 2022. He was an independent non-executive director of 51 Credit Card Inc., a company listed on the Stock Exchange (HKEX: 2051), from February 2018 to April 2022. Mr. Wong currently serves as an independent director of Hang Seng Bank (China) Limited (恒生銀行(中國)有限公司) since September 2022. Mr. Wong has also been serving as a supervisor at Vivasolis Biotechnology Co., Ltd. (旭昶生物科技股份有限公司).

Mr. Wong obtained his bachelor's degree in commerce from National Taiwan University in Taiwan, PRC in June 1982. Mr. Wong received his master's degree in business administration from the University of California, Los Angeles in the United States in March 1986. He was accredited as a non-practicing member of The Shanghai Institute of Certified Public Accountants in December 2015 and a Certified Public Accountant in the United States in May 1993.

Mr. Jiang Changjian (蔣昌建), aged 61, was appointed as an independent non-executive Director in February 2024 effective from the Listing Date. Mr. Jiang is primarily responsible for providing independent advice on issues relating to corporate governance, audit and the remuneration and assessment of the Directors and senior management.

Mr. Jiang has over 20 years of experience in political science, international politics, mass media and foreign policy. He has held positions with the School of International Relations and Public Affairs of Fudan University (復旦大學) since July 1997 and has been serving as an associate professor since November 2001, responsible for lecturing international relations. He has been serving as a deputy director of the Center for Global AI Innovative Governance (CGAIG, 全球人工智能創新治理中心) since July 2025. He has been serving as an independent non-executive director of Linmon Media Limited, a company listed on the Stock Exchange (HKEX: 9857), since September 2021. He has also been serving as an independent non-executive director of Red Avenue New Materials Group Co., Ltd., a company listed on the Stock Exchange (HKEX: 9607) and the Shanghai Stock Exchange (SSE: 603650), since September 2026. He was a postdoctoral researcher and a Fulbright Scholar at Yale University in the United States from August 1998 to August 1999, and served as a visiting scholar at Columbia University in the United States from March 2012 to June 2012. He served as an independent director of Sanxiang Impression Co., Ltd. (三湘印象股份有限公司), a company listed on the Shenzhen Stock Exchange (SZE: 000863), from May 2018 to June 2024, as an independent director of BGI Genomics Co., Ltd. (深圳華大基因股份有限公司), a company listed on the Shenzhen Stock Exchange (SZE: 300676), from June 2015 to June 2021, and as an independent director of Suzhou Etron Technologies Co., Ltd. (蘇州易德龍科技股份有限公司), a company listed on the Shanghai Stock Exchange (SSE: 603380), from August 2015 to August 2021.

Mr. Jiang graduated from the Department of International Politics of Fudan University (復旦大學) majoring in political theory in the PRC in April 1994, and completed his doctoral courses in political theory from Fudan University (復旦大學) in June 1997. Mr. Jiang won the championship of the first "International College Debate Competition" in August 1993 and received the "Best Debater" award.

Ms. Tian Jiangchuan (田江川), aged 38, was appointed as an independent non-executive Director in February 2024 effective from the Listing Date. Ms. Tian is primarily responsible for providing independent advice on issues relating to corporate governance, audit and the remuneration and assessment of the Directors and senior management.

Ms. Tian served as an associate director of the investment bank department at UBS Hong Kong from September 2009 to June 2014. Ms. Tian then worked at CITIC Capital from November 2014 to March 2015. After leaving CITIC Capital, Ms. Tian founded Monad Ventures, an equity investment fund focusing on enterprise software and innovation technology, in April 2015 as the managing partner. Ms. Tian obtained her bachelor's degree in economics and statistics from University College London in the United Kingdom in August 2009. Ms. Tian received the Certification of Fund Practice Qualification (基金從業資格證書) from the Asset Management Association of China (中國證券投資基金業協會) in April 2016.

* *for identification purpose only*