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**ZCZL Industrial Technology Group Company Limited**

**中創智領(鄭州)工業技術集團股份有限公司**

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

**(Stock code: 00564)**

**PROPOSED ISSUANCE OF A SHARE CONVERTIBLE  
CORPORATE BONDS TO NON-SPECIFIC INVESTORS**

**AND**

**CONNECTED TRANSACTION IN RELATION TO POSSIBLE  
SUBSCRIPTION FOR A SHARE CONVERTIBLE CORPORATE  
BONDS BY CONNECTED PERSONS**

**PROPOSED ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS TO  
NON-SPECIFIC INVESTORS**

The Company intends to apply to the Shanghai Stock Exchange for the Issuance of A Share Convertible Corporate Bonds to non-specific investors in the PRC with a total amount of not exceeding RMB4.35 billion (RMB4.35 billion inclusive). The proposed Issuance of A Share Convertible Corporate Bonds shall be subject to the approvals of the Shareholders at the EGM, the issuance and listing review of the Shanghai Stock Exchange and the registration with the CSRC.

**CONNECTED TRANSACTION IN RELATION TO POSSIBLE SUBSCRIPTION  
FOR A SHARE CONVERTIBLE CORPORATE BONDS BY CONNECTED  
PERSONS**

As at the date of this announcement, the Connected Shareholders hold 8,645,200 H Shares and 584,188,521 A Shares. the Connected Shareholders shall have the pre-emptive rights to subscribe for the A Share Convertible Corporate Bonds and the right to surrender such rights. The Connected Shareholders may subscribe for A Share Convertible Corporate Bonds with a maximum subscription amount of approximately RMB1,647,825,500.

## **LISTING RULES IMPLICATIONS**

As the Connected Shareholders are all connected persons of the Company, accordingly, the subscription of the A Share Convertible Corporate Bonds by the Connected Shareholders will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and shall be subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

In respect of the resolution to consider the Possible Subscription, as the Connected Shareholders hold 592,833,721 issued Shares, representing approximately 33.20% of the issued share capital of the Company as at the date of this announcement, they shall abstain from voting at the EGM.

The Directors who hold A Shares of the Company, namely Mr. JIAO Chengyao, Mr. JIA Hao, Mr. MENG Hechao and Mr. LI Kaishun, and Mr. CUI Kai who serves as a director of the Connected Shareholder Henan Asset Management Co., Ltd., are required to and have abstained from voting in respect of the resolution to consider the Possible Subscription at the Board meeting. The resolution on the Possible Subscription has been considered and approved by the Board. Save for the above, no other Directors are or deemed to be materially interested in the above resolution. In addition, none of the Directors have abstained or are required to abstain from voting on other resolutions considered at the Board meeting.

The Independent Board Committee has been formed by the Company to give recommendations to the Independent Shareholders on the Possible Subscription and the transactions contemplated thereunder. The Independent Financial Adviser has also been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the following matters: (i) whether or not the terms of the Possible Subscription are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) whether or not the Possible Subscription is in the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole.

All existing A Shareholders whose name appear on the register of members of A Shareholders on the registration date for the preferential placement to the A Shareholder shall have the pre-emptive right to subscribe for the A Share Convertible Corporate Bonds. No Shareholder shall enjoy any privilege by virtue of being a connected person of the Company.

The Board expects that the Company will maintain sufficient public float in compliance with the applicable minimum requirement under the Listing Rules.

## **EGM**

The resolution to consider and approve, among other things, the proposed Issuance of A Share Convertible Corporate Bonds and the Possible Subscription and the related matters thereof by the Independent Shareholders will be proposed at the EGM (and the class meetings, if still applicable at the time). The Connected Shareholders shall abstain from voting in respect of the resolution relating to the Possible Subscription of A Share Convertible Corporate Bonds at the EGM.

A circular containing, among other things, the proposed Issuance of A Share Convertible Corporate Bonds and the Possible Subscription and the related matters thereof will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zmj.com](http://www.zmj.com)) in due course. As it may take some time to finalise certain information contained in the circular, the Company may dispatch the circular 15 business days after the date of this announcement.

**Investors should be aware that the proposed Issuance of A Share Convertible Corporate Bonds is subject to the approvals of the Shareholders at the EGM, issuance and listing review of the Shanghai Stock Exchange and the registration with the CSRC. As the proposed Issuance of A Share Convertible Corporate Bonds is still subject to the fulfilment of various conditions, the Issuance of A Share Convertible Corporate Bonds may or may not proceed, or become effective. the Connected Shareholders may or may not subscribe for the A Share Convertible Corporate Bonds. Investors and Shareholders are advised by the Board to exercise caution when dealing in the securities of the Company.**

## **PROPOSED ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS TO NON-SPECIFIC INVESTORS**

The Company intends to apply to the Shanghai Stock Exchange for the Issuance of A Share Convertible Corporate Bonds to non-specific investors in the PRC with a total amount of not exceeding RMB4.35 billion (RMB4.35 billion inclusive). The proposed Issuance of A Share Convertible Corporate Bonds shall be subject to the approvals of the Shareholders at the EGM, the issuance and listing review of the Shanghai Stock Exchange and the registration with the CSRC.

Details of the Issuance of A Share Convertible Corporate Bonds are as follows:

### **1. Type of securities to be issued**

The type of the securities to be issued is convertible corporate bonds which can be converted into A Shares. The A Share Convertible Corporate Bonds and the A Shares to be converted will be listed on the Shanghai Stock Exchange.

## **2. Size of the Issuance**

The total amount of proceeds raised from the proposed Issuance of A Share Convertible Corporate Bonds will not exceed RMB4.35 billion (RMB4.35 billion inclusive). The actual amount of the proceeds raised shall be determined by the Board or its authorized persons as authorized by the shareholders' meeting of the Company within the above range.

## **3. Par value and issue price**

The A Share Convertible Corporate Bonds under the Issuance will be issued at par with a nominal value of RMB100 each.

## **4. Bonds term**

The term of the A Share Convertible Corporate Bonds under the Issuance will be 6 years from the date of the Issuance.

## **5. Coupon rate**

The method for determination of coupon rate of the A Share Convertible Corporate Bonds under the Issuance and the final interest rate for the interest accrual year shall be determined by the Board or its authorized persons as authorized by the general meeting of the Company through negotiation with the lead underwriter in accordance with national policies, market conditions and the actual conditions of the Company prior to the Issuance.

## **6. Term and method of principal and interest payment**

The interest of the A Share Convertible Corporate Bonds under the Issuance shall be paid on an annual basis. When the A Share Convertible Corporate Bonds mature, the principal of the outstanding A Share Convertible Corporate Bonds shall be repaid together with the interest accrued for the final year.

### ***(1) Calculation of annual interest***

Interest accrued for interest accrual year (the “**Annual Interest**”) refers to the interest accrued to an A Share Convertible Corporate Bondholder in each year on each anniversary of the date of the Issuance of A Share Convertible Corporate Bonds, which is calculated based on the aggregate nominal value of the A Share Convertible Corporate Bonds held by the holder.

The formula for calculating the Annual Interest is as follows:  $I = B_1 \times i$

I: refers to the amount of the Annual Interest;

B<sub>1</sub>: refers to the aggregate nominal value of the A Share Convertible Corporate Bonds under the Issuance held by an A Share Convertible Corporate Bondholder as at the record date for interest payment in that interest accrual year (“**that year**” or “**each year**”); and

i: refers to the coupon rate of the A Share Convertible Corporate Bonds under the Issuance of that year.

**(2) *Method of interest payment***

- (a) Interest of the A Share Convertible Corporate Bonds under the Issuance shall be paid on an annual basis, accruing from the date of the Issuance of A Share Convertible Corporate Bonds.
- (b) Interest payment date: the interest payment date is each anniversary date of the date of the Issuance of A Share Convertible Corporate Bonds. If such date falls on a statutory holiday or rest day, the interest payment date shall be postponed to the first business day immediately thereafter, provided that no additional interest will be accrued during the period of postponement. The period between an interest payment date and the immediately following interest payment date shall be an interest accrual year.
- (c) Record date for interest payment: the record date for interest payment in each year shall be the last trading day preceding the interest payment date. The Company shall pay the interest accrued in that year within 5 trading days from the interest payment date. The Company shall not pay any interest for that year and subsequent interest accrual years to the Bondholders who have applied to convert their A Share Convertible Corporate Bonds into A Shares on or before the record date for interest payment.
- (d) Tax payable on the interest income of A Share Convertible Corporate Bondholders under the Issuance shall be borne by such Bondholder.

**7. Conversion period**

The conversion period of the A Share Convertible Corporate Bonds under the Issuance shall commence on the first trading day immediately following the expiry of the six-month period after the date of the Issuance of A Share Convertible Corporate Bonds, and end on the maturity date of the A Share Convertible Corporate Bonds.

Bondholders shall have the option as to whether to convert their bonds into shares or not and will become shareholders of the Company on the following day after the conversion.

## **8. Determination and adjustment of the Conversion Price**

### **(1) *Basis for determining the initial Conversion Price***

The initial Conversion Price of the A Share Convertible Corporate Bonds under the Issuance shall not be lower than the average trading price of A Shares for the twenty trading days immediately preceding the date of publication of the Offering Document (in the event that the A Share price was adjusted due to ex-right and ex-dividend during such twenty trading days, the average trading price of A Shares on the trading days prior to the adjustment shall be calculated based on the price after such ex-right and ex-dividend) and the average trading price of A Shares on the immediately preceding trading day. The specific initial Conversion Price shall be determined by the Board or its authorized persons as authorized by the general meeting of the Company through negotiation with the lead underwriter based on the market conditions and the actual conditions of the Company prior to the Issuance.

The average trading price of A Shares for the immediately preceding twenty trading days = total trading amount of A Shares for the immediately preceding twenty trading days/total trading volume of A Shares for such twenty trading days.

The average trading price of A Shares for the immediately preceding trading day = total trading amount of A Shares for the immediately preceding trading day/total trading volume of A Shares for such trading day.

### **(2) *Method of adjustments and calculation formula to the Conversion Price***

Upon completion of the Issuance, in case of certain events of the Company, such as distribution of bonus shares, conversion or increase of share capital, issuance of new shares (excluding any increase in the share capital as a result of conversion of the A Share Convertible Corporate Bonds under the Issuance) or rights issue or distribution of cash dividends, the Company shall adjust the conversion price in the order of occurrence of the aforementioned events (rounded to two decimal places, with the final digit rounded up or down as appropriate). The specific adjustment method is as follows:

Distribution of bonus share or conversion or increase of share capital:  $P_1 = P_0/(1+n)$ ;

Issuance of new shares or rights issue:  $P_1 = (P_0+A \times k)/(1+k)$ ;

The above two events occurring concurrently:  $P_1 = (P_0+A \times k)/(1+n+k)$ ;

Distribution of cash dividends:  $P_1 = P_0 - D$ ;

The above three events occurring concurrently:  $P_1 = (P_0 - D + A \times k)/(1+n+k)$ ;

Of which:  $P_0$  refers to the Conversion Price before adjustment,  $n$  refers to the rate of distribution of bonus share or conversion or increase of share capital,  $k$  refers to the rate of issuance of new shares or rights issue,  $A$  refers to the price of issuance of new shares or rights issue,  $D$  refers to the cash dividend per Share, and  $P_1$  refers to the adjusted Conversion Price.

Upon occurrence of any of the abovementioned changes in the Shares and/or Shareholder's interests, the Company shall adjust the Conversion Price based on order of occurrence, and publish an announcement in relation to the adjustment of the Conversion Price on the website of Shanghai Stock Exchange and the media designated by the CSRC for information disclosure of listed companies. Such announcement shall indicate the date of adjustment to the Conversion Price, adjustment method and suspension period of share conversion (if necessary). Such announcement shall be also published at the market of Hong Kong in accordance with the Listing Rules and the Articles of Association (if necessary). If the Conversion Price adjustment date is on or after the date on which an A Share Convertible Corporate Bondholder applies for the conversion but before the registration date of the A Shares to be issued upon conversion, such conversion shall be implemented based on the Conversion Price adjusted by the Company.

In the event that the creditor's interests or the interests derived from share conversion of the A Share Convertible Corporate Bondholders are affected by the change in the Company's share class, quantity and/or Shareholders' interests due to any possible share repurchase, consolidation, division or any other circumstances, the Company shall adjust the Conversion Price based on the actual situations and in accordance with the principles of fairness, justice and equality so as to fully protect the interests of the A Share Convertible Corporate Bondholders. The details of adjustment to the Conversion Price and its implementation measures shall be determined in accordance with relevant prevailing PRC laws, regulations and the relevant requirements of the securities regulatory authorities.

## **9. Terms of downward adjustment to Conversion Price**

### ***(1) Authorization and magnitude of adjustment***

If, during the term of the A Share Convertible Corporate Bonds under the Issuance, the closing prices of A Shares on at least fifteen trading days out of any thirty consecutive trading days are no higher than 85% of the prevailing Conversion Price, the Board is entitled to propose a downward adjustment to the Conversion Price and submit the same to the general meeting for consideration and approval. In the event of an adjustment to the Conversion Price during the aforementioned thirty consecutive trading days, in respect of the trading days prior to the adjustment to the Conversion Price, the calculation shall be based on the unadjusted Conversion Price and the closing price of the A Shares on each such day, and in respect of the days on which adjustment to the Conversion Price is made and the trading days afterwards, the calculation shall be based on the adjusted Conversion Price and the closing price of the A Shares on each such day.



The abovementioned proposal shall be subject to the approval of more than two-thirds of Shareholders with voting rights who attend the general meeting. Shareholders who hold the A Share Convertible Corporate Bonds under the Issuance shall abstain from voting at such general meeting. The adjusted Conversion Price shall be no less than the higher of the average trading price of A Shares for twenty trading days immediately preceding the date of such a general meeting and the average trading price of A Shares on the trading day immediately preceding the date of such a general meeting.

**(2) *Procedures of adjustment***

In the event that the Company decides to adjust the Conversion Price downwards, the Company shall publish a general meeting resolution announcement and a Conversion Price adjustment announcement on the Shanghai Stock Exchange and the media designated by the CSRC for information disclosure of listed companies. Such announcement shall disclose information including the magnitude of the adjustment, the shareholding record date and the suspension period of share conversion. Such announcement shall be also published at the market of Hong Kong in accordance with the Listing Rules and the Articles of Association (if necessary). Application for conversion at adjusted Conversion Price shall be resumed upon the first trading day after the registration date, i.e. the Conversion Price adjustment date.

If the Conversion Price adjustment date is on or after the date on which a Bondholder applies for the conversion but before the registration date of the shares to be issued upon conversion, then such conversion shall be implemented based on the adjusted Conversion Price.

**10. Method for determining the number of A Shares for conversion**

Where an A Share Convertible Corporate Bondholder applies for the conversion during the conversion period under the Issuance, the formula for calculating the number of A Shares to be issued upon conversion is as below:  $Q = V/P$ , and rounded down to the nearest whole-share multiple.

- Q : refers to the number of A Shares of which the A Share Convertible Corporate Bondholder applies for conversion;
- V : refers to the aggregate nominal value of A Share Convertible Corporate Bonds in respect of which the A Share Convertible Corporate Bondholder applies for conversion; and
- P : refers to the prevailing Conversion Price as at the date of application for conversion.



The number of A Shares to be converted shall be in whole number where the A Share Convertible Corporate Bondholder applies for the conversion. Where the remaining balance of the A Share Convertible Corporate Bonds is insufficient to be converted into one Share, the Company shall, in accordance with the relevant regulations of the Shanghai Stock Exchange and other authorities, pay the face value of such remaining A Share Convertible Corporate Bonds and the accrued interest corresponding to such balance in cash within five trading days following the conversion date. (The calculation method for accrued interest is detailed in Section 11, “Terms of Redemption”). The payment of accrued interest for the portion of such A Share Convertible Corporate Bonds that cannot be fully converted into one share shall be processed in accordance with the relevant regulations of the securities registration agency and other authorities.

## **11. Terms of redemption**

### ***(1) Terms of redemption upon maturity***

Within five trading days upon the maturity of the A Share Convertible Corporate Bonds under the Issuance, the Company will redeem all outstanding A-share convertible bonds that have not been converted into shares from the A Share Convertible Corporate Bondholder at a price equal to the face value of the bonds plus a certain percentage (including the final annual interest payment). The specific redemption price shall be determined by the Board or its authorized persons as authorized by the general meeting through negotiation with the lead underwriter based on the market conditions upon the Issuance.

### ***(2) Terms of conditional redemption***

During the conversion period of the A Share Convertible Corporate Bonds under the Issuance, in the event of any of the following two circumstances, the Company shall have the right to redeem the whole or part of the outstanding A Share Convertible Corporate Bonds, at a price equal to the nominal value of the Convertible Bonds plus the then accrued interest:

① The closing prices of A Shares on at least fifteen trading days out of any thirty consecutive trading days during the conversion period are no less than 130% (130% inclusive) of the prevailing Conversion Price; or

② The balance of the outstanding A Share Convertible Corporate Bonds under the Issuance is lower than RMB30 million.

The redemption period of the A Share Convertible Corporate Bonds is the same as the conversion period, commencing from the first trading day after the expiration of six months following the completion of the issuance and ending on the maturity date of the A Share Convertible Corporate Bonds.

Formula for calculating the accrued interest for the current period is:  $I_A = B_2 \cdot i \cdot t / 365$ .

$I_A$ : refers to the accrued interest for the current period;

B<sub>2</sub>: refers to the aggregate nominal value of the A Share Convertible Corporate Bonds held by Bondholders under the Issuance;

i: refers to the coupon rate of the A Share Convertible Corporate Bonds for the current year; and

t: refers to the number of days on which interest is accrued, i.e. the actual number of calendar days from the last interest payment date (inclusive) up to the redemption date of the current interest accrual year (excluding the redemption date).

In the event that an adjustment to the Conversion Price is made during the aforementioned thirty consecutive trading days, in respect of the trading days prior to the adjustment, the calculation shall be based on the Conversion Price before the adjustment and the closing price of the A Shares on each such day, and in respect of the trading days on or after the adjustment, the calculation shall be based on the adjusted Conversion Price and the closing price of the A Shares on each such day.

## **12. Terms of sale back**

### ***(1) Terms of conditional sale back***

During the last two interest accrual years within the term of the A Share Convertible Corporate Bonds under the Issuance, if the closing prices of the A Shares on any thirty consecutive trading days are lower than 70% of the prevailing Conversion Price, the A Share Convertible Corporate Bondholders are entitled to sell back the whole or part of the A Share Convertible Corporate Bonds they hold to the Company at the nominal value of the bond plus the then accrued interest.

For the calculation of interest accrued for the current period, please refer to the paragraph headed “11. Terms of redemption”.

In the event that an adjustment to the Conversion Price is made due to distribution of bonus shares, conversion or increase of share capital, issuance of new shares (excluding any increase in the share capital as a result of conversion of the A Share Convertible Corporate Bonds under the Issuance) or rights issue, distribution of cash dividends during the aforementioned thirty consecutive trading days, in respect of the trading days prior to the adjustment, the calculation shall be based on the Conversion Price before the adjustment and the closing price of the A Shares on each such day, and in respect of the trading days on or after the adjustment, the calculation shall be based on the adjusted Conversion Price and the closing price of the A Shares on each such day. In the event that there is a downward adjustment to the Conversion Price, the aforesaid “thirty consecutive trading days” shall be re-counted from the first trading day following the downward adjustment to the Conversion Price.

The A Share Convertible Corporate Bondholders may exercise their sale back rights once every year when the sale back conditions have been initially satisfied according to the abovementioned agreed terms in the last two interest accrual years within the term of the A Share Convertible Corporate Bonds. Where the sale back conditions are initially satisfied and the A Share Convertible Corporate Bondholders do not apply for and exercise their sale back rights during the sale back declaration period then announced by the Company, no sale back rights may be exercised during such interest accrual years. The A Share Convertible Corporate Bondholders are not allowed to exercise part of their sale back rights for multiple times.

**(2) *Additional terms of sale back***

Where the actual use of the proceeds raised from A Share Convertible Corporate Bonds under the Issuance significantly differs from the undertakings of the use of proceeds set out by the Company in the Offering Document, and such difference is deemed a change in the use of proceeds pursuant to the relevant regulations of the CSRC or the Shanghai Stock Exchange or is considered by the CSRC and the Shanghai Stock Exchange as a change in the use of proceeds, the A Share Convertible Corporate Bondholders shall be entitled to a one-off right to sell the whole or part of the A Share Convertible Corporate Bonds they hold back to the Company at the nominal value of the bond plus the then accrued interest. Subject to additional condition of sale back, the Bondholders may sell their Convertible Bonds back to the Company during the additional sale back declaration period as announced by the Company. If the Bondholders do not exercise their sale back rights during such period, no such right may be exercised.

Formula for calculating the accrued interest for the current period is:  $I_A = B_3 * i * t / 365$ .

$I_A$ : refers to the accrued interest for the current period;

$B_3$ : refers to the aggregate nominal value of the A Share Convertible Corporate Bonds held by the A Share Convertible Corporate Bondholders under the Issuance that are to be sold back;

$i$ : refers to the coupon rate of the A Share Convertible Corporate Bonds for the current year; and

$t$ : refers to the number of days on which interest is accrued, i.e. the actual number of calendar days from the last interest payment date (inclusive) up to the sell-back date of the current interest accrual year (excluding the sell-back date).

### **13. Distribution of dividend after conversion**

As the new A Shares to be issued upon the conversion of A Share Convertible Corporate Bonds under the Issuance shall rank pari passu with all the existing A Shares, and all existing A Shareholders (including those who become Shareholders by virtue of the conversion of the A Share Convertible Corporate Bonds) whose names are recorded on the register of members of the Company on the record date for dividend distribution shall be entitled to receive the dividend of that period and enjoy equal rights and interests.

### **14. Method of the Issuance and target subscribers**

The specific method of the Issuance of A Share Convertible Corporate Bonds shall be determined by the Board or its authorized person authorized by the general meeting through negotiation with the lead underwriter in accordance with the requirements of laws and regulations. The target subscribers of the A Share Convertible Corporate Bonds are natural persons, legal persons, securities investment funds and other investors in compliance with legal requirements who have maintained securities accounts at the China Securities Depository and Clearing Corporation Limited Shanghai Branch (excluding those prohibited by the PRC laws and regulations).

### **15. Subscription arrangement for the existing A Shareholders**

The existing A Shareholders are entitled to subscribe for the A Share Convertible Corporate Bonds in priority. The existing A Shareholders shall be entitled to surrender such subscription rights. The proportion of subscription in priority by the existing A Shareholders shall be determined by the Board or its authorized person as authorized by the general meeting based on the specific conditions upon the Issuance and shall be disclosed in the announcement(s) in relation to the Issuance of A Share Convertible Corporate Bonds. The right to subscribe in priority shall be subject to the Company Law, the Listing Rules and all applicable laws, regulations and rules of any other governmental or regulatory authorities (including but not limited to rules and requirements relating to related-party transactions).

The remaining A Share Convertible Corporate Bonds which are not subject to the abovementioned pre-emptive rights of the existing A Shareholders and are not subscribed by the existing A Shareholders will be issued by way of online pricing through the trading system of the Shanghai Stock Exchange, or in a combination of offered to institutional investors offline and issued by way of online pricing through the trading system of the Shanghai Stock Exchange, and the balance shall be underwritten by the underwriters. Specific issuance method shall be determined by the Board or its authorized persons as authorized by the general meeting through negotiation with the lead underwriter of the Issuance.

## **16. Matters relating to the meetings of Bondholders**

The Company will stipulate in the prospectus the measures for protecting the Bondholders' rights, as well as the authority and procedures of the bondholders' meeting and conditions on which its resolution will become effective.

### ***(1) Rights of Convertible Bondholders:***

- (a) to receive the agreed interest based on the number of the Convertible Bonds held;
- (b) to convert the Convertible Bonds held by the Bondholders into the Company's A Shares under the conditions stipulated in the Offering Document;
- (c) to exercise the right of sale back under the conditions stipulated in the Offering Document;
- (d) to transfer, grant or pledge the Convertible Bonds held by the Bondholders in accordance with the provisions of laws, administrative regulations and the Articles of Association;
- (e) to obtain relevant information in accordance with the provisions of laws, administrative regulations and the Articles of Association;
- (f) to request the Company to repay the principal and interest of the Convertible Bonds within the agreed period and in the agreed manner as stipulated in the Offering Document;
- (g) to attend the meetings of the Bondholders, either in person or by proxy, and vote at the meetings in accordance with relevant stipulations under laws and administrative regulations, etc.; and
- (h) other rights as creditors of the Company granted by laws, administrative regulations and the Articles of Association.

### ***(2) Obligations of Convertible Bondholders:***

- (a) to comply with the relevant provisions of the terms of issuance of the Convertible Bonds by the Company;
- (b) to pay the subscription amount based on the amount of Convertible Bonds subscribed by them;
- (c) not to request the Company to repay the principal and interest of the Convertible Bonds in advance, except as required by laws, regulations, the Articles of Association or as agreed in the Offering Document;
- (d) to abide by the effective resolutions passed at the meeting of the Bondholders; and
- (e) other obligations that shall be borne by the Convertible Bondholders as required by laws, administrative regulations and the Articles of Association.

**(3) *During the term of the Convertible Bonds, a meeting of the Bondholder shall be convened upon the occurrence of any of the followings***

- (a) Intends to amend the agreements as stipulated in the Offering Document;
- (b) Intends to amend the meetings' rules for Bondholders;
- (c) Intends to change the bond trustee manager or the main content of the trust management agreement;
- (d) The Company fails to make timely payments of principal and interest on the Convertible Bonds;
- (e) The Company undergoes a capital reduction (excluding reductions resulting from share repurchases under equity incentive or employee share ownership schemes, performance commitment repurchases, or share repurchases necessary to preserve corporate value and shareholders' interests), merger, or similar events that may cause a material adverse change in solvency, requiring a decision or authorisation to implement corresponding measures;
- (f) The Company undergoes division, receivership and dissolution, files for bankruptcy, or enters bankruptcy proceedings in accordance with the law;
- (g) Material changes occur in the guarantor or collateral (if any);
- (h) Written proposal to convene a meeting is submitted by the Company or the Bondholders holding, individually or jointly, 10% or more of the total outstanding principal amount of the Convertible Bonds;
- (i) The Company's management is unable to perform its duties normally, resulting in serious uncertainty regarding the Company's ability to discharge its debts;
- (j) The Company proposes a debt restructuring plan; and
- (k) Occurrence of other events materially affecting the rights and interests of Bondholders.

**(4) *The following institutions or persons may propose in writing to convene a meeting of Bondholders***

- (a) The Board;
- (b) The Bondholders individually or jointly holding 10% or more of the total nominal value of the outstanding Convertible Bonds;
- (c) The bond trustee manager; and
- (d) Other institutions or persons as prescribed by laws, regulations, the CSRC, or the Shanghai Stock Exchange.

When the Bondholders holding, in aggregate, more than 10% of the total outstanding principal amount of the Convertible Bonds propose to convene a Bondholders' meeting, they may jointly appoint one representative as a liaison to assist the bond trustee manager in completing the relevant meeting convening procedures.

## 17. Use of proceeds

The total amount of proceeds to be raised from the Issuance of A Share Convertible Corporate Bonds to non-specific investors shall not exceed RMB4.35 billion (RMB4.35 billion inclusive). The net proceeds after deducting issuance expenses are intended to be used for the following purposes:

*Unit: RMB0'000*

Name of Project	Total investment amount	Proceeds proposed to be invested
New Energy Vehicle High-End Components Industrial Base Project	218,700	186,500
Smart Upgrade Project for High-End Hydraulic Component Production Systems	61,100	53,500
Full-Scene R&D Center Project for Intelligent Manufacturing	39,800	28,000
Intelligent Mobile Robot Manufacturing Base Project	61,900	47,000
Replenishing the Working Capital	120,000	120,000
<b>Total</b>	<b>501,500</b>	<b>435,000</b>

## 18. Guarantees

No guarantee is provided for the Issuance of A Share Convertible Corporate Bonds.

## 19. Rating

A credit rating agency with relevant qualifications will issue a credit rating report for the Issuance of A Share Convertible Corporate Bonds.

## 20. Management and deposit for proceeds raised

The Company has formulated the Administrative Measures on the Proceeds Raised. The proceeds from the Issuance will be deposited in a specific account (i.e. the dedicated account for proceeds) established by the Company. The specific account opening particulars will be determined by the Board or its authorized person prior to the Issuance.

## 21. Validity period of the Issuance plan

The validity period of the plan for the Issuance of A Share Convertible Corporate Bonds by the Company to non-specific investors shall be 12 months, with effect from the date on which the Issuance plan is considered and approved at the shareholders' meeting.



## **CONNECTED TRANSACTION IN RELATION TO POSSIBLE SUBSCRIPTION FOR A SHARE CONVERTIBLE CORPORATE BONDS BY CONNECTED PERSONS**

According to the subscription arrangement for the existing A Shareholders as set out in the plan for the Issuance of A Share Convertible Corporate Bonds, preferential placement of the A Share Convertible Corporate Bonds issued by the Company will be granted to the existing A Shareholders. The existing A Shareholders are entitled to surrender such rights. The specific amount of preferential placement to be granted to the existing A Shareholders shall be determined by the Board or its authorized person as authorized by the EGM through negotiation with the lead underwriter based on market conditions prior to the Issuance and shall be disclosed in the announcement(s) in relation to the Issuance of A Share Convertible Corporate Bonds. The preferential placement is subject to the Company Law, the Listing Rules and all applicable laws, regulations and rules of any other governmental or regulatory authorities (including but not limited to rules and requirements relating to related party transactions).

As at the date of this announcement, the Connected Shareholders hold 8,645,200 H Shares and 584,188,521 A Shares. The Connected Shareholders shall have the pre-emptive rights to subscribe for the A Share Convertible Corporate Bonds and the right to surrender such rights. the Connected Shareholders may subscribe for A Share Convertible Corporate Bonds with a maximum subscription amount of approximately RMB1,647,825,500.

The terms and conditions of the Possible Subscription for A Share Convertible Corporate Bonds by the Connected Shareholders are the same as those of subscription for A Share Convertible Corporate Bonds by other existing A Shareholders.

Assuming that 100% of the A Share Convertible Corporate Bonds under the Issuance are firstly placed to the existing A Shareholders, and the Connected Shareholders exercise the pre-emptive rights in full, based on the proportion of A Shares held by the Connected Shareholders as at the date of the Board meeting (i.e. 15 January 2026) and the maximum amount of the Convertible Bonds of RMB1,647,825,500 to be issued by the Company, the maximum amount to be subscribed by the Connected Shareholders shall be as follows:

Connected Shareholder	Number of A Shares held (Shares)	Percentage of number of A Shares held to the total number of issued A Shares %	Maximum subscription amount under the Possible Subscription for A Share Convertible Corporate Bonds (RMB0'000)
Hong Yi Investment Management (Henan) Partnership (Limited Partnership)	263,985,719	17.12	74,462.68
Henan Asset Management Co., Ltd.	69,209,157	4.49	19,521.89
Henan State-owned Capital Operation Group Co., Ltd.	178,224,597	11.56	50,271.96
Henan State-owned Capital Operation Group Investment Co., Ltd.	34,159,479	2.22	9,635.39
Henan Zhongyu Green New Energy Co., Ltd.	31,508,305	2.04	8,887.57
Mr. JIAO Chengyao	4,226,964	0.27	1,192.30
Mr. JIA Hao	2,442,300	0.16	688.90
Mr. MENG Hechao	231,000	0.01	65.16
Mr. LI Kaishun	201,000	0.01	56.70
<b>Total</b>	<b>584,188,521</b>	<b>37.88</b>	<b>164,782.55</b>

Notes:

- Henan Asset Management Co., Ltd. and Hong Yi Investment Management (Henan) Partnership (Limited Partnership) are parties acting in concert. In addition to the 69,209,157 A Shares of the Company mentioned in the table above, Henan Asset Management Co., Ltd. also holds 8,645,200 H Shares of the Company.
- Henan State-owned Capital Operation Group Investment Co., Ltd. and Henan Zhongyu Green New Energy Co., Ltd. are both wholly-owned subsidiaries of Henan State-owned Capital Operation Group Co., Ltd.

## **AUTHORIZATION TO BE GRANTED TO THE BOARD OR ITS AUTHORIZED PERSON**

Subject to approvals of the Shareholders at the EGM, the Board or its authorized person will be fully authorized to deal with the matters in relation to the Issuance of A Share Convertible Corporate Bonds at its discretion, including but not limited to determining the specific provisions and plans of the Issuance, engaging relevant intermediaries, preparing, amending and submitting relevant application materials in accordance with the requirements of regulatory authorities, executing necessary documents, amending the Articles of Association, implementing necessary procedures and taking other necessary actions.

## **REASONS FOR AND BENEFITS OF THE PROPOSED ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS AND THE POSSIBLE SUBSCRIPTION**

The plan for Issuance was approved by the Board after careful deliberation. Its implementation will facilitate the expansion of the Company's business scale and enhance its overall competitiveness, thereby increasing the interests of all shareholders. The Possible Subscription will support the smooth implementation of the Issuance and contribute to the advancement of the Company's long-term strategic decisions.

## **IMPACT OF THE PROPOSED ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

The initial Conversion Price of the A Share Convertible Corporate Bonds under the Issuance shall not be lower than the average trading price of A Shares for the twenty trading days immediately preceding the date of publication of the Offering Document (in the event that the A Share price was adjusted due to ex-right and ex-dividend during such twenty trading days, the average trading price of A Shares on the trading days prior to the adjustment shall be calculated based on the price after such ex-right and ex-dividend) and the average trading price of A Shares on the immediately preceding trading day. The specific initial Conversion Price shall be determined by the Board or its authorized persons as authorized by the general meeting of the Company through negotiation with the lead underwriter based on the market conditions and the actual conditions of the Company prior to the Issuance.

The shareholding structures of the Company as at the date of this announcement and after completion of the proposed Issuance of A Share Convertible Corporate Bonds and conversion of all the A Share Convertible Corporate Bonds into A Shares (assuming that (i) the Company issues A Share Convertible Corporate Bonds with a maximum issuance amount of RMB4.35 billion; (ii) all existing A Shareholders subscribe for A Share Convertible Corporate Bonds in full in proportion to their current shareholdings in A Shares; (iii) all A Share Convertible Corporate Bonds are fully converted into A Shares at the initial Conversion Price of RMB24.16 per Share, which shall be calculated based on the higher of the average trading price of A Shares for the twenty trading days immediately preceding the date of this announcement and the average trading price of A Shares on the immediately preceding trading day; and (iv) the Company does not issue and allot any Shares before all the A Share Convertible Corporate Bonds are converted into A Shares) are as follows:

Class of Shareholders	Immediately after completion of the proposed Issuance of A Share Convertible Corporate Bonds and conversion of all the A Share Convertible Corporate Bonds into A Shares					
	Number of Shares	Approximate percentage of the number of issued A Shares as at the date of this announcement	Approximate percentage of the number of issued Shares	Number of Shares	Approximate percentage of the number of issued A Shares	Approximate percentage of the number of issued Shares
Connected Shareholders	584,188,521 (A)	37.88%	32.72%	652,393,214(A)	37.88%	33.19%
	8,645,200 (H)	–	0.48%	8,645,200(H)	–	0.44%
Other A Shareholders	957,977,209 (A)	62.12%	53.66%	1,069,822,184(A)	62.12%	54.43%
Other H Shareholders	234,589,000 (H)	–	13.14%	234,589,000(H)	–	11.94%

*Notes:*

1. Percentages may not add up to 100% due to rounding.
2. “A” refers to A Shares and “H” refers to H Shares.

Upon the Issuance of A Share Convertible Corporate Bonds, should the Company distributes bonus shares, converts or increases share capital, issues new shares or rights issue or distributes cash dividends (excluding any increase in the share capital as a result of conversion of the A Share Convertible Corporate Bonds), the Conversion Price shall be adjusted in accordance with the sequence of occurrence of the aforementioned events as set out in the paragraph headed “8. Determination and Adjustment of the Conversion Price”.

## LISTING RULES IMPLICATIONS

As the Connected Shareholders are all connected persons of the Company, accordingly, the subscription of the A Share Convertible Corporate Bonds by the Connected Shareholders will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules and shall be subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules.

In respect of the resolution to consider the Possible Subscription, as the Connected Shareholders hold 592,833,721 issued Shares, representing approximately 33.20% of the issued share capital of the Company as at the date of this announcement, they shall abstain from voting at the EGM.

The Directors who hold A Shares of the Company, namely Mr. JIAO Chengyao, Mr. JIA Hao, Mr. MENG Hechao and Mr. LI Kaishun, and Mr. CUI Kai who serves as a director of the Connected Shareholder Henan Asset Management Co., Ltd., are required to and have abstained from voting in respect of the resolution to consider the Possible Subscription at the Board meeting. The resolution on the Possible Subscription has been considered and approved by the Board. Save for the above, no other Directors are or deemed to be materially interested in the above resolution. In addition, none of the Directors have abstained or are required to abstain from voting on other resolutions considered at the Board meeting.

The Independent Board Committee has been formed by the Company to give recommendations to the Independent Shareholders on the Possible Subscription and the transactions contemplated thereunder. The Independent Financial Adviser has also been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the following matters: (i) whether or not the terms of the Possible Subscription are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) whether or not the Possible Subscription is in the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole.

All existing A Shareholders whose name appear on the register of members of A Shareholders on the record date for the preferential placement to the A Shareholder shall have the pre-emptive right to subscribe for the A Share Convertible Corporate Bonds. No Shareholder shall enjoy any privilege by virtue of being a connected person of the Company.

The Board expects that the Company will maintain sufficient public float in compliance with the applicable minimum requirement under the Listing Rules.

## **GENERAL**

### **1. Information about the Company**

The Company is a leading comprehensive coal mining and excavating equipment manufacturer in the PRC. The principal businesses of the Company's coal mining machinery segment are complete sets of equipment for integrated coal mining, the R&D, design, production, sales and services of intelligent control system, with products used by the major coal industry groups throughout the country and successively exported to various countries. The coal mine hydraulic support with the highest supporting height and the highest working resistance globally, the domestically first whole set and intelligent equipment for integrated mining supplied by a single factory and the domestically first exported whole set equipment for integrated mining are researched and developed and manufactured by the Company. There are two brands under the auto parts segment of the Company, being SEG and ASIMCO. SEG is a world-leading technology and service provider for automobile starter motors and generators, which constantly drives auto energy conservation and emission reduction and technological innovation, leading the developments of green travel technology. Also, its technology of 48V low-voltage hybrid motors and market shares are world-leading. Relying on its high-end R&D advantages, worldwide sales network and quickly responding locally, high-voltage drive motor for new energy vehicles progresses quickly. The principal products of ASIMCO include parts using materials application technology as their core such as engine cylinder blocks and heads, camshaft and powder metallurgy products, noise and vibration absorber and brake seal, piston ring and valve seat ring. Also, ASIMCO is committed to researching and developing high-efficient and intelligent air suspension system, and strives to march into new energy automobile chassis sector, to provide high quality parts products for PRC and global auto markets.

### **2. Information about the Connected Shareholders**

Hong Yi Investment Management (Henan) Partnership (Limited Partnership) primarily engages in investment in industries such as advanced manufacturing, high-end machinery, intelligent equipment, while also providing enterprise management consulting, among other businesses. Its ultimate beneficial owner is Hongqian Enterprise Management (Henan) Co., Ltd, the executive partner. To the best of the Company's knowledge after reasonable inquiry, Hongqian Enterprise Management (Henan) Co., Ltd., the executive partner, has no actual controller. It is owned as to 34%, 33% and 33% by Zhengzhou Younaide Enterprise Management Consultancy Co., Ltd. (ultimately owned and controlled by Mr. ZHANG Yichen), Henan Jiyuan Iron and Steel (Group) Co., Ltd. (ultimately owned and controlled by Mr. LI Yutian) and Henan Hong Pu Equity Interests Investment Funding (Limited Partnership) (ultimately owned and controlled by the Henan Provincial Department of Finance), respectively. Henan Asset Management Co., Ltd. primarily engages in investment and asset management, private fund management, equity custody management and entrusted asset management services. Its ultimate beneficial owner is the Henan Provincial Department of Finance. Henan Asset Management Co., Ltd. and Hong Yi Investment Management (Henan) Partnership (Limited Partnership) are parties acting in concert.

Henan State-owned Capital Operation Group Co., Ltd. primarily engages in investment activities, financing advisory services, and socioeconomic consulting services, among other businesses. Its ultimate beneficial owner is the State-owned Assets Supervision and Administration Commission of Henan Provincial People's Government. Henan State-owned Capital Operation Group Investment Co., Ltd. is a wholly-owned subsidiary of Henan State-owned Capital Operation Group Co., Ltd., primarily engaging in investment activities, information technology consulting services, and socioeconomic consulting services, among other businesses. Henan Zhongyu Green New Energy Co., Ltd. is also a wholly-owned subsidiary of Henan State-owned Capital Operation Group Co., Ltd., primarily engaged in investment activities and emerging energy technology R&D, among other businesses.

Mr. JIAO Chengyao serves as the chairman of the Board and executive Director of the Company.

Mr. JIA Hao serves as the vice chairman, executive Director, and part-time employee director of the Company.

Mr. MENG Hechao serves as an executive Director of the Company.

Mr. LI Kaishun serves as an executive Director of the Company.

## **BASIS OF DETERMINATION OF COUPON RATE OF THE A SHARE CONVERTIBLE CORPORATE BONDS**

In determining the coupon rate of the A Share Convertible Corporate Bonds, the Company and the lead underwriter will make reference to, among other things, national policies, market conditions and the specific circumstances of the Company.

Taking into account that (i) the determination mechanism of the coupon rate (i.e the Board or its authorized person being authorized to negotiate and determine with the lead underwriter in accordance with national policies, market conditions and the specific conditions of the Company before the Issuance) is subject to the approval of the Shareholders at the EGM; (ii) other factors as set out in the previous paragraph that the Company and the lead underwriter take into account when determining the coupon rate; and (iii) the determination mechanism of the coupon rate is in compliance with the applicable laws and regulations in the PRC, the Company considers that the proposed determination mechanism of the coupon rate of the A Share Convertible Corporate Bonds is fair and reasonable and in the interests of the Shareholders and the Company as a whole.

## **EQUITY FINANCING ACTIVITIES IN THE PAST 12 MONTHS**

In the past 12 months prior to the date of this announcement, the Company has not conducted any equity financing activities involving the issuance of equity securities.



## **RELEVANT RISKS OF THE ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS**

The Issuance of A Share Convertible Corporate Bonds is subject to certain risks, including but not limited to the risk of changes in politics, laws, regulations and policies, management risk, risk in approvals, etc. Investors are advised to take abovementioned risk factors into due consideration when evaluating the Issuance of A Share Convertible Corporate Bonds.

## **IMPLICATIONS OF THE PRC REGULATORY REQUIREMENTS ON THE PROPOSED ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS**

Pursuant to the requirements of the Rules Governing the Listing of Shares on the Shanghai Stock Exchange, if the abovementioned connected persons subscribe for the Convertible Bonds to be issued by the Company, the transaction is exempted from the approval and disclosure requirements for related party transactions.

The proposed Issuance of A Share Convertible Corporate Bonds by the Company may, upon the exercise of the conversion rights of the A Share Convertible Corporate Bonds, lead to the issuance of new A Shares, the actual number of which depends on a number of factors, including the Conversion Price of the A Share Convertible Corporate Bonds.

The Board considers that the conversion of A Share Convertible Corporate Bonds into new A Shares will dilute the interests of the existing A Shareholders and H Shareholders in the Company's share capital. Pursuant to the Articles of Association and the provisions of the relevant PRC laws and regulations, the proposed Issuance of A Share Convertible Corporate Bonds shall be subject to, among other things, the Shareholders' approvals at the EGM, and approvals from the relevant PRC regulatory authorities.

## **EGM**

The resolution to consider and approve, among other things, the proposed Issuance of A Share Convertible Corporate Bonds and the Possible Subscription and the related matters thereof by the Independent Shareholders will be proposed at the EGM (and the class meetings, if still applicable at the time). The Connected Shareholders shall abstain from voting in respect of the resolution relating to the Possible Subscription of A Share Convertible Corporate Bonds at the EGM.

A circular containing, among other things, the proposed Issuance of A Share Convertible Corporate Bonds and the Possible Subscription and the related matters thereof will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zmj.com](http://www.zmj.com)) in due course. As it may take some time to finalise certain information contained in the circular, the Company may dispatch the circular 15 business days after the date of this announcement.

**Investors should be aware that the proposed Issuance of A Share Convertible Corporate Bonds is subject to the approvals of the Shareholders at the EGM, issuance and listing review of the Shanghai Stock Exchange and the registration with the CSRC. As the proposed Issuance of A Share Convertible Corporate Bonds is still subject to the fulfilment of various conditions, the Issuance of A Share Convertible Corporate Bonds may or may not proceed, or become effective. The Connected Shareholders may or may not subscribe for the A Share Convertible Corporate Bonds. Investors and Shareholders are advised by the Board to exercise caution when dealing in the securities of the Company.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Shares”	ordinary shares issued by the Company and denominated in RMB with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange
“A Shareholder(s)”	holder(s) of A Shares
“A Share Convertible Corporate Bonds” or “Convertible Bonds”	the convertible corporate bonds with an amount of not exceeding RMB4.35 billion (RMB4.35 billion inclusive) that can be converted into new A Shares proposed to be issued by the Company in the PRC
“A Share Convertible Corporate Bondholder(s)” or “Bondholder(s)”	holder(s) of the A Share Convertible Corporate Bonds
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	ZCZL Industrial Technology Group Company Limited (中創智領(鄭州)工業技術集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, the Shares of which are listed on the main boards of the Hong Kong Stock Exchange and the Shanghai Stock Exchange (stock codes: 0564.HK and 601717.SH)
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules

“Connected Shareholders”	the Company’s shareholders, Hong Yi Investment Management (Henan) Partnership (Limited Partnership) and its concerted party, Henan Asset Management Co., Ltd., Henan State-owned Capital Operation Group Co., Ltd. and its wholly-owned subsidiary Henan State-owned Capital Operation Group Investment Co., Ltd. and Henan Zhongyu Green New Energy Co., Ltd., as well as Directors Mr. JIAO Chengyao, Mr. JIA Hao, Mr. MENG Hechao and Mr. LI Kaishun
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules
“Conversion Price”	the price of new A Shares to be issued upon the conversion of the A Share Convertible Corporate Bonds, subject to adjustment from time to time
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held for the purposes of approving, among other things, the proposed Issuance of A Share Convertible Corporate Bonds, Possible Subscription and relevant matters thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Board Committee”	a board committee comprising Mr. JI Feng, Mr. FANG Yuan and Ms. YAO Yanqiu, the independent non-executive Directors, which has been established to advise the Independent Shareholders in respect of the Possible Subscription

“Independent Financial Adviser”	Gram Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) and the independent financial adviser responsible for providing advice to the Independent Board Committee and the Independent Shareholders in respect of the Possible Subscription that constitutes a connected transaction
“Independent Shareholders”	any Shareholder(s) of the Company who is/are not required to abstain from voting at the EGM for the connected transactions as contemplated under the Issuance of Convertible Corporate Bonds
“Issuance of A Share Convertible Corporate Bonds” or “Issuance”	the proposal for the issuance of A Share Convertible Corporate Bonds to non-specific investors in the PRC with a total amount not exceeding RMB4.35 billion (RMB4.35 billion inclusive) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended from time to time
“Offering Document”	the Offering Document on Issuance of A Share Convertible Corporate Bonds to Non-specific Investors of ZCZL Industrial Technology Group Company Limited* 《(中創智領(鄭州)工業技術集團股份有限公司向不特定對象發行A股可轉換公司債券募集說明書)》
“Possible Subscription”	the possible exercise of the pre-emptive rights by the Connected Shareholders to subscribe for the A Share Convertible Corporate Bonds under the proposed Issuance of A Share Convertible Corporate Bonds
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Shares and H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Shanghai Stock Exchange”	Shanghai Stock Exchange in the PRC

“Substantial Shareholder(s)” has the meaning ascribed thereto under the Listing Rules  
“%” per cent

By Order of the Board  
**ZCZL Industrial Technology Group Company Limited**  
**JIAO Chengyao**  
*Chairman*

The PRC, 15 January 2026

*As at the date of this notice, the executive Directors of the Company are Mr. JIAO Chengyao, Mr. JIA Hao, Mr. MENG Hechao and Mr. LI Kaishun, the non-executive Director is Mr. CUI Kai and the independent non-executive Directors are Mr. JI Feng, Mr. FANG Yuan and Ms. YAO Yanqiu.*

*\* For identification purpose only*