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找 钢 网 集 团

**ZG Group**  
**找 钢 网 集 团**

*(formerly known as 找钢产业互联集团)*

*(A company controlled through weighted voting rights, incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as ZGW)*

**(Stock Code: 6676)**

**(Warrant Code: 2572)**

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## **NOTICE OF ANNUAL GENERAL MEETING**

to be held on Friday, June 26, 2026

(or any adjourned or postponed meeting thereof)

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of ZG Group (the “**Company**”) will be held at Zhaogang Cat Conference Room, 5/F, No. 123, Xinpei Road, Jiading District, Shanghai, PRC on Friday, June 26, 2026 at 3:00 p.m. for the purposes of considering and, if thought fit, passing each of the following resolutions:

1. as an ordinary resolution, to receive, consider, and adopt the audited consolidated financial statements of the Company as of and for the year ended December 31, 2025 and the reports of the directors of the Company and auditor thereon;
2. as an ordinary resolution, to re-elect the following retiring directors of the Company:
  - (a) (i) to re-elect Mr. Ye Qian as a non-executive director;
  - (ii) to re-elect Mr. Sun Qingdong as a non-executive director;
  - (iii) to re-elect Mr. Wang Xiang as an independent non-executive director;
  - (iv) to re-elect Mr. Chen Yin as an independent non-executive director; and
  - (b) to authorize the board of directors of the Company (the “**Board**”) to fix the remuneration of directors of the Company;
3. as an ordinary resolution,

**“THAT:**

- (a) subject to paragraph (c) below, a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (d) below) to exercise all the powers of the Company to allot, issue, and deal with additional Class A shares or securities convertible into Class A shares, or options, warrants, or similar rights to subscribe for Class A shares or such convertible securities of the Company (other than issuance of options, warrants, or similar rights to subscribe for additional Class A shares or securities convertible into Class A shares for cash consideration) and to make or grant offers, agreements, or options (including any warrants, bonds, notes, and debentures conferring any rights to subscribe for or otherwise receive Class A shares) that would or might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall be in addition to any other authorisation given to the directors and shall authorise the directors to make or grant offers, agreements, and/or options during the Relevant Period that would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Class A shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) below);
  - (ii) the grant or exercise of any options under any share option scheme of the Company or any other option scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers, and/or employee of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Class A shares or rights to acquire Class A shares;
  - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company; and
  - (iv) a specific authority granted by the shareholders of the Company in general meeting;

shall not exceed 20% of the total number of issued and outstanding shares (excluding treasury share) of the Company as of the date of the passing of this resolution (such total number to be subject to adjustment in the case of any

consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting;

**“Rights Issue”** means an offer of shares of the Company, or an offer or issue of warrants, options, or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors to shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”;

Any reference to an allotment, issue, grant, offer or disposal of Class A shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Class A shares), to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations; and

4. as an ordinary resolution,

**“THAT**

(a) a general unconditional mandate be and is hereby given to the directors of the Company during the Relevant Period (as defined in paragraph (b) below) to exercise all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**HKEX**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the HKEX for this purpose, provided that the total number of shares of the Company that may be purchased pursuant to this mandate shall not exceed 10% of the total number of issued and outstanding shares (excluding treasury shares) of the Company as of the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said mandate shall be limited accordingly; and

(b) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.”;

5. as an ordinary resolution, **THAT** conditional upon the passing of resolutions set out in items 3 and 4 of this notice of AGM (the “**AGM Notice**”), the general mandate referred to in the resolution set out in item 3 of the AGM Notice be and is hereby extended by the addition to the aggregate number of shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the AGM Notice, provided that such amount shall not exceed 10% of the total number of issued and outstanding shares (excluding treasury shares) of the Company as at the date of the passing of this resolution (such total number to be subject to

adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution); and

6. as an ordinary resolution, to re-appoint Deloitte Touche Tohmatsu as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration for the year ending December 31, 2026.
7. as a special resolution,

**“THAT:**

- (a) The proposed amendments (the **“Proposed Amendments”**) to the twelfth amended and restated memorandum of association and articles of association of the Company (the **“Existing Memorandum and Articles of Association”**), as set forth in Appendix III to the circular of the Company dated May 27, 2026, be and are hereby approved;
- (b) the thirteenth amended and restated memorandum of association and articles of association of the Company (the **“New Memorandum and Articles of Association”**), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar Companies in the Cayman Islands and Hong Kong.”

Unless otherwise specified, terms defined in this notice shall have the same meanings in the circular of the Company dated May 27, 2026 (the **“Circular”**).

The passing of the proposed ordinary resolutions requires approval by the holders of Class A shares and Class B shares of the Company by a simple majority of the votes cast by the members of the Company present and voting in person or by proxy at the AGM. The passing of the proposed special resolution required approval by the holders of Class A shares and Class B shares of the Company by more than three-fourth of the votes cast by the members of the Company present and voting in person or by proxy at the AGM.

The quorum of the AGM shall be two members, being individuals present in person or by proxy, or if a corporation or other non-natural person, by its duly authorised representative or proxy, holding in aggregate not less than one-third of the total voting power of the Company. If the Company has only one member entitled to vote at such general meeting, the quorum shall be that one member present in person or by proxy or, in the case of a corporation or other non-natural person, by its duly authorised representative or proxy.

References to time and dates in this notice are to Hong Kong time and date.

### **Closure of Register of Members**

For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, June 22, 2026 to Friday, June 26, 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date for determining the eligibility to attend and vote at the AGM will be Friday, June 26, 2026 (the “**Share Record Date**”).

In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited (for both holders of Class A Shares and holders of Class B Shares), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, June 18, 2026.

### **Proxy Forms**

A holder of shares as of the Share Record Date may appoint a proxy(ies) to exercise his or her rights at the AGM. Please refer to the proxy form (for holders of Class A shares and Class B shares of the Company) on the websites of the HKEX ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([ir.zhaogang.com](http://ir.zhaogang.com)).

Holders of record of the Company’s shares on the Company’s register of members as of the Share Record Date are cordially invited to attend the AGM. Your vote is important. You are urged to complete, sign, date, and return the accompanying proxy form to the Company’s share registrar in Hong Kong, Tricor Investor Services Limited as promptly as possible and before the prescribed deadline if you wish to exercise your voting rights. Tricor Investor Services Limited must receive the proxy form by no later than 3:00 p.m., on Wednesday, June 24, 2026 at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong to ensure your representation at the AGM.

Non-registered Shareholders whose shares are held in the CCASS through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend and vote at the AGM. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

By Order of the Board of Directors,  
**ZG Group**

/s/Wang Dong

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**Wang Dong**

*Chairman of the Board*

*Principal Office:*

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Causeway Bay, Hong Kong

*Registered Office:*

Maples Corporate Services Limited  
PO Box 309, Umland House  
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May 27, 2026

*As at the date of this notice, the Board comprises: (i) Mr. Wang Dong, Mr. Wang Changhui, Ms. Gong Yingxin and Ms. Zhou Min as executive directors, (ii) Mr. Ye Qian and Mr. Sun Qingdong as non-executive directors and (iii) Mr. Wang Xiang, Mr. Chen Yin and Mr. Wang Weisong as independent non-executive directors.*