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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)

**RESIGNATION OF EXECUTIVE DIRECTOR;
APPOINTMENT OF NON-EXECUTIVE DIRECTOR;
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
PROPOSED ADOPTION OF SHARE AWARD SCHEME**

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Shenzhen Xunce Technology Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Jiang Chunfei (“**Mr. Jiang**”) has tendered his resignation as an executive Director due to personal career planning. Mr. Jiang’s resignation will take effect upon the conclusion of the forthcoming annual general meeting of the Company on 26 June 2026 (the “**AGM**”), and he will continue to perform his duties as an executive Director until then.

Mr. Jiang confirmed that he had no disagreement with the Board, and there were no matters with respect to his resignation that need to be brought to the attention of holders of securities of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere appreciation to Mr. Jiang for his contribution to the Company during the tenure of his service.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board further announces that an ordinary resolution will be proposed at the AGM to approve the appointment of Ms. He Jinglu (“**Ms. He**”) as a non-executive Director of the first session of the Board.

The biographical details of Ms. He are set out below:

Ms. He, aged 40, 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 Main Board of the Stock Exchange (stock code: 836)), where she was responsible for public relations and investor relations.

Ms. He will enter into a letter of appointment with the Company upon the approval of her appointment as a non-executive Director. The term of office of Ms. He will be from the date of appointment until the expiration of the term of office of the current Board and she can be re-elected and reappointed at the end of the term in accordance with the articles of association of the Company (the “**Articles of Association**”). Under the letter of appointment, Ms. He is entitled to a director’s fee of RMB132,200 per month (before tax), totaling RMB1,586,400 per annum (before tax), which was determined with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the date of this announcement, Ms. He did not (i) hold any other positions in the Group; (ii) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company; (iii) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the Securities and Futures Ordinance); or (iv) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the date of this announcement.

Saved as disclosed above, there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the holders of the securities of the Company.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company has completed the global offering of H shares of the Company (the “**H Shares**”) and successfully listed on the Main Board of the Stock Exchange. The total number of overseas listed foreign shares (H Shares) issued pursuant to such global offering is 22,694,400 shares (including partial exercise of the over-allotment option), resulting in an increase in the Company’s total share capital to 322,694,400 shares and the registered capital to RMB322,694,400. At the same time, in order to improve the corporate governance structure of the Company, regulate the organisation and conduct of the Company, the rights and obligations between the Company and its shareholders (the “**Shareholders**”) and among the Shareholders, and promote the healthy development of the Company, the Company proposes to make certain amendments to its Articles of Association and related corporate governance systems. Such amendments included abolishment of the supervisory committee of the Company (the “**Supervisory Committee**”).

In accordance with the requirements of the Company Law of the People’s Republic of China (the “**Company Law**”), the Guidelines for the Articles of Association of Listed Companies (Revised in 2025) and other laws and administrative regulations and based on the actual circumstances of the Company, the Company proposed to abolish the Supervisory Committee. The functions and duties of the Supervisory Committee as stipulated in the Company Law will be exercised by the audit committee of the Board. Accordingly, the Company proposes to amend the relevant provisions of the Articles of Association and its appendices (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》). Upon amendments, the Rules of Procedure for the Supervisory Committee of Shenzhen Xunce Technology Co., Ltd. shall be repealed accordingly. Any provisions in the Company’s various systems relating to the Supervisory Committee or supervisors shall no longer apply, and the functions and duties of the Supervisory Committee shall be exercised by the audit committee of the Board.

The proposed amendments and the adoption of the new Articles of Association will be subject to approval by the Shareholders by way of special resolutions at the AGM. A circular containing, among other things, details of the proposed amendments and the adoption of the new Articles of Association, together with a notice of the AGM, will be despatched to the Shareholders as soon as practicable.

PROPOSED ADOPTION OF SHARE AWARD SCHEME

The Board further announces that it has proposed the adoption of a share award scheme (the “**Share Award Scheme**”) for the approval by the Shareholders.

The Share Award Scheme will involve the granting of awards that are to be funded by both existing H Shares and new H Shares (including treasury shares) and constitute a share scheme under Chapter 17 of the Listing Rules. The eligible participants of the Share Award Scheme are (i) the directors, supervisors and employees of the Group, (ii) the directors and employees of holding companies, fellow subsidiaries or associated companies of the Company and (iii) the third parties engaged by the Group who provide services and/or products to the Group on a continuing and recurring basis in the ordinary course of business of the Group which are in the interests of the long-term growth of the Group including but not limited to suppliers of services and/or products, consultants and advisers of the Group (excluding any placing agents or financial advisors providing advisory services for fundraising, mergers and acquisitions, and professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity).

The adoption of the Share Award Scheme is conditional upon:

- (a) the approval of the Shareholders being obtained through the passing of resolutions by the Shareholders to adopt the Share Award Scheme and to authorise the Board to grant awards under the Share Award Scheme and to allot, issue, transfer and deal with H Shares pursuant to the grant of any awards in accordance with the terms and conditions of the Share Award Scheme; and
- (b) the Stock Exchange granting approval for the listing of, and permission to deal in, such number of H Shares representing the scheme mandate limit to be allotted and issued or transferred (in the case of treasury shares) by the Company pursuant to any grant of any awards in accordance with the terms and conditions of the Share Award Scheme.

The AGM will be convened for the Shareholders to consider and, if thought fit, approve, among other matters, the proposed adoption of the Share Award Scheme. A circular containing, among other things, details of the proposed adoption of the Share Award Scheme, together with a notice of the AGM, will be despatched to the Shareholders as soon as possible.

As at the date of this announcement, the adoption of the Share Award Scheme remains subject to the conditions of the Share Award Scheme being fulfilled. Shareholders and potential investors are advised to exercise caution in dealing in the securities of the Company.

By order of the Board
Shenzhen Xunce Technology Co., Ltd.
Mr. Liu Zhijian (劉志堅)

Chairperson, Executive Director and Chief Executive Officer

The PRC, 5 June 2026

As at the date of this announcement, the Board comprises Mr. Liu Zhijian, Mr. Geng Dawei, Mr. Yang Yang, Mr. Xuan Ran and Mr. Jiang Chunfei as executive Directors, Mr. Cai Xiang as non-executive Director, and Mr. Wong Ti, Mr. Jiang Changjian and Ms. Tian Jiangchuan as independent non-executive Directors.