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ZG Group
找钢网集团

*(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)

GRANT OF SHARE AWARDS

This announcement is made by the Company pursuant to Rule 17.06A of the Listing Rules. The Board hereby announces that on Friday, June 26, 2026, the Company granted 4,429,033 Share Awards involving an aggregate of 4,429,033 Shares to the Grantees under the Share Award Scheme, subject to the acceptance by such Grantees.

The purpose of the Share Award Scheme is, through an award of Shares, to recognise and reward the contribution of certain eligible participants to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group; and to attract suitable personnel for further development of the Group.

As at the date of this announcement, the Trustee has purchased a total of 61,625,437 Shares in the market, representing approximately 5.75% of the total issued Shares as at the date of this announcement, pursuant to the Share Award Scheme.

The Grant is to align the interests of the Grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain the Grantees to make contributions to the long-term growth and profits of the Group. Grantees who have accepted the Share Award may request the Company to deduct the consideration for the Grant from their monthly salary. This further strengthens the alignment of interests between the Grantees and the Company, and also reflects the Grantees' confidence in the Company's long-term development.

Details of the Grant are as follows:

Grant Date	:	June 26, 2026
Number of Share Awards granted	:	4,429,033 Share Awards (representing 4,429,033 Shares and approximately 0.413% of the total issued Shares as at the Grant Date)
Total number of Grantees	:	47 (including 4 Directors, 4 Senior Management and 39 other employees of the Group)
Consideration for the Grant	:	HK\$0.36 to HK\$0.39 per Share (depending on the corresponding vesting period)
Closing price of the Shares on the Grant Date	:	HK\$0.485 per Share
Vesting Period	:	For 882,599 Shares: 6 months For 3,546,434 Shares: 12 months

Under the Share Award Scheme, the vesting period of the Share Awards shall be no less than 12 months unless otherwise determined by the Board or the committee in accordance with the Listing Rules. The Board and Remuneration Committee are of the view that the exercised discretion of a shorter vesting period for the Share Awards is appropriate, as such discretion would (i) give the Company more flexibility to reward talents; (ii) allow the Company to recruit and retain high-calibre personnel for the continual development of the Group amid the rapidly changing market conditions and intense industry competition; and (iii) show the Company's sincerity to retain talents in order to boost the morale of the employees and build a strong bond between the Group and its employees, which is in line with the purpose of the Share Award Scheme. As the Grantees have to pay consideration for accepting the Grant, and the Grant with a vesting period of less than 12 months only constitute a small portion of the Grant, the Board and Remuneration Committee consider the arrangement could allow flexibility and is appropriate.

- Clawback mechanism : The Share Awards shall automatically lapse forthwith in the event:
- (i) a Grantee ceases to be an employee of the Group by virtue of a corporate reorganization or for reasons other than death or retirement at normal retirement date or earlier by agreement;
 - (ii) the subsidiary or invested entity of the Company by which the Grantee is or was employed ceases to be a subsidiary or invested entity of the Company;
 - (iii) the Board or the Remuneration Committee determines in its absolute discretion that (a) a Grantee or his associate has committed any breach of any contract entered into with any member of the Group or any interested entity; (b) a Grantee has been guilty of misconduct, has committed any act of bankruptcy or has become insolvent or is subject of any winding-up, liquidation or analogous proceedings, or has been convicted of any criminal offence involving his integrity or honesty; or (c) a Grantee could no longer make any contribution to the growth and development of the Group or the invested entity by reason of the cessation of his relationship with the Group or by any other means;
 - (iv) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (other than for the purposes of an amalgamation or reconstruction where substantially the whole undertaking passes to a successor company);
 - (v) a Grantee is found to be an excluded participant under the Share Award Scheme;
 - (vi) a Grantee fails to return duly executed transfer documents prescribed by the Trustee within the stipulated period; or
 - (vii) any vesting condition(s) and/or performance target(s) specified in the relevant grant letter have not been duly fulfilled or waived by the Board.

Performance target : The vesting of Share Awards under the Grant is not subject to any performance target.

In respect of the Grant to the Directors, namely Mr. Wang Dong, Mr. Wang Changhui, Ms. Gong Yingxin and Ms. Zhou Min, and the Senior Management, namely Ms. Chen Qing, Mr. Tong Yaming, Mr. Zeng Lingyu and Mr. Meng Long, the Remuneration Committee has considered the past performance, contributions and the importance of the roles and responsibilities of each of these Directors and Senior Management as well as their expected contributions to the future development of the Group. The Remuneration Committee is of the view that performance targets are not necessary because (i) the Share Awards under the Grant to each of these Directors and Senior Management form part of their respective compensation package under the remuneration policy for the Directors and members of the Senior Management; (ii) the value of the Share Awards is subject to the future market price of the Shares, which, in turn, depends on the business performance of the Group, to which these Directors and Senior Management will directly contribute as executive Directors, co-founders and members of the Senior Management; and (iii) the Share Awards are subject to clawback mechanism.

Financial assistance : There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to the Grantees to facilitate the purchase of the Share Awards under the Grants, but the Grantees may request the Company to deduct the consideration for the Grant from their monthly salary.

Details of Grantees are as follows:

Name of Grantees	Positions held with the Group	Number of Share Awards	Percentage of the Shares in issue as at the Grant Date
Wang Dong	Chairman of the Board, an executive Director and a WVR Beneficiary	962,830	0.090%
Wang Changhui	Executive Director and a WVR Beneficiary	96,283	0.009%
Gong Yingxin	Executive Director	320,944	0.030%
Zhou Min	Executive Director	96,283	0.009%
Chen Qing	Vice president of the Company	96,283	0.009%
Tong Yaming	Vice president of the Company	192,566	0.018%
Zeng Lingyu	Vice president of the Company	96,283	0.009%
Meng Long	Joint company secretary of the Company	481,415	0.045%
Other Employees of the Group		2,086,146	0.195%
Total		4,429,033	0.413%

LISTING RULES IMPLICATIONS

The Grant to the executive Directors as stipulated above has been approved by the Board (including the independent non-executive Directors) in accordance with Rule 17.04(1) of the Listing Rules and the terms of the Share Award Scheme. Each of the executive Directors who is a Grantee has abstained from voting on the relevant Board resolution approving the Grant to himself/herself.

To the best knowledge of the Directors, save as disclosed above, as at the Grant Date, (i) none of the Grantees is a director, chief executive or substantial shareholder of the Company or an associate of any of them; (ii) none of the Grantees is a participant who has been granted or will be granted options and awards in excess of the individual limit of 1% under Rule 17.03D(1) of the Listing Rules; and (iii) none of the Grantees is a connected entity participant or service provider to which options and awards exceeding 0.1% of the total issued shares have been granted or will be granted in any 12-month period. None of the Grant will be subject to approval by the Shareholders.

In addition, the Remuneration Committee has made a recommendation for the Grant to each of the Directors and Senior Management pursuant to Rule 17.04(1) of the Listing Rules, and the Corporate Governance Committee has made a recommendation for the Grant to each of the Director who is a WVR Beneficiary pursuant to the note to Rule 17.04(1) of the Listing Rules.

REASONS FOR AND BENEFITS OF THE GRANT

The Grant is to align the interests of the Grantees with those of Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain the Grantees to make contributions to the long-term growth and profits of the Group. This further strengthens the alignment of interests between the Grantees and the Company, and also reflects the Grantees' confidence in the Company's long-term development.

SCHEME MANDATE

The Grant will be satisfied by existing Shares purchased by the Trustee by utilizing the funds approved by the Board out of the Company's resources, in accordance with the terms of the Share Award Scheme and the Trust Deed. The Share Awards will be held by the Trustee in trust for the Grantees until such Share Awards are vested in accordance with the terms of the Share Award Scheme and the Trust Deed.

Following the Grant of 4,429,033 Share Awards, 102,634,153 Shares will be available for further grants to be satisfied by existing Shares under the Share Award Scheme.

DEFINITIONS

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

“associate”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Class A Shares”	the class A ordinary shares in the share capital of the Company with a par value of US\$0.00005 each, conferring a holder of a class A ordinary share one vote per share on all matters subject to the vote at general meetings of the Company
“Class B Shares”	the class B ordinary shares in the share capital of the Company with a par value of US\$0.00005 each, conferring weighted voting rights in the Company such that a holder of a class B ordinary share is entitled to ten votes per share on all matters subject to the vote at general meetings of the Company, save for a limited number of Reserved Matters in relation to which each Share is entitled to one vote as provided for under Chapter 8A of the Listing Rules and the articles of association of the Company
“Company”	ZG Group (formerly known as Zhaogang.com Inc), an exempted company incorporated under the laws of the Cayman Islands with limited liability on February 27, 2012
“Corporate Governance Committee”	the corporate governance committee of the Board

“Directors”	the directors of the Company
“Grant”	the grant of Share Awards involving 4,429,033 Shares (representing approximately 0.413% of the total number of Shares in issue as at the Grant Date)
“Grant Date”	the date of the Grant, being Friday, June 26, 2026
“Grantees”	persons to whom the Grant was made
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Remuneration Committee”	the remuneration committee of the Board
“Senior Management”	senior management of the Company
“service provider”	has the meaning as ascribed to it under the Listing Rules
“Share Awards”	awards of Class A Shares granted by the Company pursuant to the Share Award Scheme
“Share Award Scheme”	the share award scheme of the Company adopted by the Board on October 21, 2025
“Shareholders”	person(s) who are registered as the holder(s) of the Share(s) in the register of members of the Company
“Share(s)”	the Class A Shares and the Class B Shares in the share capital of the Company, as the context so requires
“Trust”	the trust constituted by the Trust Deed for the Share Award Scheme
“Trustee”	JLT Trust (Hong Kong) Limited, the trust corporation appointed by the Company for the administration of the Trust and the Share Award Scheme
“Trust Deed”	a trust deed entered into between the Company and the Trustee dated October 24, 2025 in respect of the appointment of the Trustee for the administration of the Trust and Share Award Scheme

“US\$”	United States dollars, the lawful currency of the United States of America
“WVR Beneficiary”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Wang Dong and Mr. Wang Changhui, being the holders of the Class B Shares of the Company, who are entitled to weighted voting rights
“%”	per cent

By order of the board of directors
ZG GROUP
Wang Dong
Chairman of the board of directors

Hong Kong, June 26, 2026

As at the date of this announcement, 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.