

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kingwisoft Technology Group Company Limited 金慧科技集團股份有限公司 (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Kingwisoft Technology Group Company Limited

金 慧 科 技 集 團 股 份 有 限 公 司

(formerly known as ZZ Technology Group Company Limited 中植科技集團股份有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, EXTENSION OF THE SHARE ISSUE MANDATE, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (“AGM”) to be held at Unit 1608, Level 16, Tower 1, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong on Friday, 15 August 2025 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed. If you wish to appoint proxy(ies), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return it to the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.kwtech-group.com.

Hong Kong, 16 July 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

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DEFINITIONS

In this circular, the expressions below have the meanings respectively set opposite them unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Unit 1608, Level 16, Tower 1, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong on Friday, 15 August 2025 at 11:00 a.m. or any adjournment thereof
“Articles”	the second amended and restated articles of association of the Company currently in force, as may be amended from time to time, and “Article” shall mean an article of the articles of association
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Kingwisoft Technology Group Company Limited 金慧科技集團股份有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 July 2025, being the latest practicable date for ascertaining certain information in this circular prior to the printing of this circular
“Memorandum”	the second amended and restated memorandum of association of the Company currently in force, as may be amended from time to time
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution
“Shareholder(s)”	the registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

Kingwisoft Technology Group Company Limited
金 慧 科 技 集 團 股 份 有 限 公 司

(formerly known as ZZ Technology Group Company Limited 中植科技集團股份有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

Executive Directors:

Mr. QIU Xiaojian (*Chairman*)
Mr. HU Shilong (*Chief Executive Officer*)
Mr. LI Xiang
Ms. ZHOU Fang
Ms. LIU Xiaochen
Mr. XU Gang
Mr. WANG Rui

Independent Non-executive Directors:

Mr. ZENG Liang
Mr. WANG Li
Mr. YANG Hongjun
Ms. LI Guiying

Registered office:

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 1608, Level 16
Tower 1, Grand Century Place
193 Prince Edward Road West
Mongkok, Kowloon
Hong Kong

16 July 2025

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
EXTENSION OF THE SHARE ISSUE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, among other matters, the following:

- (i) the proposed granting of Share Issue Mandate;
- (ii) the proposed granting of Share Buy-back Mandate;
- (iii) the proposed extension of Share Issue Mandate; and
- (iv) the re-election of retiring Directors.

LETTER FROM THE BOARD

2. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 14 August 2024, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to enable the Company to take advantage of market conditions to raise additional capital for the Company, an ordinary resolution will be proposed at the AGM to grant to the Directors the Share Issue Mandate, details of which are set out in ordinary resolution no. 5 of the notice of the AGM.

As at the Latest Practicable Date, there were 4,776,019,590 Shares in issue. Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the Company would be authorised under the Share Issue Mandate to allot, issue and deal with up to a maximum of 955,203,918 Shares.

3. SHARE BUY-BACK MANDATE

At the annual general meeting of the Company held on 14 August 2024, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed to grant to the Directors the Share Buy-back Mandate, details of which are set out in ordinary resolution no. 6 of the notice of the AGM.

An explanatory statement as required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

4. EXTENSION OF THE SHARE ISSUE MANDATE

Conditional upon the passing of the resolutions to grant the Share Issue Mandate and the Share Buy-back Mandate, an ordinary resolution to extend the Share Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will be proposed at the AGM.

5. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 16.2 and 16.17, Mr. QIU Xiaojian, Mr. LI Xiang, Mr. WANG Li, Mr. YANG Hongjun and Ms. LI Guiying shall hold office until the AGM and being eligible, will offer themselves for re-election at the AGM.

Biographical details of retiring Directors are set out in Appendix II to this circular.

LETTER FROM THE BOARD

6. RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors at the AGM.

7. AGM

A notice convening the AGM to be held at Unit 1608, Level 16, Tower 1, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong on Friday, 15 August 2025 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.kwtech-group.com). If you wish to appoint proxy(ies), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return it to the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

8. VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules and Article 13.7, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the GEM Listing Rules.

9. RECOMMENDATION

As explained in this circular, the Directors consider that the share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and its Shareholders. The Directors therefore recommend the Shareholders to vote in favour of all relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By Order of the Board
Kingwisoft Technology Group Company Limited
金慧科技集團股份有限公司
QIU Xiaojian
Chairman

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information to the Shareholders for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the Share Buy-back Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

The GEM Listing Rules prohibit a company from knowingly purchasing shares from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the GEM Listing Rules), and a core connected person is prohibited from knowingly selling his/her/its shares to the Company, on GEM.

As at the Latest Practicable Date, to the best knowledge of the Directors, having made all reasonable enquiries, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,776,019,590 Shares.

Subject to the passing of the ordinary resolution no. 6 set out in the notice of the AGM in respect of the Share Buy-back Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the date of the AGM, the Directors would be authorised under the Share Buy-back Mandate to repurchase up to a maximum of 477,601,959 Shares, representing 10% of the issued share capital of the Company as at the date of the AGM, during the period from the date on which such resolution is passed until the date 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, or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the Share Buy-Back Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares at any time they consider appropriate for the enhancement of long-term shareholder value. An exercise of the Share Buy-back Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

4. FUNDING OF REPURCHASES

Repurchases will be funded entirely from the Company's available cash flow or working capital from time to time which will be funds legally available under the Cayman Islands law and the Memorandum and the Articles for such purposes.

5. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited consolidated accounts contained in the annual report of the Company for the year ended 31 March 2025) in the event that the Share Buy-back Mandate was to be carried out in full. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARES PRICES

The highest and lowest prices per Share at which the Shares have traded on GEM during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2024		
July	0.076	0.052
August	0.075	0.053
September	0.060	0.051
October	0.075	0.045
November	0.046	0.035
December	0.045	0.035
2025		
January	0.045	0.038
February	0.080	0.044
March	0.056	0.047
April	0.055	0.044
May	0.050	0.040
June	0.048	0.040
July (up to the Latest Practicable Date)	0.040	0.037

7. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company, in the event that the Share Buy-back Mandate is approved by the Shareholders.

8. CONFIRMATION OF THE DIRECTORS

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate and in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands. If the Company repurchases Shares pursuant to the Share Buy-back Mandate, the Company will cancel the repurchased Shares following settlement of any such repurchase. The Directors confirm that neither this explanatory statement nor the proposed share repurchase has any unusual features.

9. EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, (a) Zhong Zhi Xin Zhuo Capital Company Limited ("ZZXZ") and Kang Bang Qi Hui (HK) Company Limited ("Kang Bang"), which are controlled by Mr. Xie Zhikun ("Mr. Xie"), control the exercise of voting rights of 2,409,823,718 Shares and 455,820,525 Shares respectively, representing approximately 50.46% and 9.54% of the total issued Shares; and (b) Mr. HU Shilong ("Mr. HU") (through NINEGO Corporation which is held as to 40.60% by Mr. HU and 59.40% by Ms. Liu, who is the spouse of Mr. Hu, and by virtue of the voting rights entrustment deed dated 28 August 2023 (the "Voting Rights Entrustment Deed") and entered into by and among Zhong Zhi Xin Zhuo Capital Company Limited, Kang Bang Qi Hui (HK) Company Limited and Mr. HU) controls the voting rights of 3,078,284,462 Shares, representing approximately 64.45% of all the issued Shares.

On the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, and in the event that the Share Buy-Back Mandate is exercised in full, (i) the aggregate interest of Mr. Xie in the issued share capital of the Company, through ZZXZ and Kang Bang, will be increased from 60.00% to 66.67%; and (ii) the aggregate interest of Mr. HU in the issued share capital of the Company, through NINEGO Corporation and the Voting Rights Entrustment Deed, will be increased from 64.45% to 71.61%.

Provided that the shareholding of each of Mr. Xie and Mr. HU in the Company does not fall below 50% subsequent to the Latest Practicable Date, each of Mr. Xie and Mr. HU is not subject to any mandatory offer obligation pursuant to Rule 26 of the Takeovers Code as a result of the repurchases of Shares by the Company.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

10. SHARES REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) during the six months immediately prior to the Latest Practicable Date.

The followings are the particulars of the retiring Directors proposed to be re-elected at the AGM:

(1) Mr. QIU Xiaojian (“Mr. QIU”)

Mr. QIU Xiaojian, aged 39, was appointed as an executive Director in February 2023. Mr. QIU is also the Chairman of the Board, the chairman of the Nomination Committee and a member of the remuneration committee of the Company. He also holds several directorships in certain other subsidiaries of the Company.

Mr. QIU has been serving as the director of Guolian Fund Management Co., Ltd. (國聯基金管理有限公司) since 5 May 2023 and the director of Hubei Mailyard Share Co., Ltd.* (湖北美爾雅股份有限公司), a company whose shares were listed on the Shanghai Stock Exchange (Stock Code: 600107), since May 2020 (re-designated as the non-independent director on 25 October 2022), the president of Zhonghai Shengrong (Beijing) Capital Management Group Co., Ltd.* (中海晟融(北京)資本管理集團有限公司) (“Zhonghai Shengrong”) since July 2020 and the co-chairman of Zhongzhi Capital Management Co., Ltd.* (中植資本管理有限公司) since December 2022. Prior to that, Mr. QIU worked as the chief financial officer in Zhonghai Shengrong from January 2019 to July 2020, the chief financial officer in Zhongtai Chuangzhan Holdings Co., Ltd.* (中泰創展控股有限公司) (“Zhongtai Chuangzhan”) from March 2016 to December 2018, the general manager of Financial Operations Center in Zhongtai Chuangzhan from December 2014 to March 2016, the deputy general manager of Financial Operations Center in Zhongtai Chuangzhan from December 2013 to December 2014, the senior audit manager of Program Audit Centre in Zhongzhi Enterprise Group* (中植企業集團) (“ZEG”) from July 2013 to December 2013, the senior investment manager of Financial Innovation Department in ZEG from January 2013 to July 2013 and the assistant manager of KPMG Huazhen LLP from September 2008 to January 2013. Mr. QIU graduated from Renmin University of China with a bachelor’s degree of Economics in June 2008.

Mr. QIU has entered into a service agreement with the Company for an initial term of three years commencing from 7 February 2023 subject to termination in certain circumstances as stipulated in the service agreement. Mr. QIU will not receive any remuneration from the Company.

Save as disclosed above, Mr. QIU (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

* For identification purposes only

(2) Mr. LI Xiang (“Mr. LI”)

Mr. LI Xiang, aged 36, was appointed as an executive Director in February 2023. Mr. LI is also an authorized representative of the Company. He also holds several directorships in certain other subsidiaries of the Company.

Mr. LI has been serving as the deputy general manager of Investment Department in Zhonghai Shengrong from January 2017 to February 2023. Prior to that, Mr. LI worked as the deputy manager of Corporate Business Department in Industrial Bank Co., Ltd. Shenzhen Branch* (興業銀行股份有限公司深圳分行) from April 2015 to January 2017. Mr. LI graduated from Harbin Institute of Technology with a bachelor’s degree of Electrical Engineering & Automation in July 2012. He also received a master’s degree in Electrical and Electronic Engineering from the University of Hong Kong in November 2014.

Mr. LI has entered into a service agreement with the Company for an initial term of three years commencing from 7 February 2023 subject to termination in certain circumstances as stipulated in the service agreement. Mr. LI is entitled to receive a remuneration of RMB600,000 per annum which was determined by the remuneration committee of the Company with reference to, among other things, his duties and responsibilities of the Group.

Save as disclosed above, Mr. LI (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

* For identification purposes only

(3) Mr. WANG Li (“Mr. WANG”)

Mr. WANG Li, aged 40, was appointed as an independent non-executive Director in October 2022. Mr. WANG is a registered lawyer in the People’s Republic of China.

Mr. WANG has been serving as a managing partner and an executive director of Beijing Qincheng Consulting Service Company Limited* (北京親誠諮詢服務有限公司) since September 2019, where he is fully responsible for the operation of the company. Prior to that, he worked as the deputy general manager of the human resources centre of Beijing Wanda Cultural Industry Group Co., Ltd.* (北京萬達文化產業集團有限公司) from August 2015 to August 2019, the secretary of the General Office and the deputy researcher of the Government departments from July 2011 to July 2015, and an assistant lawyer of Haiwen & Partners (Beijing Office) from September 2010 to June 2011. Mr. WANG obtained a bachelor’s degree of science in atmospheric sciences from Nanjing University in 2007 and received a master’s degree in law from Peking University in 2011.

Mr. WANG has entered into an appointment letter with the Company for an initial term of three years commencing from 21 October 2022 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. WANG is entitled to receive a director fee of HK\$300,000 per annum which was determined with reference to the prevailing market rate.

Save as disclosed above and as at the date of this announcement, Mr. WANG (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

* For identification purposes only

(4) Mr. YANG Hongjun (“Mr. YANG”)

Mr. YANG Hongjun, age 42, joined the Group in August 2024 as an independent non-executive Director, a member of the audit committee of the Company, the remuneration committee of the Company and the Nomination Committee.

From May 2022 to present, Mr. YANG is the executive Director, general manager and statutory representative of Baoyuan (Ningbo) Holdings Co., Ltd.* (寶沅(寧波)控股有限公司). From February 2017 to present, Mr. YANG is the general manager, Chairman and statutory representative of Shandong Beisheng Investment Management Co., Ltd. From June 2016 to November 2023, Mr. YANG has served as the director and deputy general manager of Royal Group Co., Ltd. From 2009 to present, Mr. YANG is the Chairman and Founder of Zhejiang Perfect Online Network Technology Company Limited* (浙江完美在線網絡科技有限公司). From 2004 to 2009, Mr. YANG was the deputy general manager of Zhejiang Lingke Network Technology Company Limited* (浙江凌科網絡科技有限公司). Mr. YANG obtained his bachelor’s degree in Laws from Ningbo University and Master’s degree (EMBA) in Business Administration from Zhejiang University.

Mr. YANG has entered into an appointment letter with the Company for an initial term of three years commencing from 23 August 2024 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. YANG is entitled to receive a director fee of HK\$120,000 per annum which was determined with reference to the prevailing market rate.

Save as disclosed above and as at the date of this announcement, Mr. YANG (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to his appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

* For identification purposes only

(5) Ms. LI Guiying (“Ms. LI”)

Ms. LI Guiying, aged 53, joined the Group in August 2024 as an independent non-executive Director, the chairman of the audit committee of the Company and a member of the Nomination Committee.

From 2014 to 2024, Ms. LI served as Vice President and financial Director of Neusoft Cloud Technology Co., Ltd.* (東軟雲科技有限公司). From 2006 to 2014, she served as the finance Minister and financial Director of Neusoft Cloud Technology Co., Ltd.* (東軟雲科技有限公司). Ms. LI obtained her Master’s degree in Dongbei University of Finance and Economics. Ms. LI is a non-practicing member of China Certified Public Accountants (CPA) and the Association of Chartered Certified Accountants (ACCA).

Ms. LI has entered into an appointment letter with the Company for an initial term of three years commencing from 23 August 2024 subject to termination in certain circumstances as stipulated in the appointment letter. Ms. LI is entitled to receive a director fee of HK\$120,000 per annum which was determined with reference to the prevailing market rate.

Save as disclosed above and as at the date of this announcement, Ms. LI (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has no interest in the Shares within the meaning of Part XV of the SFO; (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to her appointment which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the Shareholders.

* For identification purposes only

NOTICE OF THE AGM

Kingwisoft Technology Group Company Limited **金慧科技集團股份有限公司**

(formerly known as ZZ Technology Group Company Limited 中植科技集團股份有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Kingwisoft Technology Group Company Limited 金慧科技集團股份有限公司 (the “Company”) will be held at Unit 1608, Level 16, Tower 1, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong on Friday, 15 August 2025 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 March 2025.
2. To re-elect, each as a separate resolution, the following persons:
 - (a) Mr. QIU Xiaojian as executive Director;
 - (b) Mr. LI Xiang as executive Director;
 - (c) Mr. WANG Li as independent non-executive Director;
 - (d) Mr. YANG Hongjun as independent non-executive Director; and
 - (e) Ms. LI Guiying as independent non-executive Director.
3. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix auditors’ remuneration.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without amendments:

5. **“THAT:**
 - (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on GEM (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of

NOTICE OF THE AGM

the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company (the “Shares”)) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option schemes of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares 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 (subject to such exclusion 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on GEM or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is 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 or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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7. “**THAT** conditional on the passing of resolutions no. 5 and no. 6 above, the general mandate granted to the Directors to allot, issue and deal with unissued Shares pursuant to resolution no. 5 be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 6, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

By Order of the Board
Kingwisoft Technology Group Company Limited
金慧科技集團股份有限公司
QIU Xiaojian
Chairman

Hong Kong, 16 July 2025

Registered office:

P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 1608, Level 16
Tower 1, Grand Century Place
193 Prince Edward Road West
Mongkok, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority must be deposited at the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM or any adjournment thereof, and in such event, the proxy form shall be deemed to be revoked.
3. In relation to proposed resolutions no. 5 and no. 7 above, approval is being sought from the shareholders of the Company for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules.

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4. In relation to the proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances where they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 16 July 2025.
5. The register of members of the Company will be closed from Tuesday, 12 August 2025 to Friday, 15 August 2025 (both days inclusive) for the purpose of determining the entitlement to attend and vote at the AGM. During which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 11 August 2025. The record date for attending and voting at the AGM is Friday, 15 August 2025.
6. If a Typhoon Signal No.8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 am on the date of the AGM, the AGM will be adjourned. The Company will post an announcement on Company's website (www.kwtech-group.com) and the website of the Stock Exchange (www.hkexnews.hk) to notify its shareholders of the date, time and place of the adjourned meeting.

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. The shareholders of the Company should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.