
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 advisers.

If you have sold or transferred all your shares in Zhonggan Communication (Group) Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Zhonggan Communication (Group) Holdings Limited
中赣通信(集团)控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2545)

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
(3) PROPOSED RE-APPOINTMENT OF AUDITOR,
(4) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of the Company to be held at Meeting Room 1, 12th Floor, Building 99, Nanchang Jiahai Industrial Park, No. 2799, Tianxiang Avenue, Nanchang High-tech Industrial Development Zone, Nanchang City, Jiangxi Province, the PRC on Friday, 27 June 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 also enclosed. This circular together with the form of proxy are also published on the websites of the Company (www.gantongjt.com) and of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Whether or not you are able to attend the meeting, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. Wednesday, 25 June 2025 at 11:00 a.m.) before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting at the meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

Hong Kong, 26 May 2025

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held by the Company for the Shareholders at Meeting Room 1, 12th Floor, Building 99, Nanchang Jiahai Industrial Park, No. 2799, Tianxiang Avenue, Nanchang High-tech Industrial Development Zone, Nanchang City, Jiangxi Province, the PRC on Friday, 27 June 2025 at 11:00 a.m., or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemental from time to time
“associates”	has the same meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“business day(s)”	a day (other than a Saturday, a Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Zhonggan Communication (Group) Holdings Limited, an exempted company incorporated on 20 April 2022 under the laws of the Cayman Islands with limited liability with its Shares listed on the Main Board of the Stock Exchange (stock code: 2545)
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuing Mandate
“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
“Issuing Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	19 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	3 July 2024, on which dealings in Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the total number of which shall not exceed 10% of the total number of the issued Shares of the Company as at the date of passing the relevant resolution at the AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, modified or otherwise supplemental from time to time
“Share(s)”	ordinary share(s) of HKD0.10 each in the share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 17 June 2024
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, modified or otherwise supplemental from time to time
“%”	per cent.

LETTER FROM THE BOARD



Zhonggan Communication (Group) Holdings Limited
中赣通信(集团)控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2545)

Executive Directors:

Mr. Liu Haoqiong (*Chairman*)
Mr. Peng Shengqian
Ms. Xie Xiaolan
Mr. Liu Dingli
Mr. Liu Dingyi
Mr. Zhou Zhiqiang

Independent Non-executive Directors:

Mr. Yu Shiyong
Mr. Li Yinguo
Mr. Zhu Yugang

Registered office:

89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

*Head office and principal place of
business in the PRC:*

Room 101, Block 99
2799 Tianxiang Avenue
Nanchang Jiahai Industrial Park
Nanchang High-tech Industrial
Development Zone
Nanchang City, Jiangxi Province
the PRC

*Principal Place of Business in
Hong Kong:*

Room 1915, 19/F, Lee Garden One
33 Hysan Avenue, Causeway Bay,
Hong Kong

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,
(3) PROPOSED RE-APPOINTMENT OF AUDITOR,
(4) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
NEW SHARES AND REPURCHASE SHARES,
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM regarding (a) the re-election of the retiring Directors; (b) the appointment of independent non-executive Director; (c) the re-appointment of auditor; (d) the proposed grant of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate; and (e) to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of nine Directors, comprising six executive Directors, namely Mr. Liu Haoqiong, Mr. Peng Shengqian, Ms. Xie Xiaolan, Mr. Liu Dingli, Mr. Liu Dingyi and Mr. Zhou Zhiqiang, and three independent non-executive Directors, namely Mr. Yu Shiyong, Mr. Li Yinguo and Mr. Zhu Yugang.

Pursuant to article 108 of the Articles of Association, at least one-third of the Directors for the time being shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring director shall be eligible for re-election. Pursuant to article 111 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to article 108 of the Articles of Association.

Pursuant to article 112 of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as the Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after the appointment and shall then be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Mr. Liu Haoqiong, Mr. Peng Shengqian, Ms. Xie Xiaolan, Mr. Liu Dingli, Mr. Liu Dingyi and Mr. Zhou Zhiqiang, Mr. Yu Shiyong, Mr. Li Yinguo and Mr. Zhu Yugang shall retire at the AGM and being eligible, among which (i) Mr. Liu Haoqiong, Mr. Peng Shengqian, Ms. Xie Xiaolan, Mr. Liu Dingli, Mr. Liu Dingyi, Mr. Zhou Zhiqiang, Mr. Yu Shiyong and Mr. Zhu Yugang being eligible, have offered themselves for re-election as Directors at the AGM; and Mr. Li Yinguo will retire from the Board with effect from the conclusion of the AGM and will not offer himself for re-election in order to devote more time to his personal endeavors. For further details, please refer to the announcement of the Company dated 13 May 2025 in relation to the retirement of Mr. Li Yinguo.

In considering and approving the re-election of Mr. Yu Shiyong and Mr. Zhu Yugang, the retiring independent non-executive Directors, the Nomination Committee had reviewed and assessed the independence of Mr. Yu Shiyong and Mr. Zhu Yugang based on the independence guidelines as set out in Rule 3.13 of the Listing Rules. Each of Mr. Yu Shiyong and Mr. Zhu Yugang has also confirmed that he fulfils all the requirements set out in Rule 3.13 of the Listing Rules. The Nomination Committee is satisfied that each of Mr. Yu Shiyong and Mr. Zhu Yugang remains independent. Mr. Zhu Yugang is the chairman of the Nomination Committee and Mr. Yu Shiyong is a member of the Nomination Committee. Therefore, both of them did not vote in the resolutions in connection with their own re-election.

LETTER FROM THE BOARD

In addition, the Nomination Committee had considered a wide range of diversity perspectives as set out in the board diversity policy of the Company including but not limited to gender, age, skills, experience, background and time commitment. Mr. Yu Shiyong has more than 12 years of experience in accounting and financial management. The election of Mr. Yu Shiyong as an independent non-executive Director will complement the professional background of the Board members in accounting and financial management. Mr. Zhu Yugang has over 15 years of experience in legal and compliance works in the PRC. The election of Mr. Zhu Yugang as an independent non-executive Director will complement the professional background of the Board members in legal and compliance. The Nomination Committee considered that the knowledge and experience of Mr. Yu Shiyong and Mr. Zhu Yugang would continue to bring contribution to the diversity of the Board.

The Board, on the recommendation of the Nomination Committee, proposed that all the retiring Directors to stand for re-election as Directors at the AGM. Particulars of each of the retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix I to this circular.

3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 13 May 2025, in relation to, among other things, the proposed appointment of independent non-executive Director. The Board has proposed to Mr. Zhao Hezhen to fill the casual vacancy on the Board following the retirement of Mr. Li Yinguo which shall take effect from the conclusion of the AGM, subject to the Shareholders' approval at the AGM. Mr. Zhao Hezhen meets the requirements of independence under Rule 3.13 of the Listing Rules. If the proposed appointment is approved by Shareholders at the AGM, Mr. Zhao Hezhen will be appointed as a chairman of the Remuneration Committee and a member of the Audit Committee following the retirement of Mr. Li Yinguo at the conclusion of the AGM.

The nomination of Mr. Zhao Hezhen was made by the Nomination Committee in accordance with the nomination policy of the Company and took into account the diversity aspects (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and work experience) as set out under the board diversity policy of the Company. The Nomination Committee also took into account the extensive knowledge and professional experience of Mr. Zhao Hezhen, the profile of which is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 December 2024 were audited by KPMG whose term of office will expire upon the conclusion of the AGM.

Following the recommendation of the Audit Committee, the Board proposes to re-appoint KPMG as the Company's auditor, with their term expiring at the next annual general meeting. The Board also proposes to be authorized to fix the remuneration of the auditor. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval, along with authorization for the Board to determine the auditor's remuneration for the year ending 31 December 2025.

5. PROPOSED GRANT OF ISSUING MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, ordinary resolutions will be proposed to grant to the Directors:

- (i) a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution;
- (ii) a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution; and
- (iii) subject to the passing of the above ordinary resolution of the Repurchase Mandate and the Issuing Mandate, a general and unconditional mandate to extend the Issuing Mandate to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issuing Mandate.

The Issuing Mandate, the Repurchase Mandate and the Extension Mandate will lapse on the earliest of (a) the conclusion of the next annual general meeting of the Company, or (b) 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 or any applicable law of the Cayman Islands to be held, or (c) the date on which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix III to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

Based on 640,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased, cancelled and lapsed by the Company for the period from the Latest Practicable Date up to and including the date of the AGM:

- (i) subject to the passing of the proposed resolution granting the Issuing Mandate to the Directors, the Company will be allowed under the Issuing Mandate to issue up to a maximum of 128,000,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (ii) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 64,000,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix III to this circular.

LETTER FROM THE BOARD

6. NOTICE OF AGM, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

A notice of the AGM 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 such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.gantongjt.com). To be valid, whether or not you are able to attend the AGM, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Wednesday, 25 June 2025) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the AGM if you so wish and in such event, the form of proxy shall be deemed to be revoked.

The register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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, 23 June 2025.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 79 of the Articles of Association, any votes of the Shareholders at the general meeting will be taken by poll where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the poll results after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 misleading.

9. RECOMMENDATION

The Board (including all independent non-executive Directors) consider that the proposed resolutions set out in the notice of the AGM including (a) the re-election of retiring Directors; (b) the appointment of independent non-executive Director; (c) the re-appointment of auditor; and (d) the grant of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

10. GENERAL

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

Yours faithfully,

By Order of the Board

Zhonggan Communication (Group) Holdings Limited

Liu Haoqiong

Chairman and Executive Director

Hong Kong, 26 May 2025

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The particulars of the retiring Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

(1) Mr. Liu Haoqiong

Mr. Liu Haoqiong (劉皓瓊) (“**Mr. Liu Haoqiong**”), aged 55, is the chairman of the Board, the chief executive officer and an executive Director. Mr. Liu Haoqiong is responsible for the overall management and business strategies of the Group, and serves as the general manager of the Group’s principal operating subsidiary, Zhonggan Communication (Group) Co., Ltd* (中贛通信(集團)有限公司) (“**Zhonggan Communication**”). Mr. Liu Haoqiong is the father of Mr. Liu Dingli and Mr. Liu Dingyi, both of whom are the executive Directors.

Mr. Liu Haoqiong has over 20 years of experience in the telecommunications infrastructure industry. From August 2001 to November 2016, Mr. Liu Haoqiong was the legal representative of Nanchang Changjiang Electric Power Engineering Installation Co., Ltd.* (南昌市長江電力工程安裝有限公司), a company principally engaged in sale and installation of electronic equipment. Since May 2002, upon establishment of Zhonggan Communication, Mr. Liu Haoqiong has served as the general manager of Zhonggan Communication. From May 2002 to March 2025, Mr. Liu Haoqiong was the chairman and a director of Zhonggan Communication.

In November 2012, Mr. Liu Haoqiong obtained the qualification of engineer in telecommunications infrastructure from the Office of Competency of Fuzhou* (撫州市職稱工作辦公室), Jiangxi Province, the PRC. Further, in June 2015, Mr. Liu Haoqiong obtained the qualification in lightning protection work from the China Meteorological Administration (中國氣象局).

Mr. Liu Haoqiong graduated from the Nanchang University in July 1992, where he majored in communication and information systems. In January 2020, Mr. Liu Haoqiong graduated from China University of Petroleum-Beijing, where he majored in computer science and technology through online courses. In December 2021, Mr. Liu Haoqiong completed the Advanced Business Management Program at MBA School of Education of Jiangxi University of Finance and Economics.

Mr. Liu Haoqiong has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months’ prior notice in writing and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Liu Haoqiong is entitled to receive RMB417,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board’s Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group.

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Liu Haoqiong was deemed to be interested in 359,444,530 Shares held by GT & Yangtze Limited, representing approximately 56.16% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu Haoqiong (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Liu Haoqiong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Liu Haoqiong that need to be brought to the attention of the Shareholders.

(2) Mr. Peng Shengqian

Mr. Peng Shengqian (彭聲謙) (“Mr. Peng”), aged 61, is an executive Director and a member of the Remuneration Committee of the Company. He has been the person-in-charge of the Shanghai branch office of Zhonggan Communication since January 2020. Mr. Peng is mainly responsible for management of the marketing development and overseeing research and development of the Group.

From 2001 to 2005, he served as the deputy general manager of Zhejiang Tiantong Electronics Co., Ltd* (浙江天通電子股份有限公司) (currently known as TDG Holding Co., Ltd (天通控股股份有限公司)), a company listed on the Shanghai Stock Exchange (Stock Code: 600330). From September 2007 to April 2011, he served as the deputy general manager of Jiangsu Zhongtian Technology Co., Ltd.* (江蘇中天科技股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600522), as well as the deputy general manager of technology division and general manager of broadcast and network division. From April 2011 to February 2012, he served as the sales director of Tongding Interconnection Information Co., Ltd.* (“**Tongding Interconnection**”) (通鼎互聯信息股份公司, a company listed on the Shenzhen Stock Exchange (Stock Code: 002491)). From March 2012 to December 2014, he served as deputy general manager of Tongding Group Co., Ltd.* (通鼎集團有限公司). From May 2015 to June 2019, he served as the deputy general manager of Tongding Interconnection. From February 2020 to March 2025, he has served as a director of Zhonggan Communication.

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Peng obtained the qualification of senior engineer in electronic engineering awarded by the Department of Human Resources of Zhejiang Province, the PRC, in June 2002. He was qualified as a registered career manager by the China Enterprise Evaluation Association (中國企業評價協會) in January 2007.

Mr. Peng graduated from China University of Geosciences (中國地質大學) in Beijing, the PRC with a bachelor's degree in petrology and a master degree in science, both in June 1997.

Mr. Peng has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months' prior notice in writing and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Peng is entitled to receive RMB190,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board's Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Mr. Peng (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Peng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Peng that need to be brought to the attention of the Shareholders.

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(3) **Ms. Xie Xiaolan**

Ms. Xie Xiaolan (謝小蘭) (“**Ms. Xie**”), aged 64, is an executive Director of the Company, the director and general manager of Gantong Communication (Jiangxi) Company Limited (贛通通信(江西)有限公司), a subsidiary of the Company, and has served various positions within the Group.

Ms. Xie has over 18 years of experience in the telecommunications infrastructure industry. From October 2003 to August 2016, she served as the deputy general manager of Zhonggan Communication. Since January 2014, she also served as director of the production department of Zhonggan Communication and is responsible for business development of the infrastructure market and management of production. Further, since August 2016, she served as the assistant to the general manager of Zhonggan Communication. From August 2016 to March 2025, Ms. Xie was a director of Zhonggan Communication.

Ms. Xie received the certification in enterprise cadre recruitment from the Ministry of Human Resources of Nanchang, Jiangxi Province, the PRC in November 1993.

Ms. Xie has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months’ prior notice in writing and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Ms. Xie is entitled to receive RMB192,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board’s Remuneration Committee with reference to her responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Ms. Xie (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Ms. Xie involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Xie that need to be brought to the attention of the Shareholders.

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(4) Mr. Liu Dingli

Mr. Liu Dingli (劉鼎立) (“**Mr. Liu Dingli**”), aged 34, is an executive Director, a member of the Nomination Committee. Mr. Liu Dingli is a son of Mr. Liu Haoqiong and the elder brother of Mr. Liu Dingyi, both of whom are executive Directors.

From June 2017 to November 2017, Mr. Liu Dingli served as the director of the internet technology operation department of Zhonggan Communication. From November 2017 to September 2020, he served as the general manager of Jiangxi Gelapu Technology Company Limited (“**GLP Technology**”), a subsidiary of the Company. From September 2020 to February 2025, he has served as the executive director, general manager and legal representative of GLP Technology. From February 2020 to March 2025, he has served as a director of Zhonggan Communication, and from February 2022 to February 2025, he has served as the executive director, general manager and legal representative of Jiangxi Gelapu Software Company Limited (“**GLP Software**”), a subsidiary of the Company.

Mr. Liu Dingli received a bachelor of arts degree in hospitality and tourism management in December 2011 and a master of science in international hospitality management and leadership in March 2013, both from Queen Margaret University in Edinburgh, Scotland.

Mr. Liu Dingli has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months’ prior notice in writing and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Liu Dingli is entitled to receive RMB398,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board’s Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Mr. Liu Dingli was deemed to be interested in 34,099,071 Shares held by Huat Huat Limited, representing approximately 5.33% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu Dingli (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Liu Dingli involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Liu Dingli that need to be brought to the attention of the Shareholders.

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(5) Mr. Liu Dingyi

Mr. Liu Dingyi (劉鼎議) (“**Mr. Liu Dingyi**”), aged 29, is an executive Director and a joint company secretary of the Company and is responsible for overseeing legal and compliance activities of the Group. Since May 2020, Mr. Liu Dingyi has been the assistant to the general manager of the securities and legal department of Zhonggan Communication. From March 2022 to March 2025, he has served as a director of Zhonggan Communication. Mr. Liu Dingyi is the son of Mr. Liu Haoqiong and the younger brother of Mr. Liu Dingli, both of whom are executive Directors.

Mr. Liu Dingyi graduated from Monash University, Australia, in May 2020 with a Bachelor of Business, with a major in banking and finance.

Mr. Liu Dingyi has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months’ prior notice in writing and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Liu Dingyi is entitled to receive RMB165,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board’s Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Mr. Liu Dingyi was deemed to be interested in 39,439,467 Shares held by Octuple Hills Limited, representing approximately 6.16% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu Dingyi (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Liu Dingyi involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Liu Dingyi that need to be brought to the attention of the Shareholders.

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(6) Mr. Zhou Zhiqiang

Mr. Zhou Zhiqiang (周志強) (“Mr. Zhou”), aged 42, is an executive Director and the Group’s chief financial officer. Since February 2025, he has been serving as the director and general manager of GLP Technology and GLP Software. Mr. Zhou has over 17 years of experience in financial management. From July 2005 to July 2008, Mr. Zhou served as the accountant of Jiangxi Chenming Paper Co., Ltd. (江西晨鳴紙業有限責任公司), a subsidiary of Shandong Chenming Paper Holdings Co., Ltd.* (山東晨鳴紙業集團股份有限公司), a company listed on the Stock Exchange (Stock Code: 01812) and the Shenzhen Stock Exchange (Stock Code: 000488). From August 2008 to July 2017, he served as the finance manager of Jiangxi Weidahui Real Estate Development Co., Ltd.* (江西省威達匯房地產開發有限公司). Since August 2017, he has been the chief financial officer of Zhonggan Communication. He obtained bachelor’s degree in accountancy from Jiangxi University of Finance and Economics in June 2005.

Mr. Zhou has entered into a service agreement with the Company with a term of three years, which is renewable upon the end of the term and may be terminated by either party giving not less than three months’ prior notice in writing and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Zhou is entitled to receive RMB209,000 as annual salary, plus share-based payment and discretionary bonus, which will be determined by the Board based on recommendation made by the Board’s Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group.

As at the Latest Practicable Date, Mr. Zhou (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Zhou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders.

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(7) Mr. Yu Shiyong

Mr. Yu Shiyong (余世勇) (“Mr. Yu”), aged 62, was appointed as an independent non-executive Director on 17 June 2024. He is also the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

Mr. Yu has more than 12 years of experience in accounting and financial management. From September 1999 to October 2002, he served as the finance director of Fujian Mindong Electric Power Co., Ltd.* (福建閩東電力股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 000993). During his tenure, he was mainly responsible for accounting, financial information disclosure and comprehensive financial management of the listed company. In particular, he was responsible for the company’s restructuring, initial public offering and A-share issuance. From January 2003 to September 2006, he served as the chief financial director of Shandong Chenming Paper Holdings Co., Ltd.* (山東晨鳴紙業集團股份有限公司), a company listed on the Stock Exchange (Stock Code: 01812) and the Shenzhen Stock Exchange (Stock Code: 000488), where he was mainly responsible for internal control and fiscal and taxation management of the listed company. In light of his corporate management and financial management expertise, he served as the financial person in charge in relation to compliance for the company’s quarterly, semi-annual and annual financial information disclosure. From May 2010 to June 2013, he was the vice president of Xtep (China) Co., Ltd.* (特步(中國)有限公司), a subsidiary of XTep International Holdings Limited (特步國際控股有限公司), a company listed on the Stock Exchange (Stock Code: 01368), where he was primarily responsible for the financial and capital management of the listed company and its PRC subsidiaries. Since April 2020, he has been serving as the executive director and general manager of Xiamen Litu Enterprise Management Consulting Co., Ltd.* (廈門利兔企業管理諮詢有限公司), where he is responsible for the business operation and financial management of the company. Given his professional experience, he has been crucial in establishing the company’s financial management and tax planning system. As part of his role at the company, he has been working with central state-owned listed companies and both large and medium-sized private enterprises as their business training instructor, where he provided training courses regarding investment and financing, internal control, risk management, and financial and taxation management. His training courses aimed to enhance the corporate, fiscal and taxation management of the client companies. From November 2016 to the present, he has also served as a guest lecturer at the School of Accountancy of the Central University of Finance and Economics* (中央財經大學).

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

In December 1997, Mr. Yu qualified as a senior accountant by Personnel and Labour Department of Ningxia Hui Autonomous Region* (寧夏回族自治區人事勞動廳). In October 2020, Mr. Yu received the Certificate for Strategic Financial Management issued by the Enterprise Financial Management Association of China. In 2006, Mr. Yu obtained the Sino-British Vocational Qualifications Cooperation Project Certificate issued by the Occupation Skill Testing Authority (職業技能鑒定中心) and the China Employment Training Technical Instruction Centre (中國就業培訓技術指導中心), which certified that Mr. Yu has skill of Cambridge International Diploma in Management – Financial Management (Module Certificate) in Higher Professional Level. He was also awarded the certificate of qualification of independent director issued by the Shanghai Stock Exchange in April 2017. In June 2013, Mr. Yu obtained certification as taxpay strategist by the Chinese Society of Educational Development Strategy. Mr. Yu received the Certificate of Qualification for CFO Enterprise Management Post issued by China Enterprise Confederation in September 2006. In August 2006, Mr. Yu obtained qualification as Chief Financial Officer (CFO) for managerial position of China Enterprise Confederation from the CTA Testing Authority.

Mr. Yu obtained a master's degree in business administration from Stratford University in June 2005. Mr. Yu obtained a PhD in business administration from the Business School at Beijing Normal University (北京師範大學經濟與工商管理學院) in October 2013.

Mr. Yu has entered into a letter of appointment with the Company for a term of three years commencing from the date of appointment subject to termination by either party giving three months' written notice and retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Yu is entitled to an annual director's remuneration of RMB72,000, which is determined with reference to his duties and responsibilities as well as the Company's remuneration policy.

As at the Latest Practicable Date, Mr. Yu (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Yu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

APPENDIX I PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

(8) Mr. Zhu Yugang

Mr. Zhu Yugang (朱玉鋼) (“Mr. Zhu”), aged 55, was appointed as an independent non-executive Director on 17 June 2024. He is also the chairman of the Nomination Committee and a member of the Audit Committee.

From May 2009 to June 2014, he served as the chief lawyer of Jiangxi Hua Gan Law Firm* (江西華贛律師事務所). Since June 2014, he served as the senior partner of Jiangxi Hua Gan Law Firm* (江西華贛律師事務所).

Mr. Zhu is currently a practicing lawyer in the PRC and a member of the Chinese People’s Political Consultative Conference National Committee of Xihu District, of Nanchang Municipal.

Mr. Zhu received a bachelor of laws degree from China Central Radio and TV University (中央廣播電視大學) (currently known as The Open University of China (國家開放大學)) in Beijing, the PRC in November 2004.

Mr. Zhu has entered into a letter of appointment with the Company for a term of three years commencing from the date of appointment subject to termination by either party giving three months’ written notice and retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhu is entitled to an annual director’s remuneration of RMB72,000, which is determined with reference to his duties and responsibilities as well as the Company’s remuneration policy.

As at the Latest Practicable Date, Mr. Zhu (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There is no other information which is discloseable nor is Mr. Zhu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhu that need to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR PROPOSED TO BE APPOINTED

The following are the particulars of Mr. Zhao Hezhen (as required by the Listing Rules), who is proposed to be elected as independent non-executive Director at the AGM.

Mr. Zhao Hezhen

Mr. Zhao Hezhen (趙和震) (“Mr. Zhao”), aged 58, has over 35 years of experience in the telecommunications infrastructure industry. He has been working as the legal representative and director of Nanchang Xiaokai Technology Co., Ltd.* (南昌小開科技有限公司) since September 2021. Mr. Zhao worked in Nanchang Telecommunications Bureau* (南昌電信局) from August 1988 to August 1998 and his last position was the deputy director of operation and maintenance department and director of network management center. He was then deployed to the market operation department of Jiangxi Post and Telecommunications Administration Bureau* (江西郵電管理局) in September 1998 for the construction of long-distance billing and settlement system in Jiangxi Province. Mr. Zhao returned to Nanchang Telecommunications Bureau* (南昌電信局) as deputy director in September 1999. In September 2002, he was appointed as the director of the marketing operation department of Jiangxi Telecom Company* (江西省電信公司). He then served as the general manager of Yingtian Telecom Company* (鷹潭市電信公司) in 2004 and the deputy general manager of Jiangxi Netcom Company* (江西省網通公司) in 2006. After the restructuring of the PRC telecommunications industry in 2008, Mr. Zhao worked for China Unicom Group Co., Ltd. from late 2008 to August 2017 and his last position was discipline inspection commission secretary of Hunan branch. Mr. Zhao was the general manager of Shenzhen branch of Jiangxi Shangtong Technology Development Co., Ltd.* (江西尚通科技發展有限公司) from September 2017 to August 2019.

Mr. Zhao graduated from Beijing College of Posts and Telecommunications* (北京郵電學院)(currently known as Beijing University of Posts and Telecommunications) in 1988 with the major in computer and communications.

Upon approval of the appointment of Mr. Zhao as an independent non-executive Director by the Shareholders at the AGM, Mr. Zhao will enter into a letter of appointment with the Company for an initial term of three years from the conclusion of the AGM. Mr. Zhao’s appointment as an independent non-executive Director shall be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company’s articles of association. Mr. Zhao will receive annual director’s remuneration of RMB72,000, which is determined with reference to his duties and responsibilities as well as the Company’s remuneration policy.

APPENDIX II PARTICULARS OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR PROPOSED TO BE APPOINTED

As at the Latest Practicable Date, Mr. Zhao (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies; (ii) did not hold any securities of which are listed on any securities market in Hong Kong or overseas; and (iii) did not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any other interests in the Shares within the meaning of Part XV of the SFO.

There are no other matters relating to the appointment of Mr. Zhao as an independent non-executive Director that need to be brought to the attention of the Shareholders or to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Zhao has confirmed that (i) he met the independence criteria as set out in Rule 3.13 (1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Zhao will be obtaining the legal advice referred to in Rule 3.09D of the Listing Rules before his appointment becoming effective.

APPENDIX III EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

(1) LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

(2) SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 640,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase and cancel Shares up to a maximum of 10% of the total number of the issued Shares of the Company on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 64,000,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which is expected to be convened on or before 30 June 2026.

(3) FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands, which may include distributable profits of the Company.

(4) REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

APPENDIX III EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

(5) EFFECT OF EXERCISING THE REPURCHASE MANDATE

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 most recent published audited financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(6) CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has a present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

(7) CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Directors will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

(8) THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a Shares repurchase, 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. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

APPENDIX III EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, GT & Yangtze Limited (“GT & Yangtze”) was interested in 359,444,530 Shares, representing approximately 56.16% of the total issued Shares of the Company. GT & Yangtze is ultimately owned as to approximately 70.0% by Mr. Liu Haoqiong and as to 30.0% by his spouse, Ms. Tao Xiulan, who are deemed to be interested in the Shares in which GT & Yangtze is interested in under Part XV of the SFO. On the basis that there will be no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, the beneficial interests of GT & Yangtze in the issued Shares of the Company would increase to approximately 62.40% if the Repurchase Mandate was exercised in full and the Shares being repurchased were cancelled.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in an obligation to make a mandatory offer in accordance with the Takeovers Code or the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

(9) SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

(10) MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares traded on the Main Board of the Stock Exchange since the Listing Date and up to the Latest Practicable Date were as follows:

	Prices	
	Highest HKD	Lowest HKD
2024		
July	0.830	0.325
August	0.450	0.285
September	0.415	0.280
October	0.465	0.325
November	0.370	0.300
December	0.350	0.305
2025		
January	0.325	0.280
February	0.430	0.295
March	0.375	0.295
April	0.315	0.255
May (up to the Latest Practicable Date)	0.330	0.295

NOTICE OF AGM



Zhonggan Communication (Group) Holdings Limited

中赣通信（集团）控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2545)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Zhonggan Communication (Group) Holdings Limited (the “**Company**”) will be held at Meeting Room 1, 12th Floor, Building 99, Nanchang Jiahai Industrial Park, No. 2799, Tianxiang Avenue, Nanchang High-tech Industrial Development Zone, Nanchang City, Jiangxi Province, the PRC on Friday, 27 June 2025, at 11:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors of the Company (the “**Directors**”) and the independent auditor for the year ended 31 December 2024.
2.
 - (a) To re-elect Mr. Liu Haoqiong as an executive Director.
 - (b) To re-elect Mr. Peng Shengqian as an executive Director.
 - (c) To re-elect Ms. Xie Xiaolan as an executive Director.
 - (d) To re-elect Mr. Liu Dingli as an executive Director.
 - (e) To re-elect Mr. Liu Dingyi as an executive Director.
 - (f) To re-elect Mr. Zhou Zhiqiang as an executive Director.
 - (g) To re-elect Mr. Yu Shiyong as an independent non-executive Director.
 - (h) To re-elect Mr. Zhu Yugang as an independent non-executive Director.
 - (i) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To consider and approve the appointment of Mr. Zhao Hezhen as an independent non-executive Director, and authorise the Board to fix his remuneration.
4. To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF AGM

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

5. “**THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued Shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares of the Company) which might require the Shares in the capital of the company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements 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 Memorandum and Articles of Association; or (iv) a specific authority granted by the Shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purpose 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 Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“Rights Issue” means an offer of Shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares of the Company on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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- (b) the total number of Shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued Shares of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above 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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
7. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued Shares of the Company at the date of the passing of this resolution.”

By Order of the Board
Zhonggan Communication (Group) Holdings Limited
Liu Haoqiong
Chairman and Executive Director

Hong Kong, 26 May 2025

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Notes:

1. All resolutions at the annual general meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules and the Articles of Association. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares in the Company may appoint more than one proxy to represent him/her and vote on his/her behalf. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.
3. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. Wednesday, 25 June 2025 at 11:00 a.m.) before the time appointed for the holding of the AGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.
4. The register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 23 June 2025.
5. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. References to time and dates in this Notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Liu Haoqiong, Mr. Peng Shengqian, Ms. Xie Xiaolan, Mr. Liu Dingli, Mr. Liu Dingyi and Mr. Zhou Zhiqiang; and the independent non-executive directors of the Company are Mr. Yu Shiyong, Mr. Li Yinguo and Mr. Zhu Yugang.