**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** about any of the contents of this circular or as to what action to take in relation to this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Lingyi iTech (Guangdong) Company** (the "**Company**"), you should at once hand this circular and the proxy form to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was affected for transmission to the purchaser(s) or the transferee(s).



领益智造
LY i TECH

# LINGYI iTECH (GUANGDONG) COMPANY
# 廣東領益智造股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 1688)**

# (1) RE-APPOINTMENT OF AUDITOR
# (2) CHANGES IN THE TOTAL SHARE CAPITAL, THE REGISTERED SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES
# (3) PROPOSAL IN RELATION TO A GENERAL MANDATE FOR THE BOARD TO REPURCHASE H SHARES
# (4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the EGM to be held at 15th Floor, Lingyi Building, Futian District, Shenzhen, Guangdong Province on Wednesday, September 23, 2026 at 2:00 p.m., is set out on pages 16 to 18 of this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e. before 2:00 p.m. on Tuesday on September 22, 2026) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

September 8, 2026

# CONTENTS

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

| | |
|---|---|
| "A Shares" | ordinary shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and subscribed for and traded in Renminbi (stock code: 002600) |
| "Articles of Association" | the articles of association of Lingyi iTech (Guangdong) Company (廣東領益智造股份有限公司) |
| "Audit Committee" | the audit committee of the Company |
| "Board" | the board of Directors of the Company |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |
| "Company" | Lingyi iTech (Guangdong) Company (廣東領益智造股份有限公司), a joint stock company incorporated in the PRC, whose H shares and A shares are listed on the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, respectively |
| "Company Law" | Company Law of the People's Republic of China (中華人民共和國公司法) |
| "CSRC" | China Securities Regulatory Commission |
| "Director(s)" | the Director(s) of the Company |
| "EGM" | the extraordinary general meeting of the Company to be held at 15th Floor, Lingyi Building, Futian District, Shenzhen, Guangdong Province on Wednesday, September 23, 2026 at 2:00 p.m. |
| "H Share(s)" | ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Hong Kong Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Latest Practicable Date" | September 4, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication |

| | |
|---|---|
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) |
| "Nomination Committee" | the nomination committee of the Board |
| "PRC" | the People's Republic of China |
| "Prospectus" | the prospectus of the Company dated 17 June 2026 in connection with the listing of the H Shares on the Hong Kong Stock Exchange |
| "Repurchase General Mandate" | a general mandate proposed to be granted to the Directors to repurchase H Shares not exceeding 10% of the total number of H Shares (excluding any treasury shares) as at the date on which the Repurchase General Mandate is approved by the Shareholders |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "Share(s)" | ordinary share(s) in the capital of our Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares |
| "Shareholder(s)" | the shareholder(s) of the Company |
| "SZSE" or "Shenzhen Stock Exchange" | the Shenzhen Stock Exchange |
| "SZSE Listing Rules" | the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, as amended from time to time |
| "Takeovers Code" | the Codes on Takeovers and Mergers and Share Buybacks of Hong Kong |
| "treasury share(s)" | has the meaning ascribed to it under the Listing Rules |
| "%" | percent |

领益智造
LY i TECH

# LINGYI iTECH (GUANGDONG) COMPANY
# 廣東領益智造股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 1688)**

*Directors:*
Zeng Fangqin *(Chairwoman, Executive Director)*
Jia Shuangyi *(Executive Director)*
Huang Jinrong *(Executive Director)*
Wei Zhenghui *(Non-executive Director)*
Lau Kin Shing Charles
*(Independent Non-executive Director)*
Cai Yuanqing *(Independent Non-executive Director)*
Ruan Chao *(Independent Non-executive Director)*

*Registered Office:*
No. 8 Longwan Road
Pengjiang District
Jiangmen City
Guangdong Province
PRC

*Place of business in Hong Kong:*
901A, Empire center
68 Mody Road
Tsim sha Tsui
Hong Kong

September 8, 2026

*To the Shareholders,*

Dear Sir/Madam,

## (1) RE-APPOINTMENT OF AUDITOR
## (2) CHANGES IN THE TOTAL SHARE CAPITAL, THE REGISTERED SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES
## (3) PROPOSAL IN RELATION TO A GENERAL MANDATE FOR THE BOARD TO REPURCHASE H SHARES
## (4) NOTICE OF EXTRAORDINARY GENERAL MEETING

### I. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the EGM.

Ordinary resolutions will be proposed to consider and, if thought fit, approve:

(1) the re-appointment of auditor;

Special resolutions will be proposed to consider and, if thought fit, approve:

(2) the changes in the total share capital, the registered share capital and amendments to the articles of association and its appendices; and

(3) the proposal in relation to a general mandate for the Board to repurchase H Shares.

This circular is issued in relation to the EGM to be held at 15th Floor, Lingyi Building, Futian District, Shenzhen, Guangdong Province on Wednesday, September 23, 2026 at 2:00 p.m.

## II. RE-APPOINTMENT OF AUDITOR

An ordinary resolution will be proposed at the EGM to consider and approve the re-appointment of Rongcheng Certified Public Accountants (Special General Partnership) as the Company's external auditor for the year ending December 31, 2026, for the audit and review of the financial statements and audit of internal control of the Company (the term of such re-appointment shall commence from the date on which the relevant resolution is passed).

## III. CHANGES IN THE TOTAL SHARE CAPITAL, THE REGISTERED SHARE CAPITAL AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ITS APPENDICES

In accordance with the increase in the Company's total share capital resulting from the exercise of stock options upon the satisfaction of the exercise conditions for the first exercise period of the stock options granted under the Company's 2024 Stock Option Incentive Plan, as well as the increase in the Company's total share capital resulting from the listing of H shares, the Board proposed to amend the relevant provisions of the Articles of Association and its appendices, namely, the Rules of Procedure of the Shareholders' Meetings.

As of June 30, 2026, in view of the increase in the Company's total share capital of 1,089,428 shares resulting from the exercise of stock options, and the increase in the Company's total share capital of 811,811,880 shares resulting from the listing of H shares, the total share capital of the Company has been changed from 7,307,109,252 shares to 8,120,010,560 shares accordingly. After the amended Articles of Association has been approved by the shareholders at the EGM and become effective and the applicable registration and filing procedures under the PRC laws have been completed, the total registered capital of the Company will be RMB8,120,010,560.

The amendments to the Articles of Association are illustrated as follows:

**1. Adjustment to Share Capital and Registered Capital**

The relevant provisions concerning the total share capital and registered capital shall be amended to update the Company's share capital structure to 8,120,010,560 ordinary shares and the registered capital to RMB8,120,010,560, so as to ensure consistency with the actual capital condition.

**2. Adjustments to the Threshold for Shareholders to Propose Director Candidates**

The threshold for Shareholders to propose director candidates who are not employee representatives to the Board has been lowered from "Shareholders who individually or collectively hold more than 3% of the Company's total share capital" to "Shareholders who individually or collectively hold more than 1% of the Company's total share capital", thereby broadening shareholder participation in board nominations, in light with requirement of applicable laws and regulations.

## IV. PROPOSAL IN RELATION TO A GENERAL MANDATE FOR THE BOARD TO REPURCHASE H SHARES

In order to ensure flexibility and discretion to the Board in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the grant of the Repurchase General Mandate to the Board. At the EGM, a special resolution will be proposed to grant to the Board the Repurchase General Mandate, being a conditional general mandate to repurchase H Shares not exceeding 10% of the total number of H Shares in issue (excluding any treasury shares) as at the date of the approval by the Shareholders of the Repurchase General Mandate.

The Repurchase General Mandate granted to the Board includes, without limitation, the following:

(i) to formulate and implement specific repurchase plans, including but not limited to determining the timing, period, price and number of H Shares to be repurchased;

(ii) to notify creditors and make announcements (if required) in accordance with the relevant laws, regulations and regulatory documents, including the Company Law, and the Articles of Association of the Company;

(iii) to open overseas securities accounts and complete the relevant foreign exchange registration procedures;

(iv) to perform other relevant approval and/or filing procedures (if any) required by applicable laws and regulations, regulatory authorities or the securities exchange(s) on which the Company's shares are listed;

(v) to make, execute and take all appropriate, necessary or proper documents, actions, matters or steps which are considered to be relevant to and necessary for the implementation and effectiveness of the proposed share repurchases, in accordance with the applicable laws and regulations and the Listing Rules;

(vi) to, based on the actual repurchase circumstances, handle the transfer or cancellation of the repurchased shares (as applicable), amend the relevant provisions of the Articles of Association relating to the total share capital, shareholding structure and other relevant matters, complete the relevant change registration procedures, and handle other documents and matters relating to the repurchased shares (if applicable);

(vii) subject to the Board obtaining the above Repurchase General Mandate, unless otherwise required by laws, to further delegate such Repurchase General Mandate to the chairwoman of the Board and her authorised person(s), jointly or individually, to sign, execute, amend, complete, submit and deal with matters relating to the repurchase of H Shares under the general mandate.

The Repurchase General Mandate will be conditional upon the special resolution(s) for approving the grant of the Repurchase General Mandate being passed at the EGM. The Repurchase General Mandate, if approved, will lapse at the earliest of (i) the conclusion of the 2026 annual general meeting of the Company; (ii) the expiration of the period within which the next general meeting of the Company is required by the Articles of Association or any applicable laws of the PRC to be held; or (iii) the date on which the authority conferred by the relevant special resolution is revoked or varied by a resolution of the Shareholders at any general meeting of the Company.

If the Company repurchases any H Shares pursuant to the Repurchase General Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company's registered capital in compliance with the applicable laws and regulations; and/or (ii) hold such H Shares in treasury, subject to the situation including market conditions and the Company's capital management needs at the relevant time any repurchases of H Shares are made.

An explanatory statement containing certain information relating to the Repurchase General Mandate is set out in Appendix I to this circular. The information contained in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Board the Repurchase General Mandate.

## V. EGM AND PROXY ARRANGEMENT

Notices convening the EGM are set out on pages 16 to 18 of this circular and published and available for downloading on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lingyiitech.com). The form of proxy for use at the EGM is also published and available for downloading on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lingyiitech.com).

To be valid, whether or not you are able to attend the EGM, the form of proxy must be completed and signed in accordance with the instructions printed thereon an 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 H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e., not later than 2:00 p.m. on Tuesday, September 22, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

## VI. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. The chairman of the EGM will therefore demand a poll for every resolution put to the vote at the EGM in accordance with the Articles of Association. An announcement of the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## VII. 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 or this circular misleading.

## VIII. BOOK CLOSURE PERIOD

For the purpose of determining the entitlement of H Shareholders to attend and vote at the EGM, the H share register of members of the Company will be closed from Tuesday, September 22, 2026 to Wednesday, September 23, 2026, both days inclusive, during which period no transfer of H Shares will be registered. H Shareholders whose names appear on the H share register of members of the Company on Wednesday, September 23, 2026 shall be entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, September 21, 2026.

## IX. RECOMMENDATIONS

The Board is of the view that the aforementioned resolutions are in the interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
**LINGYI iTECH (GUANGDONG) COMPANY**
**Ms. Zeng Fangqin**
*Chairwoman of the Board, executive Director and General Manager*

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*The following is the explanatory statement which is required to be sent to you under the Listing Rules in connection with the proposed Repurchase General Mandate:*

**REASONS FOR REPURCHASE OF H SHARES**

The Directors believe that seeking Shareholders' authorization to enable the Company to repurchase H Shares in the market is in the best interests of the Company and its Shareholders. Such Share repurchases may result in an increase in the Company's earnings per Share, subject to the prevailing market conditions and funding arrangements. On the other hand, the Shares repurchased by the Company and held as treasury shares may be resold in the market at the market price to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association and applicable PRC laws, regulations and rules. The Company will only repurchase Shares when the Directors deem it beneficial to the Company and its Shareholders.

**FUNDS REQUIRED FOR THE REPURCHASE**

In repurchasing the H Shares, the Company intends to utilize the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company is not permitted to repurchase securities on the Hong Kong Stock Exchange for non-cash consideration or to settle them from time to time in a manner inconsistent with the trading rules of the Hong Kong Stock Exchange.

**GENERAL INFORMATION**

An exercise of the Repurchase General Mandate in full may have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company in its prospectus for the year ended December 31, 2025) at any time during the proposed repurchase period. However, the Directors do not propose to exercise the H Share Repurchase General Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements or gearing level of the Company as a result of the repurchase of Shares. The Directors will determine the number of H Shares to be repurchased, the price and other terms upon which the H Shares are to be repurchased, taking into account the then prevailing market conditions and in the best interests of the Company, as and when appropriate.

The Directors undertake that they will exercise the power of the Company to repurchase Shares under the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC to the extent that such laws, rules and regulations are applicable.

As at Latest Practicable Date, the total share capital of the Company comprised 811,811,880 H Shares with a nominal value of RMB1.00 each and 7,308,494,551 A Shares with a nominal value of RMB1.00 each, and the Company held 44,207,700 treasury shares. Subject to the passing of the resolution regarding the Repurchase General Mandate and on the assumption that no H Shares will be allotted and issued or repurchased by the Company prior to the EGM, the Company will be allowed to repurchase a maximum of 81,181,188 H Shares under the Repurchase General Mandate, being the maximum of 10% of the total number of H Shares in issue (excluding any treasury shares) as at the date of the passing of the relevant resolution.

The Repurchase General Mandate will expire on the earliest of (i) the conclusion of the 2026 annual general meeting of the Company; (ii) the expiration of the period within which the next general meeting of the Company is required by the Articles of Association or any applicable laws of the PRC to be held; or (iii) the date on which the authority conferred by the relevant special resolution is revoked or varied by a resolution of the Shareholders at any general meeting of the Company.

The Repurchase General Mandate is conditional upon (i) the passing of the special resolution on approving the granting of the Repurchase General Mandate at the EGM; and (ii) the Company obtaining the approval of the State Administration of Foreign Exchange (or its successor) and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC, as appropriate. If the above conditions are not fulfilled, the Repurchase General Mandate will not be exercisable by the Directors.

Pursuant to the Listing Rules, the Company will not repurchase its shares on the Stock Exchange if the purchase price is 5% or more above the average closing price of the Company's shares for the five trading days immediately preceding trading on the Stock Exchange.

## STATUS OF THE H SHARE REPURCHASE

In the event that the Company repurchases any H Shares pursuant to the Repurchase General Mandate, the Company may, depending on the circumstances at the time of the repurchase (including market conditions, the intended use of the repurchased H Shares and the Company's capital management needs), either (i) cancel the H Shares so repurchased and reduce the registered capital of the Company by an amount equal to the aggregate nominal value of the H Shares cancelled; and/or (ii) hold such H Shares in treasury. As at the Latest Practicable Date, the Directors had no firm intention as to which of the above treatments will be adopted, and the Company will disclose the treatment of any H Shares repurchased in the relevant next day disclosure return.

As at the Latest Practicable Date, the Company held 44,207,700 treasury shares, all of which are A Shares. Assuming the Repurchase General Mandate is exercised in full and all of the H Shares so repurchased are held in treasury, the aggregate number of shares held by the Company would represent approximately 1.54% of its total issued shares, which is within the limit prescribed by Article 26 of the Articles of Association.

In the event that the Company holds any H Shares in treasury, any subsequent sale or transfer of such treasury shares will be effected in accordance with the Listing Rules and the applicable laws, rules and regulations of the PRC. For any treasury shares held in CCASS for resale on the Hong Kong Stock Exchange, the Company will take such measures as are necessary to ensure that such treasury shares are appropriately identified and segregated.

Once the H Shares are repurchased by the Company, the Shareholders' rights attached to the repurchased H Shares will be suspended. For H Shares repurchased as treasury shares, the Company will, upon completion of the share repurchase, give clear written instruction to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited and the relevant broker to update the record to clearly identify the repurchased H Shares held in Central Clearing and Automated Settlement System as treasury shares.

The Company confirms that neither this explanatory statement nor the proposed repurchase of H Shares has any unusual features.

## H SHARE PRICES

The highest and lowest monthly trading prices of the H Shares recorded on the Stock Exchange for the period from 26 June 2026 (the date on which the H Shares are listed on the Hong Kong Stock Exchange) to the Latest Practicable Date (both dates inclusive) were as follows:

| **Month** | **Highest prices** *HK$* | **Lowest prices** *HK$* |
|---|---|---|
| **2026** | | |
| June | 11.80 | 8.69 |
| July | 10.96 | 6.13 |
| August | 6.87 | 6.08 |
| September | 6.74 | 6.28 |

*Note:* The H Shares were listed on the Hong Kong Stock Exchange on June 26, 2026. Accordingly, no trading price information in respect of the H Shares on the Hong Kong Stock Exchange is available for any period prior to that date.

## SHARES REPURCHASED BY THE COMPANY

Details of the Shares repurchased by the Company (whether on the Hong Kong Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date were as follows:

No H Shares have been repurchased by the Company (whether on the Hong Kong Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

Pursuant to the A Share repurchase plan approved by the Board on March 26, 2026, the Company repurchased A Shares on the SZSE by way of centralised competitive bidding through its special securities account for repurchase, in accordance with the applicable laws and regulations of the PRC and the SZSE Listing Rules.

A Shares repurchased by the Company:

| **Month** | **Number of Shares repurchased** *(shares)* | **Highest price per A Share** *(RMB)* | **Lowest price per A Share** *(RMB)* | **Total amount** *(RMB)* |
|---|---|---|---|---|
| March 2026 (from March 4, 2026) | Nil | N/A | N/A | Nil |
| April 2026 | 22,199,300 | 14.43 | 13.68 | 311,132,511.58 |
| May 2026 | Nil | N/A | N/A | Nil |
| June 2026 | Nil | N/A | N/A | Nil |
| July 2026 | 10,176,500 | 13.01 | 11.97 | 127,972,006.73 |
| August 2026 | Nil | N/A | N/A | Nil |
| September 2026 (up to and including the Latest Practicable Date) | Nil | N/A | N/A | Nil |
| Total | 32,375,800 | 14.43 | 11.97 | 439,104,518.31 |

The above A Shares have not been cancelled and are held by the Company as treasury shares. As at the Latest Practicable Date, the Company held 44,207,700 treasury shares, all of which are A Shares and which are intended to be used for the Company's employee share incentive plan.

Save as disclosed above, the Company did not repurchase any Shares (whether on the Hong Kong Stock Exchange or not) as at the Latest Practicable Date and during the six months immediately preceding such date.

## IMPACT OF H SHARE REPURCHASE

If as a result of a share repurchase by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase is treated as an acquisition in terms of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or lose control of the Company or become obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Ms. Zeng Fangqin and Lingsheng Investment (Jiangsu) Co., Ltd. (領勝投資(江蘇)有限公司), being the controlling shareholders of the Company and parties acting in concert, together held 4,248,060,867 A Shares, representing approximately 52.31% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase H Shares in accordance with the terms of the Repurchase General Mandate to be proposed at the EGM, and all the H Shares repurchased are cancelled, the total interests of the controlling shareholders in the total registered capital of the Company would be increased to approximately 52.84%.

The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any repurchases to be made under the Repurchase General Mandate. Moreover, the Directors will not make share repurchases on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Hong Kong Listing Rules not being complied with.

To the best of their knowledge, after making all reasonable inquiries, neither the Directors nor any of their close associates (as defined in the Listing Rules) intend to sell Shares to the Company if the granting of the Repurchase General Mandate to the Board is approved at the EGM.

The Company has not been notified by any core connected person (as defined in the Listing Rules) of a present intention to sell, or an undertaking not to sell, any of the H Shares held by it to the Company in the event that the Repurchase General Mandate is approved by the Shareholders and the conditions, if any, of the Repurchase General Mandate are fulfilled.

To the best of the Directors' knowledge and belief, neither this Explanatory Statement nor the proposed repurchase of H Shares of the Company has any unusual features.

## COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF LINGYI iTECH (GUANGDONG) COMPANY

| No. | Before amendments | After amendments |
|---|---|---|
| 1 | **Article 3**<br>As approved by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on June 27, 2011, the Company initially issued 79,500,000 RMB-denominated ordinary shares (hereinafter referred to as the "A Shares") to the public and became listed on the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE") on July 15, 2011.<br><br>On [ • ] [ • ], [ • ], upon the filing with the CSRC and with the approval of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange", together with the SZSE, the "Stock Exchanges"), the Company initially issued [ • ] overseas listed shares (hereinafter referred to as the "H Shares") to the public. If the 15% over-allotment option is exercised in full, a total of [ • ] H Shares will be issued. The aforementioned H Shares were listed on the Hong Kong Stock Exchange on [ • ] [ • ], [ • ]. | **Article 3**<br>As approved by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on June 27, 2011, the Company initially issued 79,500,000 RMB-denominated ordinary shares (hereinafter referred to as the "A Shares") to the public and became listed on the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE") on July 15, 2011.<br><br>On **May 19, 2026**, upon the filing with the CSRC and with the approval of The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange", together with the SZSE, the "Stock Exchanges"), the Company initially issued **811,811,880** overseas listed shares (hereinafter referred to as the "H Shares") to the public. ~~If the 15% over-allotment option is exercised in full, a total of [ • ] H Shares will be issued.~~ The aforementioned H Shares were listed on the Hong Kong Stock Exchange on **June 26, 2026**. |
| 2 | **Article 6**<br>The registered capital of the Company is RMB[ • ]. | **Article 6**<br>The registered capital of the Company is RMB**8,120,010,560.** |
| | **CHAPTER III SHARES** | **CHAPTER III SHARES** |
| | **Section 1 Issuance of Shares** | **Section 1 Issuance of Shares** |
| 3 | **Article 20**<br>The total share capital of the Company comprises [ • ] shares, all of which are ordinary shares, including [ • ] A ordinary shares, representing [ • ]% of the total share capital of the Company, and [ • ] H ordinary shares, representing [ • ]% of the total share capital of the Company. | **Article 20**<br>The total share capital of the Company comprises **8,120,010,560** shares, all of which are ordinary shares, including **7,308,198,680** A ordinary shares, representing **90.00%** of the total share capital of the Company, and **811,811,880** H ordinary shares, representing **10.00%** of the total share capital of the Company. |

| | | |
|---|---|---|
| **CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' MEETING** | | **CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' MEETING** |
| **Section 7 Voting at and Resolutions of the Shareholders' Meeting** | | **Section 7 Voting at and Resolutions of the Shareholders' Meeting** |
| 4 | **Article 88**<br>The list of candidates for the directors shall be proposed to the Shareholders' Meeting for voting by way of proposals.<br><br>The methods and procedures for the nomination of the directors are as follows:<br><br>(I) The Nomination Committee of the Board has the authority to recommend director candidates who are not employee representatives to the Board of the Company, and provide the candidates' resumes and basic information. After approval by the Board, the Board shall submit the recommendation to the Shareholders' Meeting for consideration in the form of a proposal. Shareholders who individually or collectively hold more than 3% of the Company's total share capital may propose director candidates who are not employee representatives to the Board, and provide the candidates' resumes and basic information. After approval by the Board, the Board shall submit the candidates proposed by such shareholders to the Shareholders' Meeting for consideration in the form of a proposal.<br><br>(II) The employee representatives on the Board are elected democratically by the Company's employees. | **Article 88**<br>The list of candidates for the directors shall be proposed to the Shareholders' Meeting for voting by way of proposals.<br><br>The methods and procedures for the nomination of the directors are as follows:<br><br>(I) The Nomination Committee of the Board has the authority to recommend director candidates who are not employee representatives to the Board of the Company, and provide the candidates' resumes and basic information. After approval by the Board, the Board shall submit the recommendation to the Shareholders' Meeting for consideration in the form of a proposal. Shareholders who individually or collectively hold more than ~~3%~~**1%** of the Company's total share capital may propose director candidates who are not employee representatives to the Board, and provide the candidates' resumes and basic information. After approval by the Board, the Board shall submit the candidates proposed by such shareholders to the Shareholders' Meeting for consideration in the form of a proposal.<br><br>(II) The employee representatives on the Board are elected democratically by the Company's employees. |
| **CHAPTER XII SUPPLEMENTARY PROVISIONS** | | **CHAPTER XII SUPPLEMENTARY PROVISIONS** |
| 5 | **Article 215**<br>Subject to the consideration and approval at the Shareholders' Meeting of the Company, the Articles of Association shall become effective upon the date on which the H shares publicly issued by the Company are listed on the Hong Kong Stock Exchange. Since the effective date of the Articles of Association, the original articles of association of the Company shall be automatically invalidated. | **Article 215**<br>Subject to the consideration and approval at the Shareholders' Meeting of the Company, the Articles of Association shall become **effective**. ~~upon the date on which the H shares publicly issued by the Company are listed on the Hong Kong Stock Exchange. Since the effective date of the Articles of Association, the original articles of association of the Company shall be automatically invalidated.~~ |

# LINGYI iTECH (GUANGDONG) COMPANY
# 廣 東 領 益 智 造 股 份 有 限 公 司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 1688)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the "**EGM**") of Lingyi iTech (Guangdong) Company (the "**Company**") will be held at 15th Floor Lingyi Building, Futian District, Shenzhen, Guangdong Province on Wednesday, September, 23 2026 at 2:00 p.m., for the purpose of considering and, if appropriate, by way of polls, approving the following resolution. Except where the context indicates otherwise, the terms used in this notice have the same meanings as defined in the Company's circular (the "**Circular**") dated 8 September 2026.

### ORDINARY RESOLUTION

(1) To consider and approve the re-appointment of auditor;

### SPECIAL RESOLUTIONS

(2) To consider and approve the changes in the total share capital, the registered share capital and amendments to the Articles of Association and its appendices; and

(3) To consider and approve the proposal in relation to a general mandate for the Board to repurchase H Shares.

By order of the Board
**LINGYI iTECH (GUANGDONG) COMPANY**
**Ms. Zeng Fangqin**
*Chairwoman of the Board, executive Director and General Manager*

As at the date of this notice, the Board comprises:

*Zeng Fangqin (Chairwoman, Executive Director), Jia Shuangyi (Executive Director), Huang Jinrong (Executive Director), Wei Zhenghui (Non-executive Director), Lau Kin Shing Charles (Independent Non-executive Director), Cai Yuanqing (Independent Non-executive Director) and Ruan Chao (Independent Non-executive Director).*

Hong Kong, September 8, 2026

*Notes:*

**1. ELIGIBILITY OF ATTENDING THE EGM AND CLOSURE OF THE H SHARE REGISTER OF MEMBERS**

Shareholders of the Company who have been registered on the Company's H share register of members on Wednesday, September 23, 2026 (the "**Registered Shareholder(s)**") are entitled to attend the EGM conditional upon completion of the necessary registration procedures. The register of members of H shares will be closed by the Company from Tuesday, September 22, 2026 to Wednesday, September 23, 2026, both days inclusive, for the purpose of determining H Shareholders' entitlement to attend the EGM, during which period no transfer of the H shares will be registered.

In order to be entitled to attend the EGM, H Shareholders of the Company whose transfer documents have not been registered are required to deposit their respective instrument(s) of transfer and the relevant share certificate(s) with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, September 21, 2026.

**2. REGISTRATION PROCEDURES FOR ATTENDING THE EGM**

Registered Shareholders may deliver the necessary registration documents to the Company in person by post. Upon receipt of the above documents, the Company shall complete the registration procedures in respect of attending the EGM.

**3. PROXIES**

Registered Shareholder is entitled to appoint one or more proxies to attend and vote at the EGM on his/her behalf by completing the "Proxy Form for Use at the Extraordinary General Meeting" (the "**Proxy Form**") or by completing a duplicate copy thereof. A proxy need not be a Shareholder of the Company. Should more than one proxy be appointed, such proxies shall only exercise his/her voting rights on a poll. The Proxy Form shall be signed by a Registered Shareholder or his/her attorney duly authorised in writing. If the Proxy Form is signed by the attorney of a Registered Shareholder, the power of attorney or other documents of authorisation authorising the attorney to appoint the proxy shall be notarised. If the Registered Shareholder is a corporation, the Proxy Form shall be executed under seal or shall be executed by its Director or a duly authorised person. The notarised power of attorney or other authorization documents and the completed Proxy Form shall be delivered to the Computershare Hong Kong Investor Services Limited not less than 24 hours before the time designated for convening the EGM or any adjourn meeting thereof (as the case may be).

**4. MISCELLANEOUS**

(1) Each of the Shareholders (or his/her proxy) shall exercise his/her voting rights at the EGM according to the number of shares with voting rights represented by him/her and shall be entitled to one vote for each share held.

(2) The EGM is expected to take about half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses.

(3) The office address of the Company and the contact details of the Secretarial Office of the Board are as follows:

Lingyi Building, Futian District, Shenzhen, Guangdong Province, the People's Republic of China
Tel No.: 0755-36882182

(4) The address and contact details of Computershare Hong Kong Investor Services Limited are as follows:

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel No.: (852) 2862 8555
Fax No.: (852) 2865 0990