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Precision Tsugami (China) Corporation Limited

津上精密機床(中國)有限公司

(Incorporated in the the Cayman Islands with limited liability)

(Stock code: 1651)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 AUGUST 2022; (2) AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION; AND

(3) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 16 AUGUST 2022

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 AUGUST 2022

At the annual general meeting (the “AGM”) of Precision Tsugami (China) Corporation Limited (the “Company”) held on 16 August 2022, all the proposed resolutions as set out in the notice of the AGM dated 18 July 2022 were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2022.	358,389,849 (100.00%)	0 (0.00%)
2.	To declare a final dividend of HK\$0.40 per share for the year ended 31 March 2022.	358,389,849 (100.00%)	0 (0.00%)
3.	(A) To re-elect each of the following as directors of the Company by separate resolutions:		
	(i) Mr. Takao Nishijima as a non-executive director of the Company;	357,264,849 (99.69%)	1,125,000 (0.31%)
	(ii) Ms. Mami Matsushita as a non-executive director of the Company;	357,264,849 (99.69%)	1,125,000 (0.31%)
	(iii) Mr. Motoi Yamada as a non-executive director of the Company; and	356,769,849 (99.55%)	1,620,000 (0.45%)
	(iv) Mr. Tam Kin Bor as an independent non-executive director of the Company.	357,251,849 (99.68%)	1,138,000 (0.32%)
	(B) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.	339,080,246 (94.61%)	19,309,603 (5.39%)

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
4.	To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.	358,389,849 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 4% of the total number of issued shares of the Company as at the date of passing of this resolution.	339,080,246 (94.61%)	19,309,603 (5.39%)
6.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	300,410,518 (83.82%)	57,979,331 (16.18%)
SPECIAL RESOLUTION			
7.	To approve and adopt the proposed memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.	358,389,849 (100.00%)	0 (0.00%)

Notes:

- (a) The number of shares of the Company (the “**Shares**”) and percentage of the voting as stated above are based on the total number of Shares held by the shareholders of the Company (the “**Shareholders**”) who attended and voted at the AGM in person, by authorised corporate representative or by proxy.
- (b) As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 6, all resolutions were duly passed as ordinary resolutions of the Company. As not less than 75% of the votes were cast in favour of the resolution numbered 7, such resolution was duly passed as a special resolution of the Company.
- (c) As at the date of the AGM, a total of 380,804,000 Shares were in issue and entitled the holders of which to attend and vote at the AGM.
- (d) There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the AGM. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM.
- (f) None of the Shareholders have stated their intention in the Company’s circular dated 18 July 2022 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (h) Executive directors, Dr. Tang Donglei and Dr. Li Zequn, non-executive directors, Mr. Takao Nishijima, Ms. Mami Matsushita and Mr. Motoi Yamada and independent non-executive directors, Dr. Eiichi Koda, Dr. Huang Ping and Mr. Tam Kin Bor attended the AGM.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors of the Company is pleased to announce that pursuant to the special resolution numbered 7 above, the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) has been amended pursuant to the proposed amendments with effect from 16 August 2022. Please refer to the circular of the Company dated 18 July 2022 for details of the proposed amendments. For the full text of the amended and restated Memorandum and Articles of Association, please refer to the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.tsugami.com.cn).

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 16 AUGUST 2022

At the extraordinary general meeting (the “**EGM**”) of the Company held on 16 August 2022, all the proposed resolutions as set out in the notice of the EGM dated 18 July 2022 were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS			Number of Votes (%)	
			For	Against
1.	(i)	the proposed renewal of the technology licence agreement (the “ Technology Licence Agreement ”) dated 4 September 2017 entered into between the Company and Tsugami Corporation (株式會社ツガミ) (“ Tsugami Japan ”) (a copy of which will be produced to the EGM marked as “A” and signed by the chairman of the EGM for the purpose of identification) for a renewal term of three years, i.e. up to and including 31 March 2026 be and is hereby approved, confirmed and ratified;	88,389,848 (100.00%)	0 (0.00%)
	(ii)	the proposed renewal of the master sales agreement (the “ Master Sales Agreement ”) dated 4 September 2017 entered into between the Company and Tsugami Japan (a copy of which will be produced to the EGM marked as “B” and signed by the chairman of the EGM for the purpose of identification) for a renewal term of three years, i.e. up to and including 31 March 2026 be and is hereby approved, confirmed and ratified;	88,389,848 (100.00%)	0 (0.00%)
	(iii)	the proposed renewal of the master purchase agreement (the “ Master Purchase Agreement ”) dated 4 September 2017 entered into between the Company and Tsugami Japan (a copy of which will be produced to the EGM marked as “C” and signed by the chairman of the EGM for the purpose of identification) for a renewal term of three years, i.e. up to and including 31 March 2026 be and is hereby approved, confirmed and ratified; (the Technology Licence Agreement, the Master Sales Agreement, and the Master Purchase Agreement, collectively, the “ Existing Agreements ”);	88,389,848 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
(iv)	the proposed annual cap amounts in respect of the transactions contemplated under the Technology Licence Agreement for the three years ending 31 March 2024, 2025 and 2026 (the “ Technology Annual Caps ”) as set out in the Company’s circular dated 18 July 2022 (the “ Circular ”) be and are hereby approved, confirmed and ratified;	88,389,848 (100.00%)	0 (0.00%)
(v)	the proposed annual cap amounts in respect of the transactions contemplated under the Master Sales Agreement for the three years ending 31 March 2024, 2025 and 2026 (the “ Sales Annual Caps ”) as set out in the Circular be and are hereby approved, confirmed and ratified;	88,389,848 (100.00%)	0 (0.00%)
(vi)	the proposed annual cap amounts in respect of the transactions contemplated under the Master Purchase Agreement for the three years ending 31 March 2024, 2025 and 2026 (the “ Purchase Annual Caps ”) as set out in the Circular be and are hereby approved, confirmed and ratified; (the Technology Annual Caps, the Sales Annual Caps, and the Purchase Annual Caps, collectively, the “ Annual Caps ”);	88,389,848 (100.00%)	0 (0.00%)
(vii)	any one director of the Company be and is hereby authorised to do all acts and things, take such necessary actions and to approve, execute and deliver all deeds, agreements and documents in relation to the renewal of the Existing Agreements and the Annual Caps on behalf of the Company which he/she (or his/her properly appointed attorney) may consider necessary.	88,389,848 (100.00%)	0 (0.00%)

Notes:

- (a) The number of Shares and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the EGM in person, by authorised corporate representative or by proxy.
- (b) As more than 50% of the votes were cast in favour of each of the resolutions numbered (i) to (vii), all resolutions were duly passed as ordinary resolutions of the Company.
- (c) As at the date of the EGM, a total of 380,804,000 Shares were in issue.
- (d) Apart from Tsugami Japan and its associates which were entitled to exercise control, over the voting rights in respect of 270,000,000 Shares and Dr. Tang Donglei, an executive director of the Company, who has interests in 150,000 Shares, representing approximately 70.90% and 0.03% of the issued share capital of the Company as at the date of the EGM, respectively, no Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the EGM.
- (e) Accordingly, the total number of Shares entitling the independent shareholders to attend and vote at the EGM was 110,654,000 Shares.

- (f) There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.
- (g) The board of directors of the Company has confirmed that Tsugami Japan and its associates and Dr. Tang Donglei had abstained from voting on the resolutions at the EGM.
- (h) None of the Shareholders have stated their intention in the Company's circular dated 18 July 2022 to vote against or to abstain from voting on any of the resolutions at the EGM.
- (i) The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.
- (j) Executive directors, Dr. Tang Donglei and Dr. Li Zequn, non-executive directors, Mr. Takao Nishijima, Ms. Mami Matsushita and Mr. Motoi Yamada and independent non-executive directors, Dr. Eiichi Koda, Dr. Huang Ping and Mr. Tam Kin Bor attended the EGM.

By Order of the Board
Precision Tsugami (China) Corporation Limited
Dr. Tang Donglei
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 16 August 2022

As at the date of this announcement, the executive directors of the Company are Dr. Tang Donglei and Dr. Li Zequn; the non-executive directors of the Company are Mr. Takao Nishijima, Ms. Mami Matsushita and Mr. Motoi Yamada; and the independent non-executive directors of the Company are Dr. Eiichi Koda, Dr. Huang Ping and Mr. Tam Kin Bor.