**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 licensed securities dealer or registered securities institution, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in SICC CO., LTD., you should at once hand this circular together with the accompanying proxy form and the reply slip to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



# SICC CO., LTD.
# 山東天岳先進科技股份有限公司

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

***("The Company")***

**(Stock Code: 2631)**

## PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless the context otherwise requires, capitalized terms used in this cover page and this circular shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

If you intend to attend the EGM, please complete and return the reply slip enclosed in this circular in accordance with the instructions printed thereon to the Hong Kong H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event by not later than 14:30 on 25 June 2026. The reply slip may be delivered by hand or by post to the Company's H Share Registrar in Hong Kong.

A notice convening the EGM of the Company to be held at 14:30 on 26 June 2026 at the Conference Room of SICC Company, No. 99, South Tianyue Road, Huaiyin District, Jinan City, Shandong Province is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time of the meeting (i.e. not later than 14:30 on 25 June 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

8 June 2026

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**Letter From the Board** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . 3

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

| | |
|---|---|
| "Announcement" | the announcement of the Company dated 8 June 2026 in relation to, among other things, the proposed appointment of Mr. FENG Xianying (馮顯英) as a non-executive Director |
| "A Share(s)" | ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are traded in Renminbi and listed on the STAR Market |
| "Articles of Association" | the articles of association of our Company, as amended, revised or supplemented from time to time |
| "Board" or "Board of Directors" | the board of directors of our Company |
| "Company", "our Company" or "the Company" | SICC Co., Ltd. (山東天岳先進科技股份有限公司), a limited liability company established in the PRC on 2 November 2010 and restructured into a joint stock company on 17 November 2020. Its A shares were listed on the STAR Market of the Shanghai Stock Exchange on 12 January 2022 (stock code: 688234) and its H shares were listed on the Hong Kong Stock Exchange on 20 August 2025 (stock code: 2631) |
| "Director(s)" | the director(s) of our Company |
| "EGM" | the extraordinary general meeting of our Company to be convened at 14:30 on 26 June 2026 for approving the resolution as set out in this circular |
| "H Share(s)" | overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange |
| "H Shareholder(s)" | Holder(s) of our H Share(s) |

| | |
|---|---|
| "Hong Kong" or "HK" | the Hong Kong Special Administrative Region of the PRC |
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| "Share(s)" | ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.00 each, comprising A Shares and H Shares |
| "Shareholder(s)" | holders of our Shares from time to time |
| "STAR Market" | the Shanghai Stock Exchange Science and Technology Innovation Board |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |

# SICC CO., LTD.
# 山東天岳先進科技股份有限公司

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

**(Stock Code: 2631)**

*Executive Directors:*
Mr. Zong Yanmin (宗艷民)
Mr. Gao Chao (高超)
Mr. Wang Junguo (王俊國)

*Non-executive Directors:*
Mr. Qiu Yufeng (邱宇峰)
Ms. Li Wanyue (李婉越)

*Independent non-executive Directors:*
Mr. Li Honghui (李洪輝)
Ms. Liu Hua (劉華)
Mr. Lai Kwok Hung Alex (黎國鴻)

*Registered Office:*
No. 99, South Tianyue Road
Huaiyin District, Jinan City
Shandong, PRC

*Principal Place of Business in Hong Kong:*
Room 503, 5th Floor
Tung Wai Commercial Building
109–111 Gloucester Road
Wanchai, Hong Kong

8 June 2026

*To the Shareholders*

Dear Sirs or Madams,

**PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**
**AND**
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**(1) Introduction**

Reference is made to the Announcement in relation to, among other things, the proposed appointment of Mr. FENG Xianying (馮顯英) as a non-executive Director.

The purpose of this circular is to provide you with, among other things, the notice of the EGM and information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution or abstain from voting at the EGM.

**(2) Proposed Appointment of Non-Executive Director**

As mentioned in the Announcement, the Board proposed to appoint Mr. FENG Xianying (馮顯英) ("**Mr. Feng**") as a non-executive Director, subject to the approval from the Shareholders. His term of office will take effect from the date of approval by the Shareholders at the EGM, and end upon the expiration of the term of the current session of the Board.

The biographical details of Mr. Feng, are set out below:

**Mr. Feng Xianying**, aged 60, a member of the Communist Party of China, holds a doctoral degree, and is a professor and doctoral supervisor at Shandong University. He is a senior member of the Chinese Mechanical Engineering Society and a member of Robotics Branch Committee, a member of various national and provincial level expert pools, a director of the Shandong Machine Tool and General Machinery Association, and a member of Standardization Working Committee. He has been selected for honors including the Scarce Talent Introduced of Shandong Province Key Support Regional Economy, an expert of the first batch of the Jinan City Major Project Think Tank for the Replacement of Old Growth Drivers with New Ones (Intelligent Manufacturing and High-end Equipment Industry), an expert of the first batch of Jinan City Expert Workstations, Chief Expert of the Qingdao City Rubber and Plastic Machinery Expert Workstation, Chief Expert of the third batch of the "Quancheng Scholar" Construction Project, Innovative Talent of the Xuzhou City "Innovation and Entrepreneurship Plan", Leading Talent of the Weifang City Yuandu Industry, Zaozhuang Talent, and High-level Talent of Shandong Province. He is currently a specially invited reviewer for several renowned domestic and international journals including the Journal of Mechanical Engineering, Manufacturing Technology & Machine Tool, and Precision Engineering.

His main research directions include intelligent manufacturing equipment design, manufacturing, inspection and control theory and technology, robotics technology, and micro-nano manufacturing processing technology. In recent years, he has led and participated in the completion of 10 national level projects, including projects under the National Natural Science Foundation of China and the National Key Research and Development Programme; 20 provincial level projects, including major provincial innovation engineering projects and provincial natural science foundation projects; and over 50 enterprise-commissioned projects. A number of these research projects have been industrialised, creating favourable economic and social benefits for enterprises and society. He holds over 60 authorised invention patents, including 30 as the first inventor. He has published over 140 papers, including over 90 indexed by SCI/EI. He has published two monographs, Micro-Nano Motion Realisation Technology and Intelligent Manufacturing Equipment Technology, both of which have received funding from the National Publishing Fund Project and the Hubei Province Academic Publication Special Fund Project. He is the chief editor of the Natural Science Guide Series — Mechanical Manufacturing and a contributing author to three other works, including High-speed Cutting Processing Technology and the New Handbook for Mechanical Processing Technologists. He has received one first prize and one second prize of the China Machinery Industry Science and Technology Award, four second prizes of provincial-level Science and Technology Progress Awards, and multiple municipal-level awards.

Save as disclosed above, Mr. Feng confirmed that (i) he did not hold any position within the Group or any directorship of other listed public companies in the last three years, and does not possess any other major appointment or professional qualifications; (ii) he does not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there are no other matters in relation to Mr. Feng required to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Subject to the approval of his appointment as a non-executive Director by the Shareholders at the EGM, the Company will enter into a service contract with Mr. Feng. In accordance with the Remuneration Management System of Directors and Senior Management Members, he will not receive director's remuneration during his term as a non-executive Director.

**(3) EGM**

The EGM will be held at 14:30 on Friday, 26 June 2026 at the Conference Room of SICC Co., Ltd., No. 99, South Tianyue Road, Huaiyin District, Jinan City, Shandong Province, PRC, to consider and, if thought fit, pass the resolution approving the above matter. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Shareholders intending to attend the EGM should complete the reply slip and return it to the H Share Registrar of our Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (in the case of holders of H Shares of our Company), by hand or by post, on or before 14:30 on Thursday, 25 June 2026.

A form of proxy for use at the EGM is enclosed with this circular. A Shareholder who is entitled to attend and vote at the EGM may appoint one or more persons as his proxy to attend and vote at the EGM. A proxy need not be a Shareholder. For a poll to be taken, the form of proxy for the EGM must be delivered (in the case of holders of H Shares of our Company) by hand or post to the H Share Registrar of our Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, 24 hours before the time appointed for the holding of the extraordinary general meeting (or any adjournment thereof) (i.e., by 14:30 on Thursday, 25 June 2026) to be valid. If the form of proxy is signed by a person under a power of attorney or other authority, a notarial certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by way of a poll and the Company will announce the results of the poll in the manner prescribed by Rule 13.39(5) of the Listing Rules.

**(4) Closure of register of members**

The register of members of the Company will be closed from 23 June 2026 to 26 June 2026 (both days inclusive), for the purpose of determining the identity of Shareholders entitled to attend and vote at the EGM, during which period no transfer of H Shares will be registered. Holders of H Shares of the Company whose names appear on the register of members of H Shares of our Company on Tuesday, 23 June 2026 will be entitled to attend the EGM. To be eligible to attend and vote at the EGM, holders of H Shares of the Company who have not registered their share transfers should lodge the transfer documents together with the relevant share certificates with the H Share Registrar of the Company at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 16:30 on Monday, 22 June 2026. For the avoidance of doubt, any person who becomes a shareholder after 16:30 on Monday, 22 June 2026 will not be entitled to attend and vote at the EGM.

**(5) Recommendation**

The Board believes that the above proposed resolution is in the best interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of the resolution set out in the notice of the EGM.

**(6) Responsibility statement**

This circular, for which the Directors collectively and individually accept full responsibility, contains particulars given in compliance with the Listing Rules for the purpose of providing information in relation 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.

By order of the Board
**SICC CO., LTD.**
**Mr. Zong Yanmin**
*Chairman of the Board,*
*Executive Director and General Manager*

# SICC CO., LTD.
# 山東天岳先進科技股份有限公司

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

**(Stock Code: 2631)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting (the "**EGM**") of SICC CO., LTD. (the "**Company**") will be convened and held at 14:30 on 26 June 2026 at the Conference Room of SICC Company, No. 99, South Tianyue Road, Huaiyin District, Jinan City, Shandong Province for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution of the Company.

### ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of Mr. Feng Xianying as a non-executive Director.

By order of the Board
**SICC CO., LTD.**
**Mr. Zong Yanmin**
*Chairman of the Board,*
*Executive Director and General Manager*

Hong Kong, 8 June 2026

*Notes:*

1. Pursuant to the Articles of Association of the Company, any shareholder (the "**Shareholder**") of the Company who is entitled to attend and vote at an EGM may appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company.

2. The proxy form and a notarized copy of the power of attorney or other authorization document (if the proxy form is signed on behalf of the appointer by another person pursuant to a power of attorney or other authorization) must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, in the case of H shareholders, at Shop 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for the holding of the EGM or the designated voting time (as the case may be) in order to be valid.

3. Shareholders or their proxies shall produce their identity documents when attending the EGM.

4. In order to determine the identity of the Shareholders entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no share transfer will be registered.

5. Shareholders whose names appear on the register of members of the Company on Tuesday, 23 June 2026 are entitled to attend and vote at the EGM.

6. In order to attend and vote at the EGM, holders of H shares of the Company whose transfers have not been registered shall deposit the transfer forms together with the relevant share certificates, at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 16:30 on Monday, 22 June 2026.

7. The EGM is not expected to take more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses.

8. Unless the context otherwise requires, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 8 June 2026.

*As at the date of this notice, the Board comprises: (i) Mr. Zong Yanmin, Mr. Gao Chao and Mr. Wang Junguo as executive Directors; (ii) Mr. Qiu Yufeng and Ms. Li Wanyue as non-executive Directors; and (iii) Mr. Li Honghui, Ms. Liu Hua and Mr. Lai Kwok Hung Alex as independent non-executive Directors.*