
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Top Numerical Control Technology Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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上海拓璞数控科技股份有限公司 Shanghai Top Numerical Control Technology Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 7688)

PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalized terms used on this cover page shall have the same meanings as those defined in this circular.

The Company will hold an EGM at 10:00 a.m. on Wednesday, 29 July 2026 by way of a hybrid meeting. Shareholders have the option of attending the physical EGM in person at the Conference Room A1, No. 888, Guanghua Road, Minhang District, Shanghai, PRC, or attending the EGM online via the Vistra eVoting Portal.

The notice of EGM is set out on pages EGM-1 to EGM-4 of this circular. The form of proxy for use at the EGM has been published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.topnc.com.cn>) respectively. If you wish to appoint a proxy to attend the EGM, you must complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's office in the PRC at No. 888, Guanghua Road, Minhang District, Shanghai, PRC (for Domestic Shareholders) 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 10:00 a.m. on Tuesday, 28 July 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person or online at the EGM should you so wish, and in such event, the form of proxy that you have completed and returned will be deemed to be revoked.

Reference to times and dates in this circular are to Hong Kong times and dates.

10 July 2026

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or supplemented from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“business day”	any day on which the Stock Exchange is open for the business of trading in securities
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular and for geographical reference only, except where the context requires, references in this circular to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan region
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Shanghai Top Numerical Control Technology Co., Ltd. (上海拓璞數控科技股份有限公司), a joint stock company incorporated in the PRC with limited liability whose H Shares are listed on the Stock Exchange
“Controlling Shareholders”	refers to Dr. Wang Yuhua (王宇喏) and Shanghai Tuoxian Technology Partnership (Limited Partnership) (上海拓賢科技合夥企業(有限合夥)), as defined and further detailed in the Prospectus
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Shareholder(s)”	holder(s) of Unlisted Shares
“EGM”	the Company will hold an EGM or any adjournment thereof (as the case may be) at 10 a.m. on Wednesday, 29 July 2026 by way of a hybrid meeting at the principal meeting place at Conference Room A1, No. 888, Guanghua Road, Minhang District, Shanghai, PRC and online to consider and, if appropriate, approve the resolution set out in the notice on pages EGM-1 to EGM-4 of this circular

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time
“H Share(s)” or “Share(s)”	overseas listed foreign invested share(s) in the share capital of the Company, with a nominal value of RMB0.10 each, which are traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
“H Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Board to exercise all powers of the Company to repurchase H Shares not exceeding 10% of the number of H Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution at the EGM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	9 July 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“Prospectus”	the prospectus of the Company published on 12 May 2026
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Unlisted Share(s)”	the ordinary share(s) in the share capital of the Company, with a nominal value of RMB0.10 each, which subscribed for and paid up in Renminbi and are currently not listed or traded in any stock exchange
“Vistra eVoting Portal”	a system to enable attendance of the EGM online via a live video broadcast, details of which are set out in the section headed “IV. EGM ARRANGEMENT” in the letter from the Board of this circular
“%”	per cent



上海拓璞数控科技股份有限公司

Shanghai Top Numerical Control Technology Co., Ltd.

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

(Stock Code: 7688)

Executive Directors:

Dr. Wang Yuhan (*Chairperson*)
Mr. Li Yuhao
Ms. Yao Bin

Registered office:

No. 888, Guanghua Road
Minhang District, Shanghai
PRC

Non-executive Directors:

Mr. Li Qingfeng
Mr. Li Yonghao

Principal place of business in Hong Kong:

Room 1917, 19/F
Lee Garden One
33 Hysan Avenue, Causeway Bay
Hong Kong

Independent Non-executive Directors:

Dr. Yang Jianguo
Dr. Feng Hutian
Ms. Liu Yueheng

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

With reference to the announcement of the Company dated 29 June 2026, this circular is intended to provide you with the notice of the EGM and further information in relation to the proposed general mandate to repurchase H Shares to enable you to make an informed decision on the resolution to be presented at the EGM.

LETTER FROM THE BOARD

II. PROPOSED GENERAL MANDATE TO REPURCHASE H SHARES

Reference is made to the announcement of the Company dated 29 June 2026 in relation to the H Share Repurchase Mandate. In order to give the Company the flexibility to repurchase H Shares if and when appropriate, the resolution in relation to the proposed grant of the H Share Repurchase Mandate was considered and approved by the Board on 29 June 2026. The resolution in relation to the proposed grant of the H Share Repurchase Mandate will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the EGM, particulars of which are set out as follows and in the Notice of Extraordinary General Meeting of this circular.

Pursuant to the H Share Repurchase Mandate, the H Shares which may be repurchased by the Company with its own fund during the Relevant Period (as defined below) shall not exceed 10% of the total number of H Shares in issue (excluding treasury shares) as at the date of consideration and approval of the resolution in relation to the grant of the H Share Repurchase Mandate at the EGM. The Company may cancel any H Shares it repurchased and/or hold them as treasury shares, subject to market conditions and its capital needs at the relevant time of the repurchases.

For the purpose of the H Share Repurchase Mandate, the "Relevant Period" means the period from the date of passing of the resolution in relation to the grant of the H Share Repurchase Mandate at the EGM until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the EGM; or
- (ii) the date on which the authority granted to the Board as set out in the relevant resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

The Directors believe that the H Share Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. Subject to the consideration and approval by the Shareholders at the EGM, the Company will determine whether it will proceed with the repurchase and make specific repurchase plans as and when appropriate.

The obtaining of the H Share Repurchase Mandate is in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of government and regulatory authorities of the PRC. An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the H Share Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

III. PUBLIC FLOAT

The Company shall take appropriate measures to ensure compliance with the public float requirements as stipulated in the Listing Rules and/or as required by the Stock Exchange from time to time.

IV. EGM ARRANGEMENT

The Company will hold an EGM at 10 a.m. on Wednesday, 29 July 2026 by way of a hybrid meeting. Notice of EGM is set out on pages EGM-1 to EGM-4 of this circular. Shareholders have the option of attending the physical EGM in person at the principal place at Conference Room A1, No. 888, Guanghai Road, Minhang District, Shanghai, PRC, or attending the EGM online via the Vistra eVoting Portal.

Shareholders who wish to attend the EGM online can log in the Vistra eVoting Portal from any location with access to the internet via smartphone, tablet device or computer. Through the Vistra eVoting Portal, Shareholders will be able to view the live video broadcast and participate in voting and submit questions online.

Login details for registered Shareholders

Relevant information, including login details, to access the Vistra eVoting Portal is included in a separate notification letter sent by the Company's Hong Kong H share registrar, Tricor Investor Services Limited, to each registered Shareholder who may access the e-Meeting System platform. Registered Shareholders can refer to the notice of EGM and the Online Meeting User Guide (by scanning the QR code provided on the Notification Letter, which is expected to be despatched to the Shareholders on Wednesday, 22 July 2026 by post) in relation to attending the EGM by electronic means.

Where there are joint registered holders of any Share(s), only ONE PAIR of login username and password is provided to the joint holders. Any one of such joint holders may attend or vote via the Vistra eVoting Portal in respect of such Share(s) as if he/she were solely entitled thereto.

Login details for non-registered Shareholders

If you are a non-registered Shareholder who wishes to attend the EGM online via the Vistra eVoting Portal, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited for any necessary arrangement.

LETTER FROM THE BOARD

e-Voting

Every Shareholder attending the physical EGM in person (or in the case of a corporation, by its authorized representative) or by proxy, will receive a voting pass upon arrival at the venue of the EGM. Each Shareholder/authorized representative/proxy will have to access to the Vistra eVoting Portal by scanning the QR code given on the voting pass and cast his/her vote(s) via the Vistra eVoting Portal. Shareholders attending the EGM online should cast their votes on all resolutions online via the Vistra eVoting Portal during the EGM. The EGM shall be conducted by way of a vote.

Submitting questions

Shareholders attending the EGM online via the Vistra eVoting Portal may submit questions relevant to the proposed resolutions online during the EGM.

Appointment of proxy

The form of proxy for use at the EGM has been published on the website of the Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<http://www.topnc.com.cn>). If you wish to appoint a proxy to attend the EGM, you must complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or to the Company's office in the PRC at No. 888, Guanghai Road, Minhang District, Shanghai, PRC (for Domestic Shareholders), not less than 24 hours before the time appointed for the EGM (i.e. before 10 a.m. on Tuesday, 28 July 2026). Completion and return of the form of proxy will not preclude you from attending and voting in person or online at the EGM should you so wish.

In case a Shareholder wishes to appoint a proxy to attend the EGM online, he/she must provide a valid email address of his/her proxy (except when the chairman of the EGM is appointed) for the proxy to receive the login details to participate online via the Vistra eVoting Portal.

Enquiry

In case you have any enquiries on the EGM arrangements set out above, please contact the Company's Hong Kong H share registrar, Tricor Investor Services Limited, via their email address is-enquiries@vistra.com or their hotline at (852) 2980 1333 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

LETTER FROM THE BOARD

Closure of the Register of Shareholders

In order to determine the Shareholders entitled to attend and vote at the EGM, the Company's share register will be closed from Friday, 24 July 2026 to Wednesday, 29 July 2026 (both days inclusive), during which period no transfer of shares will be registered. Holders of H Shares and Unlisted Shares whose names appear on the register of members of the Company on Wednesday, 29 July 2026 are entitled to attend and vote at the EGM in respect of all resolutions to be proposed. In order for Shareholders to attend the EGM, share certificates accompanied by the transfer documents must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's office in the PRC at No. 888, Guanghai Road, Minhang District, Shanghai, PRC (for Domestic Shareholders) for registration not later than 4:30 p.m. on Thursday 23 July 2026.

V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted by poll.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is required to abstain from voting in respect of the resolutions proposed at the EGM pursuant to the Listing Rules and/or the Articles of Association.

VI. 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.

LETTER FROM THE BOARD

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) is of the view that all the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board (including the independent non-executive Directors) recommends the Shareholders to vote in favor of all the resolutions to be proposed at the EGM.

By order of the Board
**SHANGHAI TOP NUMERICAL CONTROL
TECHNOLOGY CO., LTD.**

Dr. Wang Yuhan
Chairman and Executive Director

Hong Kong, 10 July 2026

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolutions to be proposed at the EGM for the granting of the H Share Repurchase Mandate to the Board.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions. Repurchases must be funded out of funds legally available for the purpose and in accordance with the company's constitutional documents and the applicable laws of the jurisdiction in which the company is incorporated or otherwise established. Any premium payable on a repurchase over the par value of the shares may be effected out of book balance of distributable profits of the company or proceeds of a new issue of shares made for such purpose.

2. REASONS FOR THE REPURCHASES OF H SHARES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. REGISTERED CAPITAL

As at the Latest Practicable Date, the number of total issued shares of the Company were 381,272,404 H Shares and 37,808,886 Unlisted Shares.

4. EXERCISE OF THE H SHARE REPURCHASE MANDATE

Subject to the passing of the special resolution approving the grant of the H Share Repurchase Mandate at the EGM, the Directors will be granted the H Share Repurchase Mandate until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the EGM; or
- (ii) the date on which the authority granted to the Board as set out in the relevant resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

(hereinafter referred to as the “**Relevant Period**”).

The exercise of the H Share Repurchase Mandate is subject to relevant approval of and/or filings with the relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the H Share Repurchase Mandate (on the basis of 381,272,404 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the EGM) would result in a maximum of 38,127,240 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution at the EGM.

5. FUNDING OF REPURCHASE

In repurchasing its H Shares, the Company intends to apply funds from 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 empowered by the Articles of Association to purchase its H Shares. Any repurchases by the Company may only be made out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the latest published audited accounts of the Company for the twelve months ended 31 December 2025 the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the H Share Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

The Company may cancel the H Shares repurchased under the H Share Repurchase Mandate, and/or hold them as treasury shares subject to conditions at the relevant time of the repurchases, for example, market conditions, purposes of repurchases and its capital management needs.

6. MARKET PRICE OF H SHARES

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange during the period from 20 May 2026 (the date of listing of the H Shares on the Stock Exchange) to the Latest Practicable Date were as follows:

	Trading price per H Share	
	Highest (HK\$)	Lowest (HK\$)
2026		
May (from 20 May 2026)	49.98	33.50
June	39.00	22.72
July (up to the Latest Practicable Date)	26.40	19.60

7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the H Share Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the group of Controlling Shareholders controls or is entitled to control the voting rights of 120,597,703 H Shares and 12,663,677 Unlisted Shares of the Company, which account for approximately 31.80% of the Company's total issued share capital. If the general mandate to repurchase H Shares is fully exercised and assuming that no further issuance or repurchase of H Shares is made prior to such full exercise, the proportion of the interest of the voting rights held by the group of Controlling Shareholders in the Company to the total share capital of the Company will therefore increase to approximately 34.98% (if it does not participate in such repurchase). On this basis, the Directors are of the view that an exercise of the H Share Repurchase Mandate in full may give rise to an obligation on the group of Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code, as they would be regarded as having acquired voting rights exceeding the 2% creeper. Accordingly, the Directors do not intend to exercise the repurchase mandate to such an extent as would result in a Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code.

Moreover, the Directors will not make any repurchase of Shares on the Stock Exchange if such repurchase of Shares would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the period from 20 May 2026 (the date of listing of the H Shares on the Stock Exchange) to the Latest Practicable Date, no repurchase of H Shares has been made by the Company (whether on the Stock Exchange or otherwise).

9. GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) presently intends to sell H Shares to the Company under the H Share Repurchase Mandate in the event that the H Share Repurchase Mandate is approved by the Shareholders and the conditions (if any) to which the H Share Repurchase Mandate are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the H Share Repurchase Mandate is approved by its Shareholders and the conditions (if any) to which the H Share Repurchase Mandate are fulfilled.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases under the H Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company has confirmed that neither the explanatory statement nor the H Share Repurchase Mandate has any unusual features.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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上海拓璞数控科技股份有限公司 Shanghai Top Numerical Control Technology Co., Ltd.

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

(Stock Code: 7688)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that Shanghai Top Numerical Control Technology Co., Ltd. (the “**Company**”) will hold an extraordinary general meeting (the “**EGM**”) at 10:00 a.m. on Wednesday, 29 July 2026 by way of a hybrid meeting. Shareholders have the option of attending the physical EGM in person at the principal meeting place at Conference Room A1, No. 888, Guanghai Road, Minhang District, Shanghai, PRC, or attending the EGM online via the Vistra eVoting Portal, for the purpose of considering, and if thought fit, passing the following resolution. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 10 July 2026 (the “**Circular**”).

BY WAY OF SPECIAL RESOLUTION

1. To consider and approve the granting of a general mandate to the Board to repurchase H Shares during the Relevant Period (as defined in paragraph (d) below):

“**THAT:**

- (a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the number of the H Shares in issue (excluding treasury shares) and having not been repurchased at the time when this resolution is passed at the EGM;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the Board (or its authorized representative(s)) be authorized to (including but not limited to the following):
 - (i) to do all such acts, matters and business necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, including but not limited to amendments to the Articles of Association of the Company and the cancellation, transfer or hold as treasury shares for the repurchased H Shares after such general mandate has been exercised;
 - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas;
 - (iii) formulate and implement the specific repurchase plan, including but not limited to the repurchase price, the number of H Shares to be repurchased, the timing of repurchase(s) and the repurchase period, subject to all applicable rules and regulations;
 - (iv) authorize specified person to carry out necessary procedures in relation to the repurchase of H Shares, including but not limited to opening overseas share accounts and carrying out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas (if needed); and
 - (v) (for the repurchased H Shares to be held as treasury shares) use such treasury shares in accordance with the applicable rules and regulations as and when appropriate, including but not limited to resale for cash (subject to the general mandate to issue H Shares) or transfer to satisfy share grants under share schemes, and to complete the relevant statutory procedures for registration, filing and approval within or outside the PRC;
- (c) the Board will only exercise its power under the above mandates in accordance with the PRC Company Law, the Listing Rules (as may be amended from time to time) and other relevant laws and regulations of Hong Kong and the PRC, and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained (if needed); and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) authorize specified person to carry out necessary procedure for the purposes of this special resolution:

“**Relevant Period**” means the period from the passing of this special resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution at the EGM; or
- (ii) the date on which the authority granted to the Board as set out in the relevant resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”

By order of the Board
**Shanghai Top Numerical Control
Technology Co., Ltd.**
Dr. Wang Yuhan
Chairman and Executive Director

Hong Kong, 10 July 2026

As at the date of this notice, the executive directors of the Company are Dr. Wang Yuhan, Mr. Li Yuhao and Mr. Yao Bin; the non-executive directors of the Company are Mr. Li Qingfeng and Mr. Li Yonghao; and the independent non-executive directors of the Company are Dr. Yang Jianguo, Dr. Feng Hutian and Ms. Liu Yueheng.

Notes:

1. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, votes of the shareholder(s) at the EGM shall be taken by poll.
2. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to determine the holders of H shares of the Company (the “**H Share(s)**”) who are entitled to attend and vote at the EGM, the H Share register of members of the Company shall be closed from Friday, 24 July 2026 to Wednesday, 29 July 2026 (both days inclusive), during which no transfer of H Shares will be registered. Holders of H Shares and Unlisted Shares whose names appear on the register of members on Wednesday, 29 July 2026 are entitled to attend the EGM. All transfers accompanied by the relevant certificates must be lodged with the Company’s H Share registrar in Hong Kong, 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 Thursday, 23 July 2026.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Holders of Unlisted Shares who intend to attend the EGM are required to lodge all completed transfer documents accompanied by the relevant share certificates at the office of the Company, at No. 888, Guanghai Road, Minhang District, Shanghai, PRC on or before 4:30 p.m. on Thursday, 23 July 2026 for registration.

4. The instruments appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorized attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.
5. The proxy form together with the power of attorney or other authorization document (if any) must be deposited at the H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders) or the Company's office in the PRC at No. 888, Guanghai Road, Minhang District, Shanghai, PRC (for Domestic Shareholders), not less than 24 hours before (i.e. 28 July 2026 10:00 a.m.) the time fixed for holding the EGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting should such Shareholders so wish.

6. Shareholders and their proxies are required to produce identity proof when attending the EGM or any adjournment thereof (as the case may be). If the attending Shareholder is a corporation, its legal representative shall present his or her ID card, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her ID card and a written power of attorney issued by the relevant Shareholder in accordance with law.
7. References to time and dates in this notice are Hong Kong time and dates.
8. For further details regarding the format of hybrid meeting, please refer to the section "IV. EGM ARRANGEMENT" in the Letter from the Board contained in the Company's circular dated 10 July 2026.