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

If you have sold or transferred all your shares in Precision Tsugami (China) Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Precision Tsugami (China) Corporation Limited

津上精密機床(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1651)

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND
CONTINUOUS APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR WHO HAS SERVED
MORE THAN NINE YEARS,
PROPOSED DECLARATION OF FINAL DIVIDEND,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION,
CLOSURE OF REGISTER OF MEMBERS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 17 August 2026 at 10:00 a.m. is set out on pages 49 to 52 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete, sign, and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof, as the case may be (in respect of the AGM, no later than Saturday, 15 August 2026 at 10:00 a.m.) to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM.

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

24 July 2026

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 17 August 2026 at 10:00 a.m., or any adjournment thereof, to consider and, if appropriate, pass the resolutions as set out in the notice of the AGM on pages 49 to 52 of this circular
“Articles of Association”	the articles of association of the Company for the time being in force as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors of the Company
“CCASS”	the Central Clearing and Settlements System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Precision Tsugami (China) Corporation Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company adopted pursuant to a special resolution passed at a meeting of Shareholders held on 16 August 2022
“Final Dividend”	the proposed final dividend of HK\$0.90 per Share for the year ended 31 March 2026 payable to Shareholders whose names appear on the Register of Members on the Record Date
“Group”	the Company and its subsidiaries
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	15 July 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association/Memorandum”	the memorandum of association of the Company as amended, supplemented and otherwise modified from time to time
“New Memorandum and Articles of Association”	the proposed new set of the amended and restated memorandum and articles of association, incorporating and consolidating all the Proposed Amendments
“PRC”	People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macau Special Administration Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Record Date”	26 August 2026, being the record date for determination of entitlement to the Final Dividend
“Register of Members”	the register of members of the Company
“RMB”	Renminbi
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$1.00 each in the issued share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange of not exceeding 5% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of the resolution approving such mandate
“Shareholder(s)”	holder(s) of the Shares of the Company

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules (as applicable)
“%”	percent

LETTER FROM THE BOARD

Precision Tsugami (China) Corporation Limited

津上精密機床(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1651)

Executive Directors:

Dr. Wang Xiaokun (Chairman and
Chief executive officer)

Dr. Tang Donghao

Mr. Shoichiro Haga

Mr. Li Junying

Registered Office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Non-executive Directors:

Mr. Nobuhiro Watabe

Ms. Mami Matsushita

*Principal Place of business
in Hong Kong:*

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

Independent Non-executive Directors:

Mr. Kunimasa Ota

Dr. Satoshi Iwabuchi

Dr. Huang Ping

Mr. Tam Kin Bor

Hong Kong, 24 July 2026

To Shareholders,

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND
CONTINUOUS APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR WHO HAS SERVED
MORE THAN NINE YEARS,
PROPOSED DECLARATION OF FINAL DIVIDEND,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION,
CLOSURE OF REGISTER OF MEMBERS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding certain resolutions to be proposed at the Annual General Meeting to be held on Monday, 17 August 2026.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS

In accordance with Article 16.2 of the Articles of Association, Dr. Tang Donghao and Mr. Li Junying, being the executive Directors, Mr. Nobuhiro Watabe, being the non-executive Director, all of whom were appointed on 13 November 2025, shall hold office until the Annual General Meeting.

In accordance with Article 16.18 of the Articles of Association, Ms. Mami Matsushita, being the non-executive Director, as well as Dr. Huang Ping and Mr. Tam Kin Bor, both being the independent non-executive Directors, shall hold office until the Annual General Meeting.

All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to the code provision set out in paragraph B.2.3 of Appendix C1 of the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders.

Dr. Huang Ping is an independent non-executive Director serving the Company since 2015. He is also the Chairman of the Remuneration Committee, a member of each of the Audit Committee and Nomination Committee. A separate resolution will be proposed for his re-election at the Annual General Meeting. The Company has received from Dr. Huang Ping a confirmation of independence pursuant to Rule 3.13 of the Listing Rules, and Dr. Huang Ping has not held any shares of the Company and has not engaged in any executive management of the Group. Dr. Huang Ping has a comprehensive education qualification and working experience in wireless communication. During his more than 40-year career, he has provided advice to several companies on industrial revolution with his professional and accurate judgement, contributing to significant revenue growth. The Company has relied on the wireless communication expertise of Dr. Huang Ping and his professional advice on new investment project research, diversified operations and corporation governance, which has positively impacted on the decisions of the Board. With extensive experience and knowledge and in-depth understanding of the Group's operations and business, Dr. Huang Ping has continuously expressed objective views and given independent guidance to the Company over the past years. He continues demonstrating a firm commitment to his role. The Nomination Committee (including all members other than Dr. Huang Ping) and the Board (including all members other than Dr. Huang Ping) consider that the long service of Dr. Huang Ping would not affect his ability to exercise independent judgment and are satisfied that Dr. Huang Ping has the required character, integrity and experience to continue to independently fulfill his role as independent non-executive Director despite the fact that Dr. Huang Ping has served the Company for more than nine years.

LETTER FROM THE BOARD

Mr. Tam Kin Bor is an independent non-executive Director serving the Company since 2016. He is also the Chairman of the Audit Committee and Nomination Committee, and a member of the Remuneration Committee. A separate resolution will be proposed for his re-election at the Annual General Meeting. The Company has received from Mr. Tam Kin Bor a confirmation of independence pursuant to Rule 3.13 of the Listing Rules, and Mr. Tam Kin Bor has not held any shares of the Company and has not engaged in any executive management of the Group. Mr. Tam Kin Bor has a comprehensive education qualification and working experience in accounting and finance. During his more than 30-year career, he has provided advice to several companies in improving financial performance and strengthening compliance with his rich professional knowledge. The Company has relied on the accounting and finance expertise of Mr. Tam Kin Bor to play a supervisory role over the Audit Committee and Nomination Committee and enhance the soundness, rationality and effectiveness of the Company's financial reporting system, risk management and internal control systems, and nomination policy, which has positively impacted on the decisions of the Board. With extensive experience and knowledge and in-depth understanding of the Group's operations and business, Mr. Tam Kin Bor has continuously expressed objective views and given independent guidance to the Company over the past years. He continues demonstrating a firm commitment to his role. The Nomination Committee (including all members other than Mr. Tam Kin Bor) and the Board (including all members other than Mr. Tam Kin Bor) consider that the long service of Mr. Tam Kin Bor would not affect his ability to exercise independent judgment and are satisfied that Mr. Tam Kin Bor has the required character, integrity and experience to continue to independently fulfill his role as independent non-executive Director despite the fact that Mr. Tam Kin Bor has served the Company for more than nine years.

The nomination committee of the Company (the “**Nomination Committee**”) has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the board diversity policy, director nomination policy and the corporate strategy of the Company, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including Dr. Huang Ping and Mr. Tam Kin Bor as the independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that Dr. Huang Ping and Mr. Tam Kin Bor are independent in accordance with the independence guidelines set out in the Listing Rules and they will continue to bring valuable business experience, knowledge and professionalism to the Board and enhance the efficiency and diversity of the Board.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED DECLARATION OF FINAL DIVIDEND

As stated in the announcement of the Company dated 29 June 2026 in relation to the annual results of the Group for the year ended 31 March 2026, the Board recommended the payment of a final dividend of HK\$0.90 per Share for the year ended 31 March 2026. The Final Dividend is subject to the approval of the Shareholders at the Annual General Meeting. Subject

LETTER FROM THE BOARD

to approval by the Shareholders at the Annual General Meeting, the Shareholders whose names appear on the Register of Members on the Record Date, i.e. Wednesday, 26 August 2026 will be entitled to the Final Dividend, which is expected to be paid to the Shareholders on Wednesday, 16 September 2026.

4. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES

At the annual general meeting of the Company held on 18 August 2025, the Directors were granted a general mandate to repurchase Shares. The authorisation will expire at the end of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 5% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the total number of Shares in issue was 368,614,000 and the Company did not have any treasury shares. Subject to the passing of the relevant resolution, the maximum number of Shares which may be repurchased under the Share Buy-back Mandate will be 18,430,700 Shares (assuming that there will be no change in the number of Shares in issue as at the Latest Practicable Date up to the date of the Annual General Meeting).

The Directors wish to state that they currently have no plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

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 Share Buy-back Mandate is set out in Appendix II to this circular.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the audit committee of the Board, the Board proposed to re-appoint Ernst & Young as the auditor of the Company for the year ending 31 March 2027 and the Board proposed it be authorized to fix their remuneration. The audit fee in respect of audit services for the year ending 31 March 2027 is expected to range from HK\$1.5 million to HK\$2 million, which was determined with reference to (i) the fees paid to Ernst & Young in respect of the audit services for the financial year ended 31 March 2026, (ii) the expected audit scope and timetable considering the Company's business nature and complexity, and (iii) the anticipated workload of, and resources required from Ernst & Young.

An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the Annual General Meeting for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

6. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 29 June 2026 in relation to, among other things, the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association.

The Board proposes to (a) amend the Existing Memorandum and Articles of Association for the purposes of, among other things, (i) bringing the Existing Memorandum and Articles of Association in line with the latest regulatory requirements including the expanded paperless listing regime under the Listing Rules; (ii) reflecting the implementation of an uncertificated securities market regime; and (iii) incorporating certain minor consequential and housekeeping amendments; and (b) adopt the New Memorandum and Articles of Association which incorporates and consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association in their entirety.

Details of the Proposed Amendments to the Existing Memorandum and Articles of Association are set out in the Appendix III to this circular. A special resolution will be proposed at the AGM to approve the Proposed Amendments to the Existing Memorandum and Articles of Association and the adoption of the New Memorandum and Articles of Association. The Proposed Amendments and the adoption of the New Memorandum and Articles of Association shall be subject to the approval of the Shareholders by way of a special resolution at the AGM. The New Memorandum and Articles of Association shall become effective upon the passing of such special resolution at the AGM.

The Company's legal advisers as to Hong Kong laws and Cayman Islands laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and do not violate the Cayman Islands laws, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are prepared in English. The Chinese translation of the New Memorandum and Articles of Association is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the New Memorandum and Articles of Association, the English version shall prevail.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 49 to 52 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company following the conclusion of the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.tsugami.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

8. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members will be closed from Wednesday, 12 August 2026 to Monday, 17 August 2026 (both dates inclusive), during which period no transfer of Shares will be registered. The record date will be Monday, 17 August 2026. In order to be eligible for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Tuesday, 11 August 2026.

For determining the entitlement to the Final Dividend (subject to Shareholders' approval at the AGM), the Register of Members will be closed from Monday, 24 August 2026 to Wednesday, 26 August 2026 (both dates inclusive), during which period no transfer of Shares will be registered. The record date will be Wednesday, 26 August 2026. In order to be eligible for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Friday, 21 August 2026.

9. RECOMMENDATION

The Directors consider that the proposed (i) re-election of the retiring Directors and continuous appointment of independent non-executive Director who has served more than nine years; (ii) declaration of Final Dividend; (iii) granting of Share Buy-back Mandate; and (iv) amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions as set out in the notice of the AGM.

LETTER FROM THE BOARD

10. DIRECTORS' RESPONSIBILITY STATEMENTS

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.

Your attention is also drawn to the information set out in the appendices to this circular and the notice of the AGM set out in this circular.

By order of the Board

Precision Tsugami (China) Corporation Limited

Dr. Wang Xiaokun

Chairman, Chief Executive Officer and Executive Director

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

This appendix sets out details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) EXECUTIVE DIRECTOR

Dr. Tang Donghao (“Dr. Tang”)

Dr. Tang, aged 56, has been appointed as an executive director of the Company on 13 November 2025. He joined Tsugami Corporation 株式會社ツガミ (“**Tsugami Japan**”) (the controlling shareholder of the Company, whose shares are listed on the Tokyo Stock Exchange, (TYO: 6101)) since February 2006 and joined Precision Tsugami (China) Corporation (“**PTC**”) since February 2009. He became deputy general manager and general manager of the production division in April 2013 and has been a deputy general manager and general manager of the sales division in May 2018. He is responsible for business operations management of PTC. He has served as a director of Precision Tsugami (Anhui) Corporation (“**Precision Tsugami Anhui**”) from March 2021 and has served as a director of PTC from April 2025. From January 2026, Dr. Tang has served as a director of Precision Tsugami (Hong Kong) Limited Precision (“**Tsugami Hong Kong**”).

Dr. Tang obtained his doctorate’s degree in Engineering from the Graduate School of Science and Technology in March 2003 from Chiba University (日本千葉大學) in Japan.

Dr. Tang is the brother of Dr. Tang Donglei, a former executive Director, Chairman and Chief Executive Officer. He is also the brother-in-law of Dr. Wang Xiaokun who is an executive Director, the Chairman and Chief Executive Officer.

Dr. Tang has entered into a service agreement with the Company, with an initial term of three years from 13 November 2025, and shall retire by rotation and offer himself for re-election at the annual general meeting of the Company pursuant to the articles of association of the Company, or whereby he shall vacate his office pursuant to any other applicable laws from time to time. Dr. Tang will not receive any director’s fee for his term of appointment. For the year ended 31 March 2026, the total amount of emoluments paid to Dr. Tang was RMB1,966,000 comprising salaries, allowance and benefits in kind which was determined and approved by the Board with reference to his past experience, qualifications, responsibilities and duties to be performed in the Company, the Company’s performance and the prevailing market condition.

Save as disclosed above, Dr. Tang does not have any relationships with any other Directors, senior management, substantial or controlling shareholder of the Company. Save as disclosed above, he has not held any directorships in other listed public companies during the last three years and he does not hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Dr. Tang is interested in 264,400 unvested awarded shares of the Company held by him directly within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save for the information set out above, there is no other information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters concerning Dr. Tang that need to be brought to the attention of the Shareholders.

(2) EXECUTIVE DIRECTOR

Mr. Li Junying (“Mr. Li”)

Mr. Li, aged 52, has been appointed as an executive director on 13 November 2025. He joined the Group since November 2012 and is the senior assistant of president and financial manager of the Group and was promoted to vice president in April 2025. He is primarily responsible for financial administration of the Group. From January 2026, Mr. Li has served as a director of Precision Tsugami Hong Kong. From December 2025, he has served as director of PTC. He has also served as a supervisor of Shinagawa Precision Machinery (Zhejiang) Co., Ltd. and Precision Tsugami Anhui since June 2025. Prior to joining the Group, Mr. Li served in Matsui Mfg. Co., Ltd. (株式會社松井製作所), a company primarily engaged in manufacturing and sales of plastics processing equipment and systems from April 2007 to June 2012. From July 2012 to November 2012, Mr. Li served as the head of accounting department in Tsugami Japan where he was primarily responsible for accounting matters.

Mr. Li obtained his bachelor degree in accounting from Huazhong University of Science and Technology (華中科技大學) in the PRC in October 2002. Mr. Li received degree of master in technology management from Yokohama National University (橫濱國立大學) in Japan in September 2006.

Mr. Li has entered into a service agreement with the Company, with an initial term of three years from 13 November 2025, and shall retire by rotation and offer himself for re-election at the annual general meeting of the Company pursuant to the articles of association of the Company, or whereby he shall vacate his office pursuant to any other applicable laws from time to time. Mr. Li will not receive any director’s fee for his term of appointment. For the year ended 31 March 2026, the total amount of emoluments paid to Mr. Li was RMB2,044,000 comprising salaries, allowance and benefits in kind which was determined and approved by the Board with reference to his past experience, qualifications, responsibilities and duties to be performed in the Company, the Company’s performance and the prevailing market condition.

Save as disclosed above, Mr. Li does not hold any other position with the Company or its subsidiaries, nor does he have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Li is interested in 189,400 unvested awarded shares of the Company held by him directly within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Li that need to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or need to be brought to the attention of the shareholders of the Company.

(3) NON-EXECUTIVE DIRECTOR

Mr. Nobuhiro Watabe (“Mr. Watabe”)

Mr. Watabe, aged 55, has been appointed as a non-executive Director on 13 November 2025. He joined Tsugami Japan in April 1993 and has been an executive officer and head of domestic sales division since June 2022. He was appointed as head of representative director of Tsugami Japan in June 2023 and continue to serve as the executive officer and head of domestic sales division. In addition to his existing roles, he also served as head of the factory division of Tsugami Japan since October 2023. From June 2024, he has been serving as head of Representative Director of Tsugami Japan, executive officer, plant manager of the Nagaoka Factory (overseeing the Technology and Production Divisions), and head of the domestic sales division of Tsugami Japan. From January 2026, Mr. Watabe has served as a director of Precision Tsugami Hong Kong. From October 2023, Mr. Watabe has served as a director of PTC.

Mr. Watabe graduated from the Faculty of Engineering of Nippon Institute of Technology in March 1993.

Mr. Watabe has entered into a service agreement with the Company, with an initial term of three years from 13 November 2025, and shall retire by rotation and offer himself for re-election at the annual general meeting of the Company pursuant to the articles of association of the Company, or whereby he shall vacate his office pursuant to any other applicable laws from time to time. Mr. Watabe will receive RMB30,000 per month as director’s fee for his term of appointment. For the year ended 31 March 2026, the total amount of emoluments paid to Mr. Watabe was RMB90,000 comprising salaries, allowance and benefits in kind which was determined and approved by the Board with reference to his past experience, qualifications, responsibilities and duties to be performed in the Company, the Company’s performance and the prevailing market condition.

Save as disclosed above, Mr. Watabe does not hold any other position with the Company or its subsidiaries, nor does he have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, he has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Watabe is interested in 152,600 unvested awarded shares of the Company and 72,900 ordinary shares of Tsugami Japan, representing approximately 0.148% of the issued share capital of Tsugami Japan, held by him directly within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Watabe that need to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules or need to be brought to the attention of the shareholders of the Company.

(4) NON-EXECUTIVE DIRECTOR

Ms. Mami Matsushita (“Ms. Matsushita”)

Ms. Matsushita, aged 62, was appointed as the non-executive Director on 13 May 2015 and has been appointed as a member of nomination committee on 25 June 2025. She is primarily responsible for advising the overseas business. Ms. Matsushita joined the Group as a supervisor in January 2010 and was appointed as the director of PTC in October 2010, where she was primarily responsible for advising the overall management relating to export or import matters. Ms. Matsushita is the representative director and the head of overseas operation division of Tsugami Japan (a company listed on the Tokyo Stock Exchange (TYO: 6101)). From April 2010, she served as the president of Tsugami Europe GmbH and a director of Tsugami Korea Co., Ltd., respectively, both of which are subsidiaries of Tsugami Japan. From June 2013, Ms. Matsushita served as a director of Tsugami Universal Pte. Ltd. and Tsugami Precision Engineering India Private Limited, respectively, both of which are subsidiaries of Tsugami Japan. From June 2002 to March 2010, Ms. Matsushita was employed by Tokyo Seimitsu Co., LTD. (株式會社東京精密), the shares of which were listed on the Tokyo Stock Exchange (TYO: 7729).

Ms. Matsushita obtained her bachelor’s degree in arts and master’s degree in arts from Meiji University (明治大學) in Japan in March 1988 and March 1990, respectively.

Ms. Matsushita has entered into a service contract with the Company, with an initial term of three years commencing on 25 September 2017 and shall extend automatically upon expiry, and shall retire by rotation and offer herself for re-election at the Annual General Meeting pursuant to the Articles of Association, or whereby she shall vacate her office pursuant to any other applicable laws from time to time. Ms. Matsushita will receive a director’s fee of RMB30,000 for her term of appointment. For the year ended 31 March 2026, the total amount of emoluments paid to Ms. Matsushita was RMB90,000, comprising salaries, allowance and benefits in kind, which was determined and approved by the Board with reference to her past experience, qualifications, responsibilities and duties to be performed in the Company, the Company’s performance and the prevailing market condition.

Ms. Matsushita does not have any relationships with any other Directors, senior management, substantial or controlling shareholder of the Company. Save as disclosed above, she has not held any directorships in other listed public companies during the last three years and she does not hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Ms. Matsushita is interested in 152,600 unvested awarded shares of the Company held by her directly, and is interested in 122,300 ordinary shares of Tsugami Japan within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Save for the information set out above, there is no other information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters concerning Ms. Matsushita that need to be brought to the attention of the Shareholders.

(5) INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Huang Ping (“Dr. Huang”)

Dr. Huang, aged 63, was appointed as an independent non-executive Director on 13 May 2015. He was appointed as a member of audit committee and remuneration committee since 4 September 2017, and was redesignated as the chairman of remuneration committee since 2 February 2018. He was also appointed as a member of nomination committee since 1 April 2022. From April 1991 to May 1999, Dr. Huang served as manager of software engineering in Uniden Corporation (ユニデン株式会社, now Uniden Holdings Corporation), a company listed on the Tokyo Stock Exchange (TYO: 6815) and primarily engaged in the manufacture and sales of wireless communications equipment, where he was a software group leader responsible for development of various kinds of wireless communication products. From May 1999 to November 2001, Dr. Huang served in Mitsubishi Wireless Communications, Inc., a company engaged in the manufacture and sales of wireless communications equipment, where he was responsible for design and implementation of TDMA/AMPS dual mode cellular phone. Dr. Huang had afterwards served various positions in CalAmp Corp., a company whose shares are listed on NASDAQ stock market (NASDAQ: CAMP) and which is a wireless communication solutions provider. Since July 2009, Dr. Huang has been serving as the general manager of eSky Wireless Inc. (蘇州翼凱通信科技有限公司), a company engaged in the development and sales of GSM and W-CDMA wireless communications modules, where he is responsible for research and development of modules and products of GSM/GPRS for sales in North America, Japan and PRC, etc.

Dr. Huang received his bachelor’s degree in wireless communication from Tsinghua University (清華大學) in July 1984. Dr. Huang obtained his master’s degree and doctor’s degree, majoring in electrical and electronic engineering, from Tokyo Institute of Technology (東京工業大學) in March 1988 and March 1991, respectively.

Dr. Huang has entered into a letter of appointment with the Company, with an initial term of three years commencing on 25 September 2017 and shall extend automatically upon expiry, and shall retire by rotation and offer himself for re-election at the Annual General Meeting pursuant to the Articles of Association, or whereby he shall vacate his office pursuant to any other applicable laws from time to time. Dr. Huang is entitled to a director’s fee of HK\$540,000. For the year ended 31 March 2026, the total amount of emoluments paid to Dr. Huang was HK\$540,000, which was determined and approved by the Board with reference to his past experience, qualifications, responsibilities and duties to be performed in the Company, the Company’s performance and the prevailing market condition.

APPENDIX I	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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Dr. Huang does not have any relationships with any other Directors, senior management, substantial or controlling shareholder of the Company. Save as disclosed above, he has not held any directorships in other listed public companies during the last three years and he does not hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Dr. Huang has no interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save for the information set out above, there is no other information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters concerning Dr. Huang that need to be brought to the attention of the Shareholders.

(6) INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Tam Kin Bor (“Mr. Tam”)

Mr. Tam, aged 57, was appointed as the independent non-executive Director of the Company on 12 December 2016. He was appointed as the chairman of audit committee and the chairman of remuneration committee and a member of nomination committee since 4 September 2017, and was redesignated as a member of remuneration committee since 2 February 2018, and was redesignated as the chairman of nomination committee since 1 April 2022. From September 1997 to March 2007, Mr. Tam worked in Ernst and Young Hong Kong and Beijing offices, and last served as a senior manager. From March 2007 to June 2010, Mr. Tam served as vice president for Deutsche Bank’s wholly-owned subsidiary, Cathay Advisory (Beijing) Co., Ltd. Mr. Tam subsequently served as chief financial officer at Debao Property Development Ltd. (德寶房地產開發有限公司), a company listed on the Singapore Stock Exchange (stock code: BTF) and primarily engaged in property development, construction contracting and property. Mr. Tam also served as chief financial officer at Tianfang Hospitality Management Pte. Ltd. (天房酒店基金管理有限公司), where he was responsible for the overall finance and monitoring the financial performance of a real estate investment trust company and preparation of accounts. Currently, Mr. Tam is the Head of Compliance at Optima Capital Limited.

Mr. Tam received his bachelor’s degree in accounting from Monash University in Australia in August 1997. He is a member of the Association of Certified Public Accountants in Australia and the Hong Kong Institute of Certified Public Accountants. He passed the test relating to capital markets and financial advisory services organised by the Institute of Banking & Finance Singapore in August 2015.

Mr. Tam has entered into a letter of appointment with the Company, with an initial term of three years commencing on 25 September 2017 and shall extend automatically upon expiry, and shall retire by rotation and offer himself for re-election at the Annual General Meeting pursuant to the Articles of Association, or whereby he shall vacate his office pursuant to any other applicable laws from time to time. Mr. Tam is entitled to a director’s fee of HK\$540,000.

For the year ended 31 March 2026, the total amount of emoluments paid to Mr. Tam was HK\$540,000, which was determined and approved by the Board with reference to his past experience, qualifications, responsibilities and duties to be performed in the Company, the Company's performance and the prevailing market condition.

Dr. Tam does not have any relationships with any other Directors, senior management, substantial or controlling shareholder of the Company. Save as disclosed above, he has not held any directorships in other listed public companies during the last three years and he does not hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Dr. Tam has no interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save for the information set out above, there is no other information required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules nor are there other matters concerning Dr. Tam that need to be brought to the attention of the Shareholders.

This appendix sets out 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 ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 368,614,000 and the Company did not have any treasury shares.

Subject to the passing of the relevant resolution at the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and assuming there will be no change in the number of Shares in issue as at the Latest Practicable Date up to the date of the Annual General Meeting, the Directors would be authorised under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 18,430,700 Shares, representing 5% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution.

The Share Buy-back Mandate will continue to be in force until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the date on which the authority set out in the relevant resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting, whichever is the earliest.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole.

When exercising the Repurchase Mandate, the Company may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association, and the laws of the Cayman Islands. Share repurchases will only be made when the Board believes that such a repurchase will benefit the Company and the Shareholders as a whole.

For treasury shares (if any) deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasures deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds from its internal resources which are legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
July 2025	23.85	19.88
August 2025	29.00	20.70
September 2025	33.78	26.34
October 2025	41.58	28.80
November 2025	39.98	30.00
December 2025	34.62	31.22

Month	Highest HK\$	Lowest HK\$
January 2026	42.78	32.90
February 2026	46.62	39.62
March 2026	43.80	32.00
April 2026	48.46	35.16
May 2026	63.00	47.54
June 2026	71.60	50.20
July 2026 (<i>up to the Latest Practicable Date</i>)	74.15	60.50

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Tsugami Japan was interested in 247,530,000 Shares, representing approximately 67.15% of the total issued share capital of the Company.

On the basis that (i) there will be no change in the number of Shares in issue (i.e. 368,614,000 Shares) as at the Latest Practicable Date and the Company does not have any treasury shares up to the date of the Annual General Meeting; and (ii) the shareholding of Tsugami Japan (i.e. 247,530,000 Shares) remains unchanged immediately after the full exercise of the Share Buy-back Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the shareholding interests of Tsugami Japan in the issued Shares would be increased to approximately 70.69% of the total number of issued Shares. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Share Buy-back Mandate.

In addition, the Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the repurchase would result in the number of Shares held by the public falling below 25% (or such other prescribed minimum percentage as determined by the Stock Exchange). The Directors do not propose to repurchase Shares, which would result in the number of Shares held by the public falling below 25% (or such other prescribed minimum percentage as determined by the Stock Exchange).

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had repurchased a total of 564,000 Shares of the Company on the Stock Exchange and the details are set out below.

Date of Buy-back	No. of Shares	Price Per Share	
		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
24 March 2026	64,000	34.00	33.48
25 March 2026	150,000	35.64	34.58
26 March 2026	100,000	35.16	34.66
27 March 2026	45,000	35.28	34.90
30 March 2026	100,000	34.98	34.34
31 March 2026	25,000	34.06	33.90
2 April 2026	80,000	36.86	36.04

APPENDIX III

DETAILS OF THE PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

Details of the Proposed Amendments to certain provisions of the Existing Memorandum and Articles of Association are as follows (as indicated by the marked-up amendments):

Memorandum no.	Proposed Amendments																		
2	The Registered Office of the Company shall be at the offices of <u>Vistra (Cayman) Limited, P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands</u> ~~Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands~~ or at such other place in the Cayman Islands as the Board may from time to time decide.																		
Article no.																			
2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:																		
	<table> <tr> <td><u>“actionable corporate communication”</u></td><td><u>shall have the meaning given to it under the Listing Rules.</u></td></tr> <tr> <td><u>“address”</u></td><td><u>shall have the ordinary meaning given to it and, for the purpose of these Articles, shall include an electronic address unless the Companies Act or the Listing Rules require a postal address.</u></td></tr> <tr> <td><u>“announcement”</u></td><td><u>shall mean an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u></td></tr> <tr> <td><u>“Articles”</u></td><td><u>shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.</u></td></tr> <tr> <td><u>“associate”</u></td><td><u>shall have the meaning given to it in the Listing Rules.</u></td></tr> <tr> <td><u>“ASR”</u></td><td><u>shall have the meaning given to it by section 1 of Part 1 of Schedule 1 to the SFO.</u></td></tr> <tr> <td><u>“ASR Code”</u></td><td><u>means the Code of Conduct for Approved Securities Registrars issued by the SFC, as amended from time to time.</u></td></tr> <tr> <td><u>“ASR Operating Rules”</u></td><td><u>such ASR’s operating rules (by whatever name called) for using any facilities provided by it, including in particular any facilities for evidencing and transferring legal title to shares in the Company or for sending and receiving authenticated messages.</u></td></tr> <tr> <td><u>“ASR Rules”</u></td><td><u>the Securities and Futures (Approved Securities Registrars) Rules, Cap. 571AT of the laws of Hong Kong, as amended from time to time.</u></td></tr> </table>	<u>“actionable corporate communication”</u>	<u>shall have the meaning given to it under the Listing Rules.</u>	<u>“address”</u>	<u>shall have the ordinary meaning given to it and, for the purpose of these Articles, shall include an electronic address unless the Companies Act or the Listing Rules require a postal address.</u>	<u>“announcement”</u>	<u>shall mean an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u>	<u>“Articles”</u>	<u>shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.</u>	<u>“associate”</u>	<u>shall have the meaning given to it in the Listing Rules.</u>	<u>“ASR”</u>	<u>shall have the meaning given to it by section 1 of Part 1 of Schedule 1 to the SFO.</u>	<u>“ASR Code”</u>	<u>means the Code of Conduct for Approved Securities Registrars issued by the SFC, as amended from time to time.</u>	<u>“ASR Operating Rules”</u>	<u>such ASR’s operating rules (by whatever name called) for using any facilities provided by it, including in particular any facilities for evidencing and transferring legal title to shares in the Company or for sending and receiving authenticated messages.</u>	<u>“ASR Rules”</u>	<u>the Securities and Futures (Approved Securities Registrars) Rules, Cap. 571AT of the laws of Hong Kong, as amended from time to time.</u>
<u>“actionable corporate communication”</u>	<u>shall have the meaning given to it under the Listing Rules.</u>																		
<u>“address”</u>	<u>shall have the ordinary meaning given to it and, for the purpose of these Articles, shall include an electronic address unless the Companies Act or the Listing Rules require a postal address.</u>																		
<u>“announcement”</u>	<u>shall mean an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u>																		
<u>“Articles”</u>	<u>shall mean these Articles of Association and all supplementary, amended or substituted Articles for the time being in force.</u>																		
<u>“associate”</u>	<u>shall have the meaning given to it in the Listing Rules.</u>																		
<u>“ASR”</u>	<u>shall have the meaning given to it by section 1 of Part 1 of Schedule 1 to the SFO.</u>																		
<u>“ASR Code”</u>	<u>means the Code of Conduct for Approved Securities Registrars issued by the SFC, as amended from time to time.</u>																		
<u>“ASR Operating Rules”</u>	<u>such ASR’s operating rules (by whatever name called) for using any facilities provided by it, including in particular any facilities for evidencing and transferring legal title to shares in the Company or for sending and receiving authenticated messages.</u>																		
<u>“ASR Rules”</u>	<u>the Securities and Futures (Approved Securities Registrars) Rules, Cap. 571AT of the laws of Hong Kong, as amended from time to time.</u>																		

Article no.	Proposed Amendments	
	“Auditors”	shall mean the persons appointed by the Company from time to time to perform the duties of auditors of the Company.
	“ <u>authenticated message</u> ”	<u>has the meaning given to it by rule 15 of the USM Rules.</u>
	“Board”	shall mean the majority of the Directors present and voting at a meeting of Directors at which a quorum is present.
	“business day”	shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day.
	“capital”	shall mean the share capital from time to time of the Company.
	“ <u>Central Clearing and Settlement System</u> ”	<u>shall mean the Central Clearing and Settlement System operated by HKSCC.</u>
	“ <u>certificated form</u> ”	<u>shall have the meaning given to it by section 1AB of Part 1 of Schedule 1 to the SFO.</u>
	“Chairman”	shall mean the Chairman presiding at any meeting of members or of the Board.
	“close associate”	~~shall have the meaning given to it in the Listing Rules.~~ <u>in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 16.22 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</u>
	“Companies Act”	shall mean the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	“Companies Ordinance”	shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time.
	“Company”	shall mean Precision Tsugami (China) Corporation Limited 津上精密機床(中國)有限公司.

Article no.	Proposed Amendments	
	“Company’s Website”	shall mean the website of the Company, the address or domain name of which has been notified to members.
	“corporate communication”	<u>has the meaning given to it under the Listing Rules.</u>
	“dematerialization”	<u>conversion from certificated form to uncertificated form (and “dematerialize” is to be construed accordingly).</u>
	“dematerialization request”	<u>shall have the meaning given to it by rule 2(1) of the USM Rules.</u>
	“Director”	shall mean any director from time to time of the Company.
	“dividend”	shall include bonus dividends and distributions permitted by the Companies Act to be categorised as dividends.
	“electronic”	shall have the meaning given to it in the Electronic Transactions Act.
	“electronic communication”	shall mean a communication sent by electronic transmission in any form through any medium, in each case, as may be selected by the Company.
	“electronic facilities”	includes, without limitation, website addresses, webinars, webcast, video and any form of conference call systems (telephone, video, web or otherwise) by means of which all persons participating in a meeting are capable of hearing and being heard by each other.
	“electronic means”	shall include sending or otherwise making available to the intended recipients of the communication in electronic format.
	“electronic meeting”	shall mean a general meeting of the Company at which the members <u>and/or proxies</u> (and any other permitted participants of such meeting) are permitted to attend and participate solely by means of electronic facilities.
	“Electronic Signature”	shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication.

Article no.	Proposed Amendments	
	“Electronic Transactions Act”	shall mean the Electronic Transactions Act (Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	“Exchange”	shall mean The Stock Exchange of Hong Kong Limited.
	“HKSCC”	<u>shall mean Hong Kong Securities Clearing Company Limited.</u>
	“holding company”	shall have the meaning attributed to such term in the Companies Ordinance.
	“Hong Kong Branch Register”	<u>the branch register of members that is kept in Hong Kong.</u>
	“hybrid meeting”	shall mean a general meeting ~~convened and held and conducted~~ <u>by</u> (i) <u>physical attendance and participation</u> by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by electronic means by members and/or proxies.
	“ <u>in the process of delisting</u> ”	<u>shall have the meaning given to it by rule 2(2) of the USM Rules.</u>
	“Listing Rules”	shall mean the Rules Governing the Listing of Securities on the Exchange as amended from time to time.
	“Meeting Location”	shall have the meaning given to it in Article 13.4A.
	“members”	shall mean the persons who are duly registered as the holders from time to time of shares in the register including persons who are jointly so registered.
	“Memorandum”	shall mean the memorandum of association of the Company.
	“month”	shall mean a calendar month.

Article no.	Proposed Amendments	
	“Notice” _____ or “notice”	shall mean written notice unless otherwise specifically stated ~~and as further defined~~ in these Articles and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.
	“ordinary resolution”	shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and includes an ordinary resolution passed pursuant to Article 13.10.
	“participating securities”	shall have the meaning given to it by rule 2(1) of the USM Rules.
	“physical meeting”	shall mean a general meeting held and conducted by physical attendance by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Location(s).
	“prescribed securities”	shall have the meaning given to it by section 101AA of the SFO.
	“Principal Meeting Place”	shall have the meaning given to it in Article 12.4(1).
	“principal register”	shall mean the register of members of the Company maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.
	“published in the newspapers”	shall mean published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong in accordance with the Listing Rules.

Article no.	Proposed Amendments	
	“published on the Exchange’s website”	shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules.
	“recognised clearing house”	shall have the meaning ascribed thereto in Part I of Schedule 1 of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	“register”	shall mean the principal register and any branch registers <u>(including the Hong Kong Branch Register, if any) to be maintained at such place within or outside the Cayman Islands or in electronic form as the Board shall determine from time to time.</u>
	<u>“rematerialization”</u>	<u>conversion from uncertificated form to certificated form (and “rematerialize” shall be construed accordingly).</u>
	“rights issue”	shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe for securities in proportion to their existing holdings.
	“seal”	shall include the common seal of the Company, the securities seal or any duplicate seal adopted by the Company pursuant to Article 22.2.
	“Secretary”	shall mean the person appointed as company secretary by the Board from time to time.
	<u>“SFC”</u>	<u>shall mean the Securities and Futures Commission of Hong Kong.</u>
	<u>“SFO”</u>	<u>shall mean the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.</u>
	“share”	shall mean a share in the capital of the Company.

Article no.	Proposed Amendments
	“special resolution” shall have the same meaning as ascribed thereto in the Companies Act and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10. <u>“specified request”</u> shall have the meaning given to it by rule 2(1) of the USM Rules. “subsidiary” shall have the meaning attributed to such term in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules. “transfer office” shall mean the place where the principal register is situate for the time being. <u>“system-member”</u> shall have the meaning given to it by rule 2(1) of the USM Rules. <u>“uncertificated form”</u> shall have the meaning given to it by section 1AB of Part 1 of Schedule 1 to the SFO. <u>“UNSRT System”</u> shall have the meaning given to it by section 101AAB of the SFO. <u>“USM Regime”</u> shall mean uncertificated securities market regime. <u>“USM Rules”</u> the Securities and Futures (Uncertificated Securities Market) Rules, Cap. 571AS of the laws of Hong Kong, as amended from time to time.
2.5	“Writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and other mode of representing or reproducing words or figures in a legible and non-transitory form or any visible substitute for writing (including an electronic communication, <u>specified request and authenticated message</u>), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference.

Article no.	Proposed Amendments
2.11	<u>References to the right of a Member to speak at a general meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.</u>
2.12	<u>Where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</u>
2.13	<u>All voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.</u>
3.2	Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Companies Act and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer. <u>For the avoidance of doubt, shares in the Company do not constitute a separate class solely by virtue of being in certificated form or uncertificated form.</u>
3.4	If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of at least three-fourths of the voting rights of the issued shares of that class <u>(excluding treasury shares)</u> or with the approval of a special resolution passed by at least three-fourths of the votes cast by the holders of the shares of that class <u>(excluding treasury shares)</u> present and voting in person or by proxy at a separate meeting of such holders. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment or postponement thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting at least one-third of the issued shares of that class <u>(excluding treasury shares)</u> .

Article no.	Proposed Amendments
3.13	The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation <u>or, in the case of shares held in uncertificated form, by any such electronic means or process as may be prescribed by the Board or the relevant system operator,</u> and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.
4.1	The Board shall cause to be kept at such place within or outside the Cayman Islands <u>or in electronic form as it deems fit</u> a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies Act.
4.2	<u>Subject to Article 4.21,</u> ~~If~~ <u>if</u> the Board considers it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Board thinks fit. The principal register and the branch register(s) shall together be treated as the register for the purposes of these Articles.
4.3	<u>Subject to Article 4.21,</u> ~~The~~ <u>the</u> Board may, in its absolute discretion, at any time transfer any share on the principal register to any branch register or any share on any branch register to the principal register or any other branch register.
4.5	<u>Subject to Article 7.2A,</u> ~~For~~ <u>for</u> so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.
4.6	<u>Subject to Article 4.21,</u> ~~Except~~ <u>except</u> when a register is closed in accordance with the terms equivalent to the relevant section of the Companies Ordinance and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to inspection by any member without charge.

Article no.	Proposed Amendments
4.11	<u>Subject to Articles 4.16 and 4.20, Every</u> every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies Act, <u>the ASR Code</u> or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. <u>Subject to Articles 4.16 and 4.20, all</u> ~~the~~ certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.
4.12	<u>Subject to Articles 4.16 to 4.20, every</u> ~~Every~~ certificate for shares, ~~or~~ debentures or ~~representing~~ any other form of security of the Company, <u>if issued,</u> shall be issued under the seal of the Company, which shall only be affixed or imprinted to a share certificate with the authority of the Board.
4.13	<u>Subject to Articles 4.16 to 4.20, Every</u> ~~every~~ share certificate, <u>if issued,</u> shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.
4.15	<u>Subject to Article 4.16, if</u> ~~if~~ a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules <u>or prescribed by the ASR Code</u> (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.

Article no.	Proposed Amendments
4.16	(1) <u>This Article applies:</u> (a) <u>to shares in the Company for so long as they are participating securities and not in the process of delisting; and</u> (b) <u>save as otherwise permitted or required under the USM Rules.</u> (2) <u>With effect from (and including) the day on which shares in the Company become participating securities (the “participation date”), no certificate will be issued in respect of any such shares.</u> (3) <u>For the avoidance of doubt, paragraph (2) of this Article applies (without limitation) in the following circumstances:</u> (a) <u>following any issue, allotment, transfer, transmission, consolidation or subdivision of shares in the Company, if the issue, allotment, transfer, transmission, consolidation or subdivision is registered in the Hong Kong Branch Register on or after the participation date; or</u> (b) <u>where, for whatever reason, the holder of a share requests to replace an existing certificate for the share, and the replacement certificate is not issued before the participation date.</u> (4) <u>Nothing in this Article affects the validity of any certificate issued by the Company in respect of a share prior to the participation date, and not cancelled.</u> (5) <u>If a certificate issued in respect of a member’s shares is defaced, damaged, lost or destroyed, and no replacement certificate is issued prior to the participation date:</u> (a) <u>the member is not entitled to be issued with a replacement certificate in respect of the same shares; and</u> (b) <u>subject to paragraph (6) of this Article, the shares may instead be dematerialized in accordance with the USM Rules.</u> (6) <u>Shares of a member that are covered by a certificate that is defaced, damaged, lost or destroyed may not be dematerialized unless the member has complied with the conditions as to evidence, indemnity and the payment of a reasonable fee that the Directors decide.</u>

Article no.	Proposed Amendments
<u>4.17</u>	<u>Articles 4.18 and 4.19 apply:</u> (a) <u>to shares in the Company for so long as they are participating securities and not in the process of delisting; and</u> (b) <u>save as otherwise permitted or required under the USM Rules.</u>
<u>4.18</u>	<u>Subject to Article 4.17, any share issued on or after the participation date will be issued in uncertificated form and no certificate will be issued in respect of it.</u>
<u>4.19</u>	<u>Subject to Article 4.17,</u> (1) <u>With effect from (and including) the participation date, shares which are in certificated form may be dematerialized in accordance with the USM Rules.</u> (2) <u>A reasonable dematerialization fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR to the holder and/or transferee of a share in connection with the dematerialization of the share. Such fee may be charged irrespective of whether the dematerialization is initiated by the Company or requested by the holder or transferee.</u>
<u>4.20</u>	(1) <u>This Article applies to shares in the Company if they are participating securities.</u> (2) <u>Shares in the Company which are in uncertificated form may be rematerialized in accordance with the USM Rules.</u> (3) <u>As soon as reasonably practicable after any rematerialization, the Company must issue, free of charge, to each Member whose shares are rematerialized, such number of certificates in respect of those shares as is required under the USM Rules.</u> (4) <u>If more than one person holds a share, only one certificate may be issued in respect of it.</u>

Article no.	Proposed Amendments
4.21	(1) <u>This Article applies:</u> (a) <u>to shares in the Company for so long as they are prescribed securities; and</u> (b) <u>in respect of that portion of the Hong Kong Branch Register relating to such shares.</u> (2) <u>The Company shall keep a Hong Kong Branch Register in accordance with the USM Rules, and include in it such matters as are required by those rules to be included in it.</u> (3) <u>Where any share is issued in uncertificated form, or is dematerialized:</u> (a) <u>the share will be recorded in the Hong Kong Branch Register as being in uncertificated form; and</u> (b) <u>such record will not be amended or removed except in accordance with the USM Rules.</u> (4) <u>Entries in the Hong Kong Branch Register will have such evidential value and other effect as provided in the USM Rules.</u> (5) <u>Changes to any entry in the Hong Kong Branch Register relating to the holder of a share will be notified to the holder in accordance with the USM Rules and the ASR Code.</u> (6) <u>A person may, in accordance with the USM Rules, inspect, make copies of, and request to be provided with copies of, entries in the Hong Kong Branch Register.</u>

Article no.	Proposed Amendments
5.4	The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of ~~any~~ the certificate <u>issued in respect of</u> for the shares sold) be paid to the holder immediately before such sale of the shares. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
7.1	<u>Subject to Article 7.2A, (a) ~~Transfers~~transfers</u> of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board ~~;~~ and (b) <u>all</u> instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.
7.2	<u>Subject to Article 7.2A, (a) ~~The~~the</u> instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so ~~;~~ and (b) <u>the</u> instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.

Article no.	Proposed Amendments
7.2A	(1) <u>This Article applies:</u> (a) <u>to shares in the Company for so long as they are prescribed securities and not in the process of delisting; and</u> (b) <u>save as otherwise permitted or required under the USM Rules.</u> (2) <u>With effect from (and including) the day on which shares in the Company become participating securities, they may be transferred as follows:</u> (a) <u>if the shares are held by the transferor in certificated form, by means of an instrument of transfer that complies with Articles 7.1 and 7.2 and the USM Rules; and</u> (b) <u>if the shares are held by the transferor in uncertificated form, by means of a specified request from the transferor and transferee that complies with the USM Rules.</u> (3) <u>Notwithstanding paragraph (2)(b) of this Article, shares in the Company held by the transferor in uncertificated form may be transferred by means of an instrument of transfer if the Directors are satisfied that it is not reasonably practicable to transfer them by means of a specified request.</u> (4) <u>A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR for registering any instrument of transfer, specified request or other document relating to or affecting the title to any share.</u>
7.3	<u>Subject to Article 7.2A, ~~Notwithstanding~~ notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.</u>
7.4	<u>Subject to Article 7.10, ~~The~~ the Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share which is not fully paid up or on which the Company has a lien.</u>
7.5	<u>Subject to Article 7.10, ~~If~~ if the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.</u>

Article no.	Proposed Amendments
7.6	<u>Subject to Article 7.10, The—the</u> Board may also decline to register any transfer of any shares unless: (a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares <u>(if one has been issued)</u> to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (b) the instrument of transfer is in respect of only one class of shares; (c) the instrument of transfer is properly stamped (in circumstances where stamping is required); (d) in the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred does not exceed four; (e) the shares concerned are free of any lien in favour of the Company; and (f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.
7.8	<u>Subject to Articles 4.16, 4.20 and 7.2A, Upon—upon</u> every transfer of shares, the certificate <u>in respect thereof (if one has been issued)</u> held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall be issued, on payment by the transferee of such fee not exceeding the maximum amount as <u>the ASR Code or</u> the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in <u>any—the</u> certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as <u>the ASR Code or</u> the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. <u>Subject to Article 7.2A, The—the</u> Company shall also retain the instrument(s) of transfer <u>(if applicable)</u>.

Article no.	Proposed Amendments
7.9	The registration of transfers may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable. <u>For so long as shares in the Company are participating securities, this Article applies subject to the USM Rules.</u>
7.10	(1) <u>Without prejudice to Article 7.4, the Board may refuse to register the transfer of a share:</u> (a) <u>if the share is in certificated form, and a specified request is sent;</u> (b) <u>if the share is in uncertificated form, and:</u> (i) <u>the specified request is not sent in accordance with the ASR Operating Rules; or</u> (ii) <u>subject to Article 7.2A(3), an instrument of transfer is lodged;</u> (c) <u>if the Board is entitled to do so by virtue of Article 7.11; or</u> (d) <u>on any other ground provided under the USM Rules.</u> (2) <u>Where Article 7.2A applies, and the Directors refuse to register the transfer of a share, a notice of refusal must be sent to the transferor and transferee within such period as indicated in the ASR Code.</u>

Article no.	Proposed Amendments
7.11	(1) <u>This Article applies:</u> (a) <u>to shares in the Company for so long as they are participating securities and not in the process of delisting; and</u> (b) <u>save as otherwise permitted or required under the USM Rules.</u> (2) <u>The Board may refuse to register the transfer or transmission of a share if:</u> (a) <u>the share is in certificated form and a dematerialization request in respect of that share and any other share covered by the same certificate as that share:</u> (i) <u>is not received; or</u> (ii) <u>is refused under the USM Rules;</u> (b) <u>the share is in uncertificated form as a result of the Company having initiated its dematerialization, and the dematerialization fee payable in respect of the dematerialization remains unpaid; or</u> (c) <u>the transferor, transferee or transmittee (as applicable) of the share is not a system-member of the UNSRT system operated by the Company's ASR.</u>
8.3	If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee a transfer of such share <u>or, if Article 7.2A applies and so permits, send a specified request in respect of it.</u> All the limitations, restrictions and <u>other provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall (including without limitation of Article 7.11) be applicable to the</u>~~any such notice or transfer under this Article 8.3, as aforesaid~~ <u>as if the transmission</u>~~death or bankruptcy or winding-up of the member~~ <u>had not occurred and the</u>~~notice or transfer~~ <u>were a transfer made by the holder of the share before the transmission</u>~~executed by such member.~~

Article no.	Proposed Amendments
9.5	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall <u>surrender to the Company for cancellation of the certificate(s) (if share certificate(s) have been issued) for the shares forfeited and</u>, notwithstanding this, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding 15% per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares forfeited, at the date of forfeiture. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived, be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment. <u>If the relevant shares are held in uncertificated form, the Company shall take such steps as may be required under the USM Regime to give effect to the forfeiture.</u>
12.1	The Company shall hold a general meeting as its annual general meeting <u>for</u> ~~in~~ each financial year and such annual general meeting must be held within 6 months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.
13.1	For all purposes the quorum for a general meeting shall be two members present (including attendance by electronic means) in person (or in the case of a corporation, by its duly authorised representative) or by proxy <u>or, for quorum purposes only, two persons appointed by clearing house as authorised representative or proxy, and entitled to vote, provided always</u> that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

Article no.	Proposed Amendments
14.8	Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy or representative (if such member is a corporation) to attend and vote instead of him and a proxy or representative (as the case may be) so appointed shall have the same rights as the member could have. Votes may be given either personally or by proxy or representative (as the case may be). A proxy or representative (as the case may be) needs not be a member. A member may appoint any number of proxy(ies) or representative(s) to attend in his stead at any one general meeting (or at any one class meeting), provided that the number of proxies appointed by a member who is an individual may not exceed two. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise, as if it were a natural person shareholder present in person at any general meeting.
14.9	The instrument appointing a proxy shall be in writing and if the Board in its absolute discretion determines, may be contained in an electronic communication, and: (i) if in writing but not contained in an electronic communication, under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same; or (ii) in the case of an appointment contained in an electronic communication, submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. <u>The written instrument appointing a proxy (and any written notice seeking to revoke such appointment) may also be (subject to any limitations imposed by the Company's ASR) sent by means of an authenticated message (as defined in Article 30.1(7)) that is attributable and addressed as described in Article 30.1(6).</u>

Article no.	Proposed Amendments
22.1	The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. <u>Subject to Articles 4.16 and 4.20,</u> tThe Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed or on which the seal is imprinted as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.
23.2	Wherever such a resolution as referred to in Article 23.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board: (a) to make such provision <u>(subject to Articles 4.16 and 4.20)</u> by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as they think fit in cases where shares, debentures or other securities become distributable in fractions;

Article no.	Proposed Amendments
	(b) to exclude the right of participation or entitlement of any member with a registered address outside any territory where in the absence of a registration statement or other special or onerous formalities the circulation of an offer of such right or entitlement would or might be unlawful or where the Board consider the costs, expense or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer out of proportion to the benefits of the Company; and (c) to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.
23.4	<u>To the extent necessary, the Directors may make arrangements to calculate a member's rights separately in respect of the portion of shares held by the member in certificated form and the portion held in uncertificated form where it is impracticable to do otherwise.</u>
24.19	The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents <u>or (if applicable) send a specified request</u> on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Companies Act and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.

Article no.	Proposed Amendments
24.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered. <u>For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.</u>
25.2	To give effect to any sale contemplated by Article 25.1 the Company may appoint any person to execute as transferor an instrument of transfer of the said shares and such other documents <u>or (if applicable) send a specified request</u> as are necessary to effect the transfer, and such documents shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such shares and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The net proceeds of sale shall belong to the Company which shall be obliged to account to the former member or other person previously entitled as aforesaid for an amount equal to such proceeds and shall enter the name of such former member or other person in the books of the Company as a creditor for such amount. No trust shall be created in respect of the debt, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the net proceeds, which may be employed in the business of the Company or invested in such investments (other than shares or other securities in or of the Company or its holding company if any) or as the Board may from time to time think fit.

Article no.	Proposed Amendments
30.1	(1) Except as otherwise provided in these Articles, any notice or document <u>(including any “corporate communication” and “actionable corporate communication”)</u> may be served by the Company and any notices may be served by the Board on any member in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules,</u> any such notice and document may be given or issued by the following means: (a) by serving it personally on the relevant person; (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register. If sent by post, the notice or document shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof; (c) to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company. If sent by electronic means, the notice or document shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s Website or the website of the Exchange, is deemed given by the Company to a member on the day <u>on which the notice first so appears on the relevant website</u>~~following that on which a notice of availability is deemed served on the member;~~

Article no.	Proposed Amendments
	(d) to the extent permitted by the Listing Rules and all applicable laws and regulations, by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means. If published on the Company's Website, the notice or document shall be deemed to have been served on the day on which the notice or document first so appears on the Company's Website to which the relevant person may have access ~~or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~ (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. If published by advertisement, the notice shall be deemed to have been served on the day on which the advertisement first so appears. (5) <u>Subject to any limitations imposed by the Company's ASR:</u> (a) <u>anything sent or supplied by the Company to any holder or transferee of shares in the Company; and</u> (b) <u>anything sent or supplied by any holder or transferee of shares in the Company to the Company,</u> <u>may be sent or supplied by means of an authenticated message.</u> (6) <u>The provisions of the USM Rules relating to the effect of an authenticated message apply if, in accordance with the USM Rules:</u> (a) <u>the message is attributable to the person sending or supplying it; and</u> (b) <u>the person receiving the message is the addressee of the message.</u> (7) <u>For the purposes of paragraphs 5 and 6 of this Article, "authenticated message" bears the meaning given under the USM Rules except that such message may relate to all shares in the Company that are prescribed securities, and not only those that are participating securities.</u>

Article no.	Proposed Amendments
32.3	~~In the event of a winding-up of the Company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.~~<i>[Intentionally deleted]</i>
38	Uncertificated Securities Market Regime
38.1	<u>Unless otherwise required under applicable law of the Cayman Islands, if any provision of these Articles conflicts or is inconsistent with any provision of the USM Regime (and irrespective of whether the provision is mandatory or enabling in nature), the latter will prevail to the extent of the conflict or inconsistency.</u>
38.2	<u>If these Articles are silent in respect of any matter provided for under any provision of the USM Regime (and irrespective of whether the matter is required or permitted under such provision), the matter will be regarded as required or permitted (as the case may be) under these Articles.</u>

Article no.	Proposed Amendments
<u>38.3</u>	For the purposes of Articles 38.1 and 38.2, the provisions of the <u>USM Regime</u> refers to all laws, rules or regulations governing the evidencing, transfer, dematerialization, rematerialization, or registration of prescribed securities, and includes the following: (a) <u>the SFO;</u> (b) <u>any rules made under the SFO, including the USM Rules and the ASR Rules;</u> (c) <u>the ASR Code;</u> (d) <u>any rules made by the Exchange pursuant to section 23 of the SFO, including the Listing Rules;</u> (e) <u>any rules made by HKSCC pursuant to section 40 of the SFO, including the General Rules of HKSCC and Operational Procedures of HKSCC; and</u> (f) <u>the ASR Operating Rules.</u>

NOTICE OF ANNUAL GENERAL MEETING

Precision Tsugami (China) Corporation Limited

津上精密機床(中國)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1651)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Precision Tsugami (China) Corporation Limited (the “**Company**”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 10:00 a.m. on Monday, 17 August 2026, for the purpose of considering and, if thought fit, with or without amendment, passing the following resolutions:

Ordinary Resolutions

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 2026.
2. To declare a final dividend of HK\$0.90 per share for the year ended 31 March 2026.
3. (A) To re-elect each of the following as directors of the Company by separate resolutions:
 - (i) Dr. Tang Donghao as an executive director of the Company;
 - (ii) Mr. Li Junying as an executive director of the Company;
 - (iii) Mr. Nobuhiro Watabe as a non-executive director of the Company;
 - (iv) Ms. Mami Matsushita as a non-executive director of the Company;
 - (v) Dr. Huang Ping as an independent non-executive director of the Company; and
 - (vi) Mr. Tam Kin Bor as an independent non-executive director of the Company.
- (B) To authorise the board of directors of the Company to fix the remuneration of directors.
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.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 5% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting.”

Special Resolution

6. to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing amended and restated memorandum and articles of association of the Company adopted by special resolution dated 16 August 2022 (the **“Existing Memorandum and Articles of Association”**), the details of which are set out in Appendix III to the circular of the Company dated 24 July 2026 be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the further amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which incorporates and consolidates all the Proposed Amendments, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting for identification purposes, be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association with immediate effect; and
- (c) any director or company secretary or the registered office provider of the Company be and is hereby authorised severally to do all such acts, execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as he/she deems necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association (including the relevant registration and filing in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong).”

By order of the Board

Precision Tsugami (China) Corporation Limited

Dr. Wang Xiaokun

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 24 July 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all resolutions proposed at a general meeting must be voted on by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.tsugami.com.cn) in accordance with the Listing Rules.
2. Any shareholders of the Company (the “**Shareholders**”) entitled to attend and vote at the above general meeting is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote on his/her behalf. For the avoidance of doubt, holders of treasury shares (if any) have no right to vote at the Company’s general meeting(s). A proxy need not be a Shareholder. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which is signed or a certified copy of that power or authority must be deposited with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the above general meeting or any adjournment thereof (as the case may be). Return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above general meeting, the register of members of the Company will be closed from Wednesday, 12 August 2026 to Monday, 17 August 2026 (both dates inclusive), during which period no transfer of shares will be registered. The record date will be Monday, 17 August 2026. In order to be eligible for attending and voting at the AGM, unregistered holders of shares of the Company shall ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Tuesday, 11 August 2026.
5. For determining the entitlement to the proposed final dividend (subject to Shareholders’ approval at the AGM), the register of members of the Company will be closed from Monday, 24 August 2026 to Wednesday, 26 August 2026 (both dates inclusive), during which period no transfer of shares will be registered. The record date will be Wednesday, 26 August 2026. In order to be eligible for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration before 4:30 p.m. on Friday, 21 August 2026.
6. If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or in force on the date of the AGM, the above general meeting will not to be held on Monday, 17 August 2026, but will be held immediately at the same time and place on the first Business Day after that day. “Business Day”, in this context, shall mean a day (not being a Saturday) on which banks in Hong Kong are open for general banking business. Should Shareholders have any enquiries relating to the above arrangements, please contact the Tricor Investor Services Limited at their customer service hotline at 2980 1333 during 9:00 a.m. to 5:00 p.m. from Monday to Friday, excluding Hong Kong public holidays.
7. References to time and dates of this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors of the Company are Dr. Wang Xiaokun, Dr. Tang Donghao, Mr. Shoichiro Haga and Mr. Li Junying; the non-executive directors of the Company are Mr. Nobuhiro Watabe and Ms. Mami Matsushita; and the independent non-executive directors of the Company are Mr. Kunimasa Ota, Dr. Satoshi Iwabuchi, Dr. Huang Ping and Mr. Tam Kin Bor.