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

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Innovativity To Productivity

PRODUCTIVE TECHNOLOGIES COMPANY LIMITED

普達特科技有限公司*

(Incorporated in Bermuda and continued in the Cayman Islands with limited liability)

(Stock Code: 650)

PROPOSALS FOR

(1) RE-ELECTION OF RETIRING DIRECTORS

(2) RE-APPOINTMENT OF AUDITOR

**(3) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND**

(4) NOTICE OF ANNUAL GENERAL MEETING

A letter from the board of directors of the Company is set out on pages 3 to 9 of this circular. A notice convening the annual general meeting (the “AGM”) of the Company to be held at the conference room, 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Thursday, 24 September 2026 at 3:00 p.m. or any adjournment or postponement thereof is set out on pages 13 to 16 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours before the time of the meeting (i.e. before 3:00 p.m. on Tuesday, 22 September 2026) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment or postponement thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

* For identification purposes only

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company and its subsidiaries. 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.

DEFINITIONS

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

“AGM” or “Meeting”	the annual general meeting of the Company to be held at the conference room, 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Thursday, 24 September 2026 at 3:00 p.m., or any adjournment or postponement thereof
“Articles of Association”	the memorandum and articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Productive Technologies Company Limited, a company incorporated in Bermuda and continued in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 650)
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, including, where the context so requires, its agents, nominees, representatives, officers and employees
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent



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PRODUCTIVE TECHNOLOGIES COMPANY LIMITED

普達特科技有限公司*

(Incorporated in Bermuda and continued in the Cayman Islands with limited liability)

(Stock Code: 650)

Executive Directors:

Liu Erzhuang (*Chairman*)
Tan Jue
Liu Zhihai

Non-executive Directors:

Cao Xiaohui
Lin Yukai

Independent Non-executive Directors:

Ge Aiji
Chau Shing Yim David
Wang Guoping

*Principal Place of Business
in Hong Kong:*

Unit 5507
55/F, The Center
99 Queen's Road Central
Hong Kong

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

30 July 2026

Dear Shareholder(s),

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS
(2) RE-APPOINTMENT OF AUDITOR
(3) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (1) the re-election of retiring Directors; (2) the re-appointment of auditor; and (3) the grant to the Directors general mandates to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares) and to repurchase Shares, and the extension of general mandate to allot, issue and deal with new Shares by the addition thereto of any Shares repurchased by the Company.

* For identification purposes only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Articles 84(1) and 84(2) of the Articles of Association, Mr. Tan Jue (“**Mr. Tan**”), Mr. Cao Xiaohui (“**Mr. Cao**”) and Ms. Ge Aiji (“**Ms. Ge**”) should retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee had satisfied that Ms. Ge meet the independence criteria as set out in Rule 3.13 of the Listing Rules and that there is no relationship or circumstance which is likely to affect her independent judgement.

The Nomination Committee and the Board have followed the nomination policy and the board diversity policy of the Company for proposing the re-election of the independent non-executive Director. The Nomination Committee nominates candidates based on criteria such as business experience, public board experience, standing, time commitment, independence and the diversity of the Board (including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and length of services).

The Nomination Committee and the Board believe that the educational background, work experience and cultural background of Mr. Tan, Mr. Cao and Ms. Ge, as further detailed below, can bring contributions to the Board’s diversity. In addition, the Board considers Ms. Ge to be independent in accordance with Rule 3.13 of the Listing Rules and believes she should be re-elected.

Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out below:

Mr. Tan, aged 43, was appointed as the chief financial officer of the Company on 30 September 2016, and was appointed as an executive Director on 19 August 2022 and the legal representative for Productive Equipment Technologies (Shanghai) Co., Ltd.* (上海普達特設備科技有限公司) on 29 June 2023. He is primarily responsible for financing, financial reporting, budget planning, internal control, compliance, and financial management operations. He also leads or oversees the Company’s major investment transactions. Mr. Tan also holds directorship in a subsidiary of the Company, namely, Triple Talents Limited.

Mr. Tan has over 19 years of experience in financial management, mergers & acquisitions, capital market and corporate governance and has closed transactions amounting to multi-billion US dollars. He joined IDG Capital in 2013 as a key member of the fund’s investment in companies in growth and mature stages and has also gained extensive experiences in the management of portfolio companies in areas of finance, operation, internal control and corporate governance. From 2006 to 2013, he worked at the Beijing office of PricewaterhouseCoopers Consultants Shenzhen Limited for 7 years.

Mr. Tan graduated with a bachelor’s degree of Economics from Renmin University of China. He is a fellow member of the Association of Chartered Certified Accountants.

As at the Latest Practicable Date, Mr. Tan is deemed to have interest in 2,508,745,828 Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Mr. Tan (i) does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (ii) does not have any interests in any Shares within the meaning of Part XV of the SFO; (iii) does not hold any other positions with the Company or its subsidiaries or other major appointments and professional qualifications; and (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Tan has entered into a service agreement with the Company as an executive Director for a term of three years but is subject to retirement by rotation in accordance with the Articles of Association. Mr. Tan does not receive any remuneration as an executive Director. For holding other positions with the Company and other members of the Group, Mr. Tan will receive from the Group an annual emolument of HK\$2.56 million as salaries, allowances and benefits in kind, discretionary bonuses and pension scheme contributions, which is determined by the Remuneration Committee and approved by the Board with reference to his duties, responsibilities and contribution to the Company and prevailing market conditions.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Tan as a Director that is required to be brought to the attention of the Shareholders, nor is there any other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Cao, aged 41, was appointed as a non-executive Director and a member of the Audit Committee on 21 October 2022. Currently a partner at IDG Capital, Mr. Cao has more than 18 years' working experience in industrial field, and is responsible for investment and mergers and acquisitions (“**M&A**”) in intelligent manufacturing, new energy and semi-conductor manufacturing industry chain at IDG Capital. He has led various cross-border M&As, investments and divestments amounting to multi-billion US dollars. Prior to joining IDG Capital, he worked as the managing partner of Fosun Private Equity Business Unit* (復星股權投資事業部), the executive president of Fosun Automation & Robotics Group* (復星自動化及機器人集團) and the executive president of Fosun Energy Industrial & Utility Group* (復星能源環保集團) from 2016 to 2020, the president of Siasun Investment Co., Ltd.* (新松機器人投資有限公司) from 2015 to 2016, and director of the office of spacecraft overall design of the Research and Development Center of CASC (China Aerospace Science and Technology Corporation) from 2010 to 2015.

Mr. Cao obtained his bachelor's degree in Jet Propulsion at Beijing University of Aeronautics and Astronautics and master's degree in Aerodynamics at University of Bristol.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cao (i) does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (ii) does not have any interests in any Shares within the meaning of Part XV of the SFO; (iii) does not hold any other positions with the Company or its subsidiaries or other major appointments and professional qualifications; and (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

LETTER FROM THE BOARD

Mr. Cao has entered into a service agreement with the Company as a non-executive Director for a term of three years but is subject to retirement by rotation in accordance with the Articles of Association. Mr. Cao does not receive any remuneration as a non-executive Director.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Cao as a Director that is required to be brought to the attention of the Shareholders, nor is there any other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Ms. Ge, aged 62, was appointed as an independent non-executive Director on 19 October 2018. She is also a member of the Remuneration Committee and the chairman of the Nomination Committee.

Ms. Ge has extensive experience in the energy industry. She has played pivotal roles in many domestic enterprises' overseas upstream exploration and development projects and led various major international merger and acquisition projects in the upstream oil and gas field. Ms. Ge has been serving as the vice president of Talent Power Group Limited since 2014. From 2012 to 2016, Ms. Ge served as a non-executive director of Mining Resource Company of China Great Wall Industry Corporation. In addition, Ms. Ge held several management positions with China National Oil and Gas Exploration and Development Corporation, China National Petroleum Corporation and its affiliated companies. Ms. Ge has been serving as an independent director of Sino Prima Gas Technology Co., Ltd. (listed on the Shenzhen Stock Exchange, Stock Code: 300483) with effect from 4 December 2023.

Ms. Ge graduated from Beijing University of Chemical Technology with a bachelor's degree of Chemical Engineering in 1986 and a master's degree of Technical Economics in 1988. Ms. Ge also obtained an Executive Master of Business Administration degree from the National University of Singapore in 2007.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ge (i) does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (ii) does not have any interests in any Shares within the meaning of Part XV of the SFO; (iii) does not hold any other positions with the Company or its subsidiaries or other major appointments and professional qualifications; and (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Ge has entered into a service agreement with the Company as an independent non-executive Director for a term of three years but is subject to retirement by rotation in accordance with the Articles of Association. Pursuant to her service agreement, Ms. Ge receives an annual Director's fee of HK\$300,000, which is determined by the Remuneration Committee and approved by the Board with reference to her duties, responsibilities and contribution to the Company and prevailing market conditions.

LETTER FROM THE BOARD

Save as disclosed above, there is no other matter relating to the re-election of Ms. Ge as a Director that is required to be brought to the attention of the Shareholders, nor is there any other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

3. RE-APPOINTMENT OF AUDITOR

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint Rongcheng (Hong Kong) CPA Limited (“**Rongcheng**”) as the auditor of the Company to hold office from the conclusion of the AGM until the next annual general meeting of the Company and to approve its remuneration for the year ending 31 March 2027.

The estimated audit fee payable to Rongcheng for the annual audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 March 2027 is expected to be in the range of approximately HK\$1.1 million to HK\$1.5 million (exclusive of out-of-pocket expenses and interim review performed by Rongcheng). The estimated audit fee has been determined after consideration and arm’s length negotiations between the Company and Rongcheng, taking into account, among other things, the historical audit fee agreed by the Company and Rongcheng, the size, nature and complexity of the Group’s business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee is based on the assumption that there will be no material change in the Group’s operations, accounting policies or regulatory environment during the financial year ending 31 March 2027 and no unforeseeable circumstances which would render the estimated audit fee unfair and unreasonable.

4. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandate granted to the Directors to allot, issue, and deal with and repurchase Shares respectively, pursuant to resolutions passed by the Shareholders at the Company’s annual general meeting held on 25 September 2025 will lapse at the conclusion of the AGM, resolutions will be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant to the Directors a general and unconditional mandate to allot, issue, and deal with additional securities (including any sale or transfer of treasury Shares) of the Company (including, inter alia, offers, agreements, options, warrants or similar right in respect thereof) not exceeding 20% of the number of the Company’s issued Shares (excluding treasury Shares) as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the “**Issue Mandate**”). On the basis of 7,416,145,730 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Issue Mandate could result in up to 1,483,229,146 Shares being issued by the Company;

LETTER FROM THE BOARD

- an ordinary resolution to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the number of the Company's issued Shares (excluding treasury Shares) as at the date of passing the relevant resolution for the period from the close of the AGM until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) (the “**Share Repurchase Mandate**”); and
- conditional on the passing of the resolutions to grant the Issue Mandate and the Share Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers of the Company to allot, issue, and deal with additional securities (including any sale or transfer of treasury Shares) under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

5. THE AGM

The notice of the AGM is set out from pages 13 to 16 of this circular. At the AGM, ordinary resolutions will be proposed to approve the re-election of the retiring Directors, the re-appointment of auditor, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 3:00 p.m. on Tuesday, 22 September 2026) or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned or postponed meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Article 66 of the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll. Accordingly, the resolutions put forward to the AGM will be voted by way of poll.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (both dates inclusive), during which period no share transfers can be registered. The record date for determining the Shareholders' eligibility to attend and vote at the AGM will be Thursday, 24 September 2026. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 18 September 2026.

7. RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the retiring Directors, the re-appointment of auditor, the granting of the Issue Mandate and the Share Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of any Shares repurchased under the Share Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

Yours faithfully,
By order of the Board
LIU Erzhuang
Chairman and Chief Executive Officer

This explanatory statement includes information required under Rule 10.06(1)(b) of the Listing Rules to be given to Shareholders in connection with the proposed resolutions authorising the Share Repurchase Mandate.

1. EXERCISE OF THE SHARE REPURCHASE MANDATE

On the basis of 7,416,145,730 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, exercise in full of the Share Repurchase Mandate could result in up to 741,614,573 Shares being repurchased by the Company, representing 10% of the number of issued Shares of the Company (excluding treasury Shares) as at the date of the AGM, during the period from the passing of the resolution relating to the Share Repurchase Mandate up to 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 or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Share Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

The Directors are seeking the grant of general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the Companies Act and the applicable laws of the Cayman Islands.

There might be an adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in its latest published audited accounts for the year ended 31 March 2026 in the event that the Share Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors would consider the Company's financial position at times in exercising the Share Repurchase Mandate and would not propose to exercise any repurchases 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.

4. GENERAL

To the best knowledge of the Directors and having made all reasonable enquiries, no Directors or any of their respective close associates have a present intention, in the event that the Share Repurchase Mandate is approved and exercised, to sell Shares to the Company. No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved and exercised.

The Directors will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the Share Repurchase Mandate has any unusual features.

The Company may cancel repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

5. TAKEOVERS CODE CONSEQUENCES

If as the result of a repurchase of Shares 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 the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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. A waiver of this provision would not normally be given except in extraordinary circumstances.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Titan Gas Technology Investment Limited (being a substantial shareholder), IDG Technology Venture Investment III, L.P. and IDG Magic V Fund, being parties acting in concert (the "**Parties**"), were interested in a total of 2,915,764,171 Shares representing approximately 39.32% of the issued share capital of the Company. In the event that the Directors exercise in full the Share Repurchase Mandate (if so approved) and assuming that there is no change in the number of Shares held by the Parties and there is no other change to issued share capital of the Company, the aggregate interests of the Parties in the Company will be increased to approximately 43.68% of the then issued share capital of the Company. To the best of the knowledge and belief of the Directors, such increase may give rise to an obligation to the Parties to make a mandatory offer under the Takeovers Code. Save as disclosed above, the

Directors are not aware of any Shareholders or group of Shareholders acting in concert who will become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of repurchase of Shares.

The Directors have no present intention to repurchase Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. Furthermore, the Directors have no intention to exercise the Share Repurchase Mandate to such extent as would cause the public float to fall below 25% or such other minimum percentage as prescribed by the Listing Rules from time to time.

6. SHARE REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries repurchased any of its securities in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

7. MARKET PRICES

During each of the previous twelve months up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest (HK\$)	Lowest (HK\$)
2025		
July	0.228	0.193
August	0.219	0.195
September	0.335	0.195
October	0.310	0.201
November	0.217	0.166
December	0.227	0.178
2026		
January	0.244	0.173
February	0.320	0.222
March	0.320	0.230
April	0.730	0.242
May	0.900	0.455
June	0.680	0.290
July (up to the Latest Practicable Date)	0.360	0.255



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Productive Technologies Company Limited (the “**Company**”) will be held at the conference room, 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Thursday, 24 September 2026 at 3:00 p.m. or any adjournment or postponement thereof to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 March 2026.
2.
 - A. To re-elect Mr. Tan Jue as an executive director of the Company (the “**Director**”).
 - B. To re-elect Mr. Cao Xiaohui as a non-executive Director.
 - C. To re-elect Ms. Ge Aiji as an independent non-executive Director.
 - D. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Rongcheng (Hong Kong) CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

* For identification purposes only

NOTICE OF AGM

4. As special business to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

A. **“THAT:**

- (a) subject to paragraph (c), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury) or securities convertible into such shares or warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme or similar arrangement, or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company's articles of association, shall not exceed 20% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company (the **“Shareholders”**) in general meeting.

NOTICE OF AGM

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b), the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) during the Relevant Period shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) the expression “Relevant Period” shall for the purposes of this resolution have the same meaning as assigned to it under ordinary resolution 4.A. (d) of this notice.”

- C. “**THAT** conditional upon resolutions 4.A. and 4.B. above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution 4.B. above shall be added to the number of shares that may be allotted or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to resolution 4.A., provided that the amount of shares repurchased by the Company shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.”

By order of the Board
Productive Technologies Company Limited
LIU Erzhuang
Chairman and Chief Executive Officer

Hong Kong, 30 July 2026

NOTICE OF AGM

Notes:

1. A shareholder entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the instrument appointing a proxy, 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 other authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting (i.e. before 3:00 p.m. on Tuesday, 22 September 2026) or adjourned or postponed meeting.
3. To ascertain the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (both dates inclusive) during which period no share transfers can be registered. The record date for determining the shareholders' eligibility to attend and vote at the AGM will be Thursday, 24 September 2026. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 September 2026.
4. If tropical cyclone warning signal no. 8 or above is hoisted, "extreme condition" caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on Thursday, 24 September 2026, the Meeting will be adjourned in accordance with the memorandum and articles of association of the Company and further announcement for details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail. Unless otherwise specified, capitalised terms used herein shall have the same meanings ascribed to them in the Company's circular dated 30 July 2026.
6. As at the date of this notice, the executive Directors are Dr. Liu Erzhuang (Chairman), Mr. Tan Jue and Mr. Liu Zhihai; the non-executive Directors are Mr. Cao Xiaohui and Mr. Lin Yukai; and the independent non-executive Directors are Ms. Ge Aiji, Mr. Chau Shing Yim David and Mr. Wang Guoping.