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## **CHINA HIGH PRECISION AUTOMATION GROUP LIMITED**

### **中國高精密自動化集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 591)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of China High Precision Automation Group Limited (the “**Company**”) will be held at Savannah Meeting Room, 3rd Floor, Hotel Mingcheng Fuzhou, No. 86 Jiangbin East Avenue, Mawei District, Fuzhou, Fujian, China at 10:00 a.m. on Thursday, 13 February 2025 for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:
  - (A) “**THAT:**
    - (i) subject to paragraphs (iii) and (iv) below, 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 and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers or to resell treasury shares (if permitted by the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)), be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) or treasury shares to be resold (if permitted under the Listing Rules) by the Directors pursuant to the approval granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; or (c) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company; or (d) an issue of shares of the Company as scrip dividend or similar arrangement in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (iv) the exercise of powers by the Directors pursuant to the approval granted in paragraph (i) above shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions in exercising such power to issue (a) securities convertible into new shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the shares at the time of the relevant placing; and (b) warrants, options or similar rights to subscribe for new shares or securities convertible into new shares for cash consideration; and
- (v) for the purpose of this resolution:

“**Benchmarked Price**” means the higher of:

- (a) the closing price of the shares of the Company as quoted on the Stock Exchange on the date of the relevant agreement involving the proposed issue of securities under this resolution; and
- (b) the average closing price of the shares of the Company as quoted on the Stock Exchange for the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the proposed transaction or arrangement involving the proposed issue of shares under this resolution; (ii) the date of

the agreement involving the proposed issue of securities under this resolution; and (iii) the date on which the price of shares of the Company that are proposed to be issued is fixed.

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then 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 legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

(B) “**THAT**:

conditional upon the passing of the resolutions set out in paragraph 1(A) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 1(A) of the notice convening this meeting and hereby extended by the addition thereto an amount of shares pursuant to the Repurchase Mandate passed on the annual general meeting on 16 December 2024, provided that such amount shall not exceed 10% of the number of issued shares of the Company as at the date of passing the Repurchase Mandate on 16 December 2024.”

2. To consider and, if thought fit, pass with or without amendments, the following as ordinary resolutions:

(A) “**THAT**:

- (i) To approve and adopt the rules of the share option scheme of the Company, a copy of which is tabled at the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification (the “**Share Option Scheme**”), subject to and conditional upon the Listing Committee (“**Listing**

**Committee**”) granting approval to the listing of and permission to deal in the shares which may fall to be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme;

- (ii) To authorise the Board to administer the Share Option Scheme under which share options will be granted to the eligible participants (as defined in the Share Option Scheme) who are eligible under the Share Option Scheme to subscribe for shares, including but not limited to determining and granting the options in accordance with the terms of the Share Option Scheme and the requirement of the Listing Rules; and
  - (iii) To authorise the Board to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules.”
- (B) “**THAT** the Scheme Limit (as defined in the Share Option Scheme) on the total number of shares that may be issued in respect of all options to be granted to the eligible participants under all the share schemes of the Company (i.e. 10% of the Shares in issue (excluding Treasury Shares, if any) as at the date of passing of this resolution) be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors of the Company may consider necessary, desirable or expedient to effect and implement the Scheme Limit.”

By Order of the Board of  
**China High Precision Automation Group Limited**  
**Wong Fun Chung**  
*Chairman*

Hong Kong, 22 January 2025

*Notes:*

- (1) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on behalf of him. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for the EGM is enclosed. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.

- (3) Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Completion and delivery of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the EGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
- (5) The register of members of the Company will be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the EGM from Monday, 10 February 2025 to Thursday, 13 February 2025, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 February 2025.
- (6) With regard to the proposed resolutions no. 1(A) to 1(B) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company.
- (7) With regards to the proposed resolution no. 2(A) to 2(B) above, the Director wish to state that they has not identified any specific grantee or have any immediate plan to make grants of Options.
- (8) As at the date of this notice, Mr. Wong Fun Chung is an executive Director and the chairman of the board of Directors; Mr. Zou Chong, Mr. Su Fang Zhong and Mr. Cheung Chuen are the executive Directors; Dr. Hu Guo Qing, Ms. Ji Qin Zhi, Mr. Chan Yuk Hiu Taylor and Dr. Huang Shizhen are the independent non-executive Directors.