**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** about this circular or as to the action to be taken, 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 Shanghai Seer Intelligent Technology Co., Ltd., you should disregard this circular and the proxy form.



SEER Robotics

# Shanghai Seer Intelligent Technology Co., Ltd.
# 上海仙工智能科技股份有限公司

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

**(Stock Code: 6106)**

## (1) GENERAL MANDATE TO REPURCHASE H SHARES
## (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
## AND
## (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting of Shanghai Seer Intelligent Technology Co., Ltd. to be held at Building 3, 799 Dan Gui Road, Pudong New Area, Shanghai, PRC on August 13, 2026 is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://seer-robotics.ai/en).

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the Extraordinary General Meeting (i.e. not later than August 12, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

24 July 2026

## CONTENTS

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

| | |
|---|---|
| "Articles of Association" | the articles of association of the Company (as amended from time to time) |
| "Board" | the board of Directors |
| "Company" | Shanghai Seer Intelligent Technology Co., Ltd. (上海仙工智能科技股份有限公司), a joint stock company with limited liability established in the PRC, the H Shares of which have been listed on the Stock Exchange (stock code: 6106) |
| "Director(s)" | the director(s) of the Company |
| "Extraordinary General Meeting" or "EGM" | the extraordinary general meeting of the Company to be held at 10:00 a.m. on 13 August 2026, or any adjournment thereof and notice of which is set out on pages EGM-1–EGM-4 of the circular |
| "Group" | the Company and its subsidiaries |
| "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 publishment of this circular for ascertaining certain information herein |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended and supplemented from time to time |
| "PRC" | the People's Republic of China |

| | |
|---|---|
| "Repurchase Mandate" | the repurchase plan to be determined by the Board of Directors, not exceeding 10% of the number of Shares in issue (excluding treasury shares) as at the date of passing the proposed relevant resolution at the EGM, details of which are set out in the notice of the EGM |
| "Share(s)" | share(s) of the Company |
| "Shareholder(s)" | holder(s) of Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "subsidiary(ies)" | has the meaning ascribed to it under the Listing Rules |
| "%" | percent |

# Shanghai Seer Intelligent Technology Co., Ltd.
# 上海仙工智能科技股份有限公司

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

**(Stock Code: 6106)**

*Executive Directors:*
Mr. Zhao Yue *(Chairman of the Board)*
Ms. Ding Xia
Mr. Ye Yangsheng
Mr. Wang Qun

*Independent Non-executive Directors:*
Dr. Cheng Lin
Dr. Liu Yong
Mr. Chen Fei

*Registered Office in Mainland China:*
Room 319, 3rd Floor, No. 2,
Lane 2000, Xinjinqiao Road,
Pilot Free Trade Zone,
China (Shanghai)

*Principal Place of Business in Hong Kong:*
40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

24 July 2026

*To the Shareholders*

Dear Sir/Madam,

**(1) GENERAL MANDATE TO REPURCHASE H SHARES**
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
**AND**
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

## I. INTRODUCTION

The purpose of this circular is to give you the notice of the Extraordinary General Meeting to be held on 13 August, 2026 and the details of the resolutions to be proposed to consider and approve at the Extraordinary General Meeting and provide all the information reasonably required to enable you to make an informed decision on whether to vote for or against or abstain from voting on those resolutions.

## II. MATTERS TO BE RESOLVED AT THE EXTRAORDINARY GENERAL MEETING

### SPECIAL RESOLUTIONS

### 1. General mandate to repurchase H Shares

In order to safeguard the interests of its Shareholders, taking into account market changes and the actual circumstances of the Company, and to facilitate the timely and flexible implementation of share repurchases by the Company, a special resolution will be proposed to the Extraordinary General Meeting to approve the granting of a general mandate (the "**Repurchase Mandate**") to the Board and then to delegate to the chairman of the Board and his authorized person(s) by the Board to (i) decide to repurchase H Shares separately or concurrently depending on market conditions and the actual circumstances of the Company, in accordance with the applicable laws and regulations, including the PRC Company Law, the Hong Kong Listing Rules and the Articles of Association, within a limit not exceeding 10% of the total number of the Shares in issue (excluding treasury shares) as at the date of this resolution being considered and approved at the shareholders' meeting, and (ii) approve, sign and make or cause to be signed and made all documents, deeds and matters that they deem related to the exercise of the Repurchase Mandate mentioned above.

Particulars of the Repurchase Mandate are as follows:

1. Subject to the restrictions under paragraphs 2 and 3 below, the Board shall be approved to exercise all rights of repurchasing the H Shares in issue and listed on the Stock Exchange of nominal value of RMB1.00 each within the Relevant Period (as defined below) in accordance with all applicable laws, regulations, rules and/or requirements (as amended from time to time) of relevant governmental or regulatory authorities of the PRC, the Stock Exchange or any other governmental or regulatory authorities.

2. The Board shall be authorized to repurchase H Shares in an amount not exceeding 10% of the total number of Shares in issue (excluding any treasury shares) at the date of passing of such resolution at the EGM within the Relevant Period, and the repurchase price on any date of repurchase shall not be equal to or higher than 105% of the average closing price of H Shares traded on the Stock Exchange for the five preceding trading days.

3. The Repurchase Mandate shall include, without limitation, authority to:

(i) formulate and implement the specific repurchase plan, including but not limited to determining the timing of the repurchase, the duration of the repurchase, the number of H Shares to be repurchased, the price of the repurchase and the specific use of the repurchased H shares;

(ii) notify creditors and make announcement in accordance with the requirements of relevant laws, regulations and normative documents as well as the Articles of Association and open an offshore stock account and deal with the relevant registration of changes in foreign exchange;

(iii) deal with such relevant approval and reporting formalities as may be required by the relevant regulatory authorities and the Stock Exchange (if necessary);

(iv) handle matters related to the cancellation of the repurchased H Shares, and/or reduction of the registered share capital, amendment of the Articles of Association and relevant statutory registration and filing formalities both within and outside the PRC, and/or the holding of such shares as treasury shares based on market conditions and the Company's capital management needs at the relevant time of such share repurchase;

(v) execute and sign all such documents, do all such acts and matters and take all such steps relevant to the proposed repurchase of H Shares, as the Board of Directors considers expedient, necessary or desirable to give effect to such repurchase, in accordance with the relevant laws, regulations and rules; and

(vi) where there are new regulatory requirements or changes in market conditions, save for matters requiring re-approval by the Shareholders at the general meeting under applicable laws, regulations or Articles of Association, adjust the repurchase plan and continue to handle matters relating to the repurchase of H shares in accordance with applicable laws and regulations, the requirements of governmental and securities regulatory authorities, market conditions and the actual circumstances of the Company.

For the purpose of this special resolution, "Relevant Period" means the period from the passing of this special resolution at the EGM until the earliest of:

(i) the conclusion of the first annual general meeting of the Company following the approval of this special resolution; or

(ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

Subject to the approval and authorization of the Repurchase Mandate being granted to the Board of Directors at the EGM, the Board of Directors proposes to authorize the Chairman and any of his authorized persons to exercise the authority granted to it at the EGM to deal with the Repurchase Mandate and all other matters which may be authorized by the Board in connection with the repurchase of H Shares.

As at the Latest Practicable Date, the Company had 110,497,300 Shares in issue. Subject to the approval of the grant of the Repurchase Mandate and assuming that no Shares will be issued or repurchased by the Company prior to the Extraordinary General Meeting, a maximum of 11,049,730 H Share*s*, can be repurchased by the Board pursuant to the Repurchase Mandate to be granted by the Shareholders.

An explanatory statement required under the Listing Rules to be issued to the Shareholders is set out in Appendix I to this circular. The explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote in favor of or against the resolution.

**2. Proposed Amendments to the Articles of Association**

To reflect the change in address of registered office in Mainland China, share capital structure and details of the Global Offering of the Company, as well as to further comply with Relevant Regulatory Requirements, the Board proposed to make corresponding amendments to the relevant provisions of the Articles of Association. The proposed amendments to the existing Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the EGM and, if approved, shall take effect upon the close of the EGM.

The details of the proposed amendments to the Articles of Association are set out in Appendix II to this circular.

## III. NOTICE OF EXTRAORDINARY GENERAL MEETING

Set out on pages EGM-1 to EGM-4 of this circular is the notice of the Extraordinary General Meeting at which, *inter alia*, above resolutions will be proposed to Shareholders for consideration and approval.

## IV. FORM OF PROXY

A form of proxy is enclosed for use at the Extraordinary General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (https://seer-robotics.ai/en). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time fixed for holding the Extraordinary General Meeting (i.e. not later than 10:00 a.m. on Wednesday, August 12, 2026) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

## V. VOTING BY POLL

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

None of the Shareholders is required to abstain from voting in favour of the resolutions to be brought to the Extraordinary General Meeting.

## VI. CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Monday, 10 August, 2026 to Thursday, 13 August, 2026, both days inclusive, during which period no transfer of Shares will be effected. The record date for determining the eligibility of holders of H Shares to attend and vote at the Extraordinary General Meeting will be Thursday, 13 August, 2026. In order to qualify for attending and voting at the Extraordinary General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 pm on Friday, 7 August, 2026.

## VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

## VIII. RECOMMENDATION

The Directors are of the opinion that all the resolutions as set out in the notice of Extraordinary General Meeting for the Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Extraordinary General Meeting.

Yours faithfully,
For and on behalf of the Board
**Shanghai Seer Intelligent Technology Co., Ltd.**
**Mr. Zhao Yue**
*Chairman of the Board and Executive Director*

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information for them to make an informed decision on whether to vote for or against a special resolution to be proposed at the EGM in relation to the Repurchase Mandate.

## 1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company consisted of 110,497,300 H Shares with a nominal value of RMB1.00 each. Subject to the passing of the resolutions granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the EGM, the Company may repurchase pursuant to the Repurchase Mandate a maximum of 11,049,730 H Shares which represent 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the EGM.

## 2. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that the grant of the Repurchase Mandate in the present conditions will demonstrate the Company's confidence in its own business outlook and prospects and would, ultimately, benefit the Company and create value to its shareholders.

## 3. FUNDING OF REPURCHASE

In repurchasing H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

In accordance with the laws of the PRC or administrative regulations and subject to the approval of relevant authority, the Company is entitled by its Articles of Association to repurchase H Shares. The Company shall not repurchase H Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## 4. IMPACT OF REPURCHASE

The Directors consider that there would not be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period, as compared with the position disclosed in the latest published audited accounts contained in the Prospectus of the Company for the year ended 31 December 2025. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased, the H Share price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the market circumstances then prevailing, in the best interests of the Company.

## 5. STATUS OF REPURCHASED H SHARES

The Company may cancel the H Shares bought back under the Repurchase Mandate, and/or hold them as treasury shares subject to certain conditions, for example, market conditions, purposes of share repurchase and capital management needs of the Group, at the relevant time of the share repurchase.

## 6. MARKET PRICES OF H SHARES

The highest and lowest trading prices of the H Shares traded on the Stock Exchange per month for the period from June 24, 2026 (the date on which the H Shares were listed on the Stock Exchange) to the Latest Practicable Date (inclusive) are as follows:

| Month | Highest | Lowest |
|---|---|---|
| | *HK$* | *HK$* |
| June 2026 (from June 24, 2026) | 140.500 | 101.600 |
| July 2026 (as of the Latest Practicable Date) | 101.600 | 55.350 |

## 7. GENERAL INFORMATION

Each of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently does not intend to sell any H Shares to the Company following the approval by the Shareholders of granting the Repurchase Mandate.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase H Shares pursuant to the Repurchase Mandate in compliance with the Listing Rules and applicable laws of the PRC.

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

The Directors will exercise the power of the Company to repurchase Shares under the Repurchase Mandate in compliance with the Listing Rules and applicable laws and regulations of the PRC. To the best knowledge of the Directors, there is nothing unusual about this explanatory statement and the Repurchase Mandate.

## 8. TAKEOVERS CODE

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

As of the Latest Practicable Date, the Controlling Shareholders Group of the Company, namely Mr. Zhao Yue, Shanghai Xianyi Enterprise Management Partnership (Limited Partnership) (上海仙一企業管理合夥企業(有限合夥)), Shanghai Xiansan Enterprise Management Partnership (Limited Partnership) (上海仙三企業管理合夥企業(有限合夥)), Shanghai Xianwu Enterprise Management Partnership (Limited Partnership) (上海仙五企業管理合夥企業(有限合夥)), Shanghai Xianliu Enterprise Management Partnership (Limited Partnership) (上海仙六企業管理合夥企業(有限合夥)), Shanghai Xianqi Enterprise Management Partnership (Limited Partnership) (上海仙七企業管理合夥企業(有限合夥)), Suzhou Xianwu No. 1 Enterprise Management Partnership (Limited Partnership) (蘇州市仙伍一企業管理合夥企業(有限合夥)) and Suzhou Xianwu No. 2 Enterprise Management Partnership (Limited Partnership) (蘇州市仙伍二企業管理合夥企業(有限合夥)), collectively owned 52,885,698 H Shares, representing approximately 47.86% of the total number of Shares in issue.

Assuming that there is no change in (i) the number of Shares held by the Controlling Shareholders, and (ii) the total number of Shares in issue, the shareholding of the Controlling Shareholders will be increased to approximately 53.18% of the reduced total number of Shares in issue immediately after the exercise in full of the Repurchase Mandate. The Directors consider that such an increase in shareholding may trigger an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeovers Code to make a mandatory offer.

In addition, in exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

## 9. REPURCHASE OF SHARES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) from June 24, 2026 (the date of listing of H Shares on the Stock Exchange) up to and including the Latest Practicable Date.

## 10. INTENTION STATEMENT REGARDING SHARE BUY-BACK

The Company may cancel the H Shares bought back following settlement of any such buy-back or hold them as treasury shares, subject to, for example, market conditions and its capital management needs at the relevant time of the buy-backs. Should the Company decide to hold H Shares bought back as treasury shares, the Company will, upon completion of the Share buy-back, withdraw the H Shares bought back from CCASS and register the treasury shares in the Company's name in the register of members of the Company. The Company may re-deposit its treasury shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it should complete the resale as soon as possible. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will have 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 with respect to treasury shares. These measures include, for example, an approval by the Board that (i) the Company should procure its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS pending resale; and (ii) in the case of dividends or distributions, the Company should withdraw the treasury shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions. Holders of treasury shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

| Before amendments | After amendments |
|---|---|
| Article 3<br><br>The Company was filed with the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**") on May 11, 2026, and approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**") on [•] for the initial issuance of [•] overseas listed foreign shares (hereinafter referred to as "**H Shares**") to the public, including [•] H Shares issued upon the exercise of the over-allotment option, which were listed on the Main Board of the Hong Kong Stock Exchange on [•]. | Article 3<br><br>The Company was filed with the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**") on May 11, 2026, and approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**") on June 23, 2026 for the initial issuance of 10,497,300 overseas listed foreign shares (hereinafter referred to as "**H Shares**") to the public, ~~including [•] H Shares issued upon the exercise of the over-allotment option,~~ which were listed on the Main Board of the Hong Kong Stock Exchange on June 24, 2026. |
| Article 5<br><br>Domicile of the Company: Building, No. 11, Lane 2777, Jinxiu East Road, Pilot Free Trade Zone, China (Shanghai)<br><br>The domicile of the Company shall be subject to the address registered and filed with the company registration authority.<br><br>Post Code: 201206 | Article 5<br><br>Domicile of the Company: Room 319, 3rd Floor, No. 2, Lane 2000, Xinjinqiao Road, Pilot Free Trade Zone, China (Shanghai)<br><br>The domicile of the Company shall be subject to the address registered and filed with the company registration authority.<br><br>Post Code: 201206 |
| Article 6<br><br>The registered capital of the Company is RMB100 million. | Article 6<br><br>The registered capital of the Company is RMB110,497,300. |

| Before amendments | After amendments |
|---|---|
| Article 21<br><br>The Company obtained filing confirmation from the CSRC on May 11, 2026 and the approval from the Hong Kong Stock Exchange on [•] to issue no more than [•] H Shares to investors. An aggregate of [•] domestic unlisted shares held by the Company's shareholders shall be converted into overseas-listed shares and listed on the Hong Kong Stock Exchange upon completion of full conversion. If the over-allotment option is not exercised, following completion of the aforesaid H Share offering and conversion of domestic unlisted shares into H Shares, the Company's share capital structure shall be as follows: the total number of the Company's shares shall be [•], all of which are ordinary shares ranking pari passu in respect of all rights and obligations, comprising [•] domestic unlisted shares accounting for [•]% of the Company's total ordinary shares and [•] H Shares accounting for [•]% of the Company's total ordinary shares;<br><br>If the over-allotment option is exercised in full, following completion of the aforesaid H Share offering and conversion of domestic unlisted shares into H Shares, the Company's share capital structure shall be as follows: the total number of the Company's shares shall be [•], all of which are ordinary shares, comprising [•] domestic unlisted shares accounting for [•]% of the Company's total ordinary shares and [•] H Shares accounting for [•]% of the Company's total ordinary shares. | Article 21<br><br>The Company obtained filing confirmation from the CSRC on May 11, 2026 and the approval from the Hong Kong Stock Exchange on June 23, 2026 to issue no more than 38,333,332 H Shares to investors. An aggregate of 100,000,000 domestic unlisted shares held by the Company's shareholders shall be converted into overseas-listed shares and listed on the Hong Kong Stock Exchange upon completion of full conversion. ~~If the over-allotment option is not exercised,~~ ~~f~~Following completion of the aforesaid H Share offering and conversion of domestic unlisted shares into H Shares, the Company's share capital structure shall be as follows: the total number of the Company's shares shall be 110,497,300, all of which are ordinary shares ranking pari passu in respect of all rights and obligations.~~, comprising [•] domestic unlisted shares accounting for [•]% of the Company's total ordinary shares and [•] H Shares accounting for [•]% of the Company's total ordinary shares;~~<br><br>~~If the over-allotment option is exercised in full, following completion of the aforesaid H Share offering and conversion of domestic unlisted shares into H Shares, the Company's share capital structure shall be as follows: the total number of the Company's shares shall be [•], all of which are ordinary shares, comprising [•] domestic unlisted shares accounting for [•]% of the Company's total ordinary shares and [•] H Shares accounting for [•]% of the Company's total ordinary shares.~~ |

| Before amendments | After amendments |
|---|---|
| Article 208<br><br>The Articles of Association shall, after being deliberated and approved by the Company's general meeting, come into effect and be implemented on the date on which the Company's issuance of H shares is filed with the CSRC and listed on the Hong Kong Stock Exchange. From the date on which the Articles of Association take effect, the Company's previous Articles of Association shall automatically become void. | Article 208<br><br>The Articles of Association shall, after being deliberated and approved by the Company's general meeting, come into effect ~~and be implemented on the date on which the Company's issuance of H shares is filed with the CSRC and listed on the Hong Kong Stock Exchange~~. From the date on which the Articles of Associationtake effect, the Company's previous Articles of Association shall automatically become void. |

SEER Robotics

# Shanghai Seer Intelligent Technology Co., Ltd.
# 上海仙工智能科技股份有限公司

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

**(Stock Code: 6106)**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the "**Extraordinary General Meeting**") of Shanghai Seer Intelligent Technology Co., Ltd. (the "**Company**") will be held at Building 3, 799 Dan Gui Road, Pudong New Area, Shanghai, PRC on August 13, 2026 at 10:00 a.m.. for the following purposes. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated July 24, 2026.

**Special Resolutions**

1. To consider and approve the grant of a general mandate to the Board to repurchase H Shares:

   "**THAT**:

   (1) subject to paragraph (2) below, a general mandate be and is hereby generally and unconditionally given to the Directors and then to delegate to the chairman of the Board and his authorized person(s) by the Board during the Relevant Period (as defined below), in compliance with all applicable laws and regulations, the Articles of Association, the Listing Rules, the Takeovers Code, and the requirements of any relevant government or regulatory authority, to exercise all the powers of the Company to repurchase H Shares during the Relevant Period (as defined below);

   (2) subject to obtaining the approval in paragraph (1) above, the aggregate number of the H Shares to be repurchased by the Company pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as of the date of passing of this resolution;

(3) subject to the approval of all relevant government authorities in the PRC for the repurchase of such H Shares being granted, to authorise the Board to:

(a) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of Shares to be repurchased, timing of repurchase and period of repurchase etc.;

(b) notify creditors and make announcement in accordance with the requirements of relevant laws, regulations and normative documents as well as the Articles of Association;

(c) open overseas share accounts and to carry out related change of foreign exchange registration procedures where necessary;

(d) carry out relevant approval and filing procedures as required by regulatory authorities and the Stock Exchange;

(e) handle matters related to the cancellation of the repurchased H Shares, and/or reduction of the registered share capital, amendment of the Articles of Association and relevant statutory registration and filing formalities both within and outside the PRC, and/or the holding of such shares as treasury shares based on market conditions and the Company's capital management needs at the relevant time of such share repurchase;

(f) execute, handle or otherwise deal with all other documents and matters relating to, in connection with, or ancillary to the repurchase of H Shares as the Board of Directors considers expedient, necessary or desirable to give effect to such repurchase, in accordance with the relevant laws, regulations and rules, and/or the corresponding reduction in the registered capital of the Company, and/or the holding of such shares as treasury shares based on market conditions and the Company's capital management needs at the relevant time of such share repurchase; and

(g) where there are new regulatory requirements or changes in market conditions, save for matters requiring re-approval by the Shareholders at the general meeting under applicable laws, regulations or Articles of Association, adjust the repurchase plan and continue to handle matters relating to the repurchase of H shares in accordance with applicable laws and regulations, the requirements of governmental and securities regulatory authorities, market conditions and the actual circumstances of the Company.

(4) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the 2026 annual general meeting of the Shareholders to be held in 2027; or

(b) the passing of a special resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Board of the Company by this resolution.

2. To consider and approve the proposed amendments to the Articles of Association."

By Order of the Board
**Shanghai Seer Intelligent Technology Co., Ltd.**
**Mr. Zhao Yue**
*Chairman of the Board and Executive Director*

Shanghai, PRC, 24 July 2026

*Registered Office in Mainland China:*
Room 319, 3rd Floor, No. 2,
Lane 2000, Xinjinqiao Road,
Pilot Free Trade Zone,
China (Shanghai)

*Principal Place of Business in Hong Kong:*
40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

*As at the date of this notice, the Board comprises (i) Mr. Zhao Yue, Ms. Ding Xia, Mr. Ye Yangsheng and Mr. Wang Qun as executive directors; (ii) Dr. Cheng Lin, Dr. Liu Yong and Mr. Chen Fei as independent non-executive directors.*

*Notes:*

(1) A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the Extraordinary General Meeting.

(2) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

(3) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong 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 (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 24 hours before the time appointed for holding the above meeting (i.e. not later than 10:00 a.m. on Wednesday, August 12, 2026) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(4) The register of members of the Company will be closed from Monday, 10 August, 2026 to Thursday, 13 August, 2026, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. The record date for determining the eligibility of holders of H Shares to attend and vote at the EGM will be Thursday, 13 August, 2026. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 7 August, 2026.

(5) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.