THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Jsmart Technologies Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

金安智能
JSMART

Jsmart Technologies Group Limited
金安具身智能科技集團有限公司
(formerly known as Daisho Microline Holdings Limited)
(Incorporated in Bermuda with limited liability)
(Stock Code: 00567)

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR; AND
(4) NOTICE OF ANNUAL GENERAL MEETING FOR 2026

A notice convening an annual general meeting for 2026 of Jsmart Technologies Group Limited to be held at Suite 22C, 22/F, 228 Electric Road, North Point, Hong Kong on Friday, 25 September 2026 at 10:00 a.m. is set out on pages N-1 to N-5 of this circular. Whether or not you are able to attend the annual general meeting for 2026, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting for 2026 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting for 2026 or any adjournment thereof, should you so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jsmartech.hk).

24 July 2026

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

"2026 AGM"	the annual general meeting for 2026 of the Company to be held at Suite 22C, 22/F, 228 Electric Road, North Point, Hong Kong on Friday, 25 September 2026 at 10:00 a.m., notice of which is set out on pages N-1 to N-5 of this circular, or any adjournment thereof
"associate(s)"	has the meaning ascribed thereto in the Listing Rules
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"Bye-Law(s)"	Bye-Law(s) of the Company currently in force (as amended from time to time)
"CCASS"	Central Clearing and Settlement System
"close associate(s)"	has the meaning ascribed thereto in the Listing Rules
"Companies Act"	the Companies Act 1981 of Bermuda
"Company"	Jsmart Technologies Group Limited (formerly known as Daisho Microline Holdings Limited), an exempted limited liability company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 0567)
"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
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Auditor"	independent auditor of the Company
"Issue Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale and transfer of treasury shares) of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of 2026 AGM

"Latest Practicable Date"	17 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"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"	the People's Republic of China and for the sole purpose of this circular shall exclude Hong Kong, Macau Special Administrative Region of the People's Republic of China and Taiwan
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of 2026 AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.10 each in the issued capital of the Company
"Share Option Scheme"	the share option scheme approved and adopted by the Company on 22 November 2016 and the scheme mandate limit thereof refreshed on 23 September 2022
"Shareholder(s)"	holder(s) of the Shares
"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 Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

Jsmart Technologies Group Limited
金安具身智能科技集團有限公司
(formerly known as Daisho Microline Holdings Limited)
(Incorporated in Bermuda with limited liability)
(Stock Code: 00567)

Executive Directors:
LEE Man Kwong *(Chairman)*
SUN Jingan

Non-executive Director:
YAU Pak Yue

Independent non-executive Directors:
CHAN Yau Ching, Bob
LEUNG Hoi Ming
LIN Ying

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Head Office and Principal Place of Business:
Suite 22C, 22/F
228 Electric Road
North Point, Hong Kong

24 July 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF INDEPENDENT AUDITOR; AND
(4) NOTICE OF ANNUAL GENERAL MEETING FOR 2026

INTRODUCTION

The purpose of this circular is to provide you with the information regarding certain resolutions to be proposed at the 2026 AGM including (i) the granting of general mandates to the Directors to issue Shares and repurchase Shares; (ii) the re-election of Directors; and (iii) the re-appointment of the Independent Auditor; and to provide you with the notice of the 2026 AGM.

PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 23 September 2025, ordinary resolutions were passed by the Shareholders to grant general mandates to the Directors to issue and repurchase Shares respectively. Such mandates will lapse at the conclusion of the 2026 AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the 2026 AGM to approve:

1. the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares (including any sale and transfer of treasury shares) of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of 2026 AGM (i.e. a total of 322,657,514 Shares on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the 2026 AGM);

2. the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of 2026 AGM (i.e. a total of 161,328,757 Shares on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the 2026 AGM); and

3. extension of the Issue Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

An explanatory statement as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on the proposed resolution for the granting of the Repurchase Mandate is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

Dr. CHAN Yau Ching, Bob and Dr. LEUNG Hoi Ming will retire by rotation and, being eligible, will offer each of themselves for re-election at the 2026 AGM pursuant to bye-law 99 of the Bye-Laws, which provides that one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, who have been longest in office since their last election shall retire from office at the 2026 AGM.

Dr. SUN Jingan, appointed as an executive Director on 20 April 2026, will retire by rotation, being eligible, will offer himself for re-election at the 2026 AGM pursuant to bye-law 102(B) of the Bye-Laws which provides that any Director be appointed to fill a casual vacancy shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the 2026 AGM.

Dr. CHAN Yau Ching, Bob and Dr. LEUNG Hoi Ming have confirmed their independence with reference to the criteria set out in Rule 3.13 of the Listing Rules. The Board has received and the Nomination Committee had assessed and reviewed the written confirmation of independence of Dr. CHAN Yau Ching, Bob and Dr. LEUNG Hoi Ming based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules.

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 Company's board diversity policy and nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of all the retiring Directors, including the aforesaid independent non-executive Directors, who are due to retire at the 2026 AGM. The Board has accepted the nomination from the Nomination Committee and considers that the re-election of each of them as a Director is in the interest of the Company and the Shareholders as a whole and each of them can continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Each of them has indicated his willingness to offer himself for re-election at the 2026 AGM and abstained from discussion and voting at the Board meeting regarding his re-election.

The biographical details of the above retiring Directors proposed for re-election at the 2026 AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF INDEPENDENT AUDITOR

An ordinary resolution will be proposed at 2026 AGM to consider and approve the re-appointment of Prism Hong Kong Limited as the Independent Auditors for the year ending 31 March 2027, for a term commencing from the date of approval at 2026 AGM until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine the specific matters in relation to such appointment.

The annual audit fees for the year ending 31 March 2027 agreed upon with the Independent Auditor are estimated to be approximately HK$825,000, an amount determined after due consideration and arm's length discussion between the Company and the Independent Auditor taking into account market rates, scope of work, and audit schedule. As Prism Hong Kong Limited is relatively familiar with the Company's finances and affairs, the Company considers that the estimated audit fees agreed upon with the Independent Auditor constitute a fair and reasonable estimate made after due consideration, taking into account the facts and circumstances known as of the Latest Practicable Date. Furthermore, the engagement of Prism Hong Kong Limited to perform the audit and other related work for the Group for the year ending 31 March 2027 will be more efficient and is in the best interests of the Company and its Shareholders as a whole.

This resolution was considered and approved at the meeting of the Board held on 18 June 2026, and is hereby proposed as an ordinary resolution for consideration and approval at 2026 AGM.

CLOSURE OF THE REGISTER OF MEMBERS

The 2026 AGM will be held at Suite 22C, 22/F, 228 Electric Road, North Point, Hong Kong on Friday, 25 September 2026 at 10:00 a.m. For determining the entitlement to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Tuesday, 22 September 2026 to Friday, 25 September 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the 2026 AGM, unregistered holders of the Shares should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 September 2026. The record date for attending and voting at the 2026 AGM is on Friday, 25 September 2026.

2026 AGM AND PROXY ARRANGEMENT

The notice convening the 2026 AGM to be held at Suite 22C, 22/F, 228 Electric Road, North Point, Hong Kong on Friday, 25 September 2026 at 10:00 a.m. is set out on pages N-1 to N-5 of this circular.

Pursuant to the Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions proposed at the 2026 AGM shall be voted by way of a poll.

An announcement on the poll results will be published by the Company after the 2026 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2026 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jsmartech.hk). 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 notarially certified copy of that power of attorney or authority 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2026 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2026 AGM if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

RESPONSIBILITY OF THE DIRECTORS

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.

TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 8:00 a.m. on the date of the 2026 AGM, the meeting will be postponed to a later date. The Company will as soon as practicable post an announcement on its website (www.jsmartech.hk) and the website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

RECOMMENDATION

The Board is of the opinion that (i) the granting of the general mandates to the Directors to issue Shares and to repurchase Shares; (ii) the re-election of Directors; and (iii) the re-appointment of Independent Auditor are in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of all the resolutions to be proposed at the 2026 AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolution to be proposed at the 2026 AGM. Your attention is also drawn to the additional information set out in the appendices to this circular.

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

Yours faithfully,
By Order of the Board
Jsmart Technologies Group Limited
LEE Man Kwong
Chairman

The following serves as an explanatory statement in compliance with the Listing Rules to give requisite information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK$161,328,757 comprising 1,613,287,570 Shares.

Subject to the passing of the relevant ordinary resolution to approve the granting of the Repurchase Mandate (as set out in item 5 of the notice of the 2026 AGM) and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the 2026 AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 161,328,757 Shares, representing 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the 2026 AGM during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its asset 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 Bye-Laws and the applicable laws of Bermuda and the Listing Rules. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 March 2026 (being the date to which the latest audited financial statements of the Company were made up) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an 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.

4. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds which are legally available for such purpose in accordance with the Bye-Laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

5. SHARE PRICES

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

	Highest	**Lowest**
	HK$	*HK$*
2025		
July	0.099	0.086
August	0.098	0.087
September	0.110	0.090
October	0.100	0.086
November	0.086	0.077
December	0.095	0.072
2026		
January	0.120	0.081
February	0.230	0.092
March	0.560	0.141
April	0.520	0.250
May	0.435	0.295
June	0.345	0.231
July (up to and including the Latest Practicable Date)	0.395	0.255

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates, have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by Shareholders at the 2026 AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has he/she/it undertaken not to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by Shareholders at the 2026 AGM.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

8. EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, 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 and the provision may apply as a result of any such increase.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the issued share capital of the Company and their shareholdings of the Company upon full exercise of the Repurchase Mandate are set out below:

Name of Shareholder	Nature of Interest	Number of Shares held/ interested	Approximate% of the total number of Shares in issue *(Note 4)*	Approximate% of the total number of Shares in issue should the Repurchase Mandate be exercised in full
Jsmart Technologies Limited *(Note 1)*	Beneficial owner	280,000,000	17.36	19.28
SUN Jingan *(Note 1)*	Interest of a controlled corporation	280,000,000	17.36	19.28
MA Ying *(Note 1)*	Interest of a controlled corporation	280,000,000	17.36	19.28
NG Man Chan *(Note 2)*	Beneficial owner	120,068,000	9.05	10.06
	Interests held jointly with another person	25,960,000		
LI Mi Lai *(Note 3)*	Interest of spouse	120,068,000	9.05	10.06
	Interests held jointly with another person	25,960,000		
Apact Consultancy (Hong Kong) Company Limited	Investment manager	103,826,000	6.44	7.15

Notes:

1. Jsmart Technologies Limited is directly and jointly-owned by SUN Jingan and MA Ying, who is SUN Jingan's spouse and hence, SUN Jingan and MA Ying are deemed to be interested in all the Shares in which Jsmart Technologies Limited is interested under Part XV of the SFO.

2. NG Man Chan held 120,068,000 Shares beneficially and held 25,960,000 Shares jointly with his spouse, LI Mi Lai.

3. LI Mi Lai is the spouse of NG Man Chan. By virtue of Part XV of the SFO, LI Mi Lai is deemed to be interested in the same number of Shares in which Ng Man Chan is deemed to be interested under Part XV of the SFO. LI Mi Lai also holds 25,960,000 Shares jointly with her spouse, NG Man Chan.

4. As at the Latest Practicable Date, the approximate percentages were calculated based on 1,613,287,570 Shares in issue.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose nor intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public falling below the prescribed minimum percentage as required by the Stock Exchange.

9. POST SHARES REPURCHASE ARRANGEMENTS

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchase of Shares, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing 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 relevant record date for the dividends or distributions; and

(iii) taking 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.

10. SHARES REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

The following are biographical details of the Directors who will retire and being eligible, offer themselves for re-election at the 2026 AGM:

(1) **Dr. SUN Jingan ("Dr. SUN")**, aged 52, has been appointed as the executive director of the Company since 20 April 2026. He obtained a bachelor's degree in investment economics from Shandong University of Finance and Economics in 1996, and a master's degree and a doctoral degree in finance from Renmin University of China in 1999 and 2006, respectively. Dr. Sun is also a Chartered Financial Analyst (CFA) charterholder.

Dr. SUN is a multi-disciplinary expert in the fields of technological innovation and capital operation, with over 25 years of experience in corporate strategic planning, commercialization of cutting-edge technologies, and corporate governance. In 2024, he founded Jsmart Technologies Limited and serves as a director, focusing on the research and development and commercialisation of robotics and embodied AI technologies. Dr. SUN is committed to the deep integration of cutting-edge technology and innovative business models, and has demonstrated outstanding vision and leadership in the market-oriented application of intelligent robotics, technology asset operations, and industrial chain mergers, acquisitions and integration. Prior to this, from 1999 to 2021, Dr. SUN held senior management positions in a number of renowned financial and investment institutions, accumulating profound experience in global strategy and business management. His principal work experience includes serving as director and general manager of CITIC Capital (Qingdao) Investment Management Co., Ltd., director and general manager of Value Partners Private Equity Fund, investment director of China Shipping Fund, vice president of CITIC Capital Holdings Limited, and manager at China CITIC Bank and China CITIC Bank (International) Limited.

Dr. SUN has entered into a service contract with the Company for an initial term of three years commencing on 20 April 2026, and renewable automatically for successive terms of one year each, commencing from the day next after the expiry of the then current term, and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Dr. SUN will be entitled to a Director's salary of HK$25,000 per month, which was determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the performance of the Group.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Dr. SUN was interested in 280,000,000 Shares, representing approximately 17.36% of the total number of issued Shares. Save as disclosed herein, Dr. SUN has no other interest or deemed interest in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. SUN (i) is not related to any director, senior management, substantial Shareholder or controlling Shareholder of the Company; and (ii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, there is no other matter concerning Dr. SUN that needs to be brought to the attention of the Shareholders nor is Dr. SUN involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

(2) **Dr. CHAN Yau Ching, Bob ("Dr. CHAN")**, aged 63, has been an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee since 3 September 2018. He is a holder of a Doctorate degree in Finance. Dr. CHAN graduated from the Chinese University of Hong Kong and obtained a Bachelor's degree in Business Administration in 1984. He further obtained a Master degree in Business Administration from the University of Wisconsin-Madison, the United States of America ("**US**") in 1986, and a Doctorate degree in Finance from Purdue University, US in 1994. Dr. CHAN is a member of the Chartered Financial Analyst Institution and the Hong Kong Society of Financial Analysts.

Since April 2009, Dr. CHAN has been a licenced representative/responsible officer engaging in type 4 (advising of securities) and type 9 (asset management) regulated activities under the SFO.

Dr. CHAN was appointed as an executive director and the chief strategic officer of Celestial Asia Securities Holdings Limited ("**Celestrial**"), a company listed on the Main Board of the Stock Exchange (stock code: 1049) from August 2002 to February 2005, and later as the investment director from November 2005 to July 2010, where he was mainly responsible for strategic investment projects and asset management.

Dr. CHAN was appointed as a managing director of Carnival Group International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 996, formerly known as Pricerite Group Limited, which was delisted from listing with effect from 7 December 2023) from November 2003 to November 2004, which primarily engaged in the retail of furniture and household products. During 2005 to 2007, Dr. CHAN was appointed as the chief financial officer of Moli Group Limited (摩力集團有限公司) ("**Moli**"), Shanghai, the PRC (a wholly-owned subsidiary of Celestial), which was a developer, operator and distributor of online games, where he was mainly responsible for building accounting, finance and control procedures and policies and in charge of the human resources. Dr. CHAN was later appointed as the chief executive officer of Moli from July 2010 to October 2012, where he was mainly responsible for the re-focusing of the Moli's business covering online and mobile entertainment.

Dr. CHAN was appointed as the deputy chief executive officer and an executive director of Celestial from October 2012 to August 2013, and later as the director of investments and corporate development from August to November 2013, where he was mainly responsible for the overall business development and the design and development of algorithm trading strategies respectively.

Since January 2002, Dr. CHAN has been appointed as an independent non-executive director of Lee's Pharmaceutical Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 950), which principally engaged in the research, development, manufacturing and distribution of biopharmaceutical drugs in China.

Since March 2014, Dr. CHAN has been appointed as a managing director of KBR Capital Limited, where he is mainly responsible for asset management, advising on capital market transactions and investment management. Dr. CHAN is currently a managing director and a responsible officer of KBR Fund Management Limited, which is a licenced corporation carrying out type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO.

Dr. CHAN had been appointed as an independent non-executive director of China High Speed Transmission Equipment Group Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 658) from 1 December 2016 to 16 January 2026, which principally engaged in the design, manufacturing and distribution of transmission systems for wind powered generators with customers globally.

Dr. CHAN had been appointed as an independent director of Hangzhou Huaxing Chuangye Communication Technology Co., Ltd. (杭州華星創業通信技術股份有限公司) (stock code: 300025) from December 2018 to December 2020, the shares of which are listed on ChiNext of the Shenzhen Stock Exchange.

Dr. CHAN has entered into a letter of appointment with the Company for a term of three years commencing on 3 September 2021 and renewable automatically for successive terms of one year each, commencing from the day next after the expiry of the then current term, and she is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Dr. CHAN is entitled to a Director's salary of HK$12,500 per month, which is determined by the Board with reference to her duties and responsibilities, the prevailing market conditions and the performance of the Group.

Dr. CHAN has confirmed that he has met all the criteria for independence set out in Rule 3.13 of the Listing Rules. As at the Latest Practicable Date, Dr. CHAN was not interested or deemed to be interested in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. CHAN (i) has not held any other positions in the Company or other members of the Group; (ii) is not related to any director, senior management, substantial Shareholder or controlling Shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, there is no other matter concerning Dr. CHAN that needs to be brought to the attention of the Shareholders nor is Dr. CHAN involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

(3) **Dr. LEUNG Hoi Ming ("Dr. LEUNG")**, aged 58, has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee since 30 April 2021. He has extensive knowledge and experience in risk management of financial instruments, treasury business and financial derivative products. He has served DBS Bank Ltd for eight years and was Senior Vice President in the Treasury and Markets Division upon his departure from the bank on 22 May 2009. Dr. LEUNG started his career in the finance industry in 1996 with Citibank as quantitative analyst in the Equity Derivatives Asia Department. He had served a few other financial institutes before joining DBS Bank Ltd as a financial product specialist as well and had held various roles in business development, trading and risk management.

Dr. LEUNG holds a Bachelor (First Class Honours) degree of Science from the Chinese University of Hong Kong in 1990. Also, he holds a Master degree of Science in Mathematics in 1993 and a Doctor degree of Philosophy in Mathematics in 1996 both from the California Institute of Technology, and a Master degree of Science in Investment Management from the Hong Kong University of Science and Technology in 1999.

He is currently an independent non-executive director of Yuan Heng Gas Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 332) since 19 January 2010. Dr. LEUNG was an independent non-executive director of Fresh Express Delivery Holdings Group Co., Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1175, which was delisted from listing with effect from 9 February 2023) from July 2013 to December 2021.

Dr. LEUNG has entered into a letter of appointment with the Company for a term of three years commencing on 30 April 2024 and renewable automatically for successive terms of one year each, commencing from the day next after the expiry of the then current term, and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws. Dr. LEUNG will be entitled to a Director's salary of HK$12,500 per month, which was determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the performance of the Group.

Dr. LEUNG has confirmed that he has met all the criteria for independence set out in Rule 3.13 of the Listing Rules. As at the Latest Practicable Date, Dr. LEUNG was not interested or deemed to be interested in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. LEUNG (i) has not held any other positions in the Company or other members of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; and (iii) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, there is no other matter concerning Dr. LEUNG that needs to be brought to the attention of the Shareholders nor is Dr. LEUNG involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

金安智能
JSMART

Jsmart Technologies Group Limited
金安具身智能科技集團有限公司

(formerly known as Daisho Microline Holdings Limited)
(Incorporated in Bermuda with limited liability)
(Stock Code: 00567)

NOTICE IS HEREBY GIVEN that the annual general meeting of Jsmart Technologies Group Limited (the "**Company**") will be held at Suite 22C, 22/F, 228 Electric Road, North Point, Hong Kong on Friday, 25 September, 2026 at 10:00 a.m. (the "**2026 AGM**") for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 March 2026.

2. (a) To re-elect Dr. SUN Jingan as an executive director of the Company.

   (b) To re-elect Dr. CHAN Yau Ching, Bob as an independent non-executive director of the Company.

   (c) To re-elect Dr. LEUNG Hoi Ming as an independent non-executive director of the Company.

   (d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint Prism Hong Kong Limited as the independent auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

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

   "**THAT**:

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with unissued shares of the Company (the "**Shares**") (including any sale and transfer of treasury shares, which shall have the meaning ascribed to it by the Listing Rules) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under the existing share option scheme of the Company;

(iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-Laws of the Company (the "**Bye-Law(s)**") in force from time to time; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) on the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company (the "**Shareholder(s)**")) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) on the date of the passing of resolution no. 6),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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 Bye-Laws, the Companies Act 1981 of Bermuda (as amended) (the "**Companies Act**") or any applicable law of Bermuda to be held;

(iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the directors of the Company by this resolution; and

(iv) Any reference to an allotment, issue, conversion, grant or dealing of Shares shall include the resale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

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

"**THAT**:

(a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, to determine whether such Shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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 Bye-Laws, the Companies Act or any applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the directors of the Company by this resolution."

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

   "**THAT** the directors of the Company be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution."

For and on behalf of the Board
Jsmart Technologies Group Limited
LEE Man Kwong
Chairman

Hong Kong, 24 July 2026

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

2. Any Shareholder entitled to attend and vote at the 2026 AGM is entitled to appoint one proxy or, if the Shareholder holds two or more Shares, more than one proxy to attend and, subject to the provisions of the Bye-Laws, to vote instead of him/her. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her. A proxy need not be a Shareholder.

3. In the case of joint registered holders of any Share, any one of such joint holders may vote at the 2026 AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. But if more than one of such joint holders be present at the 2026 AGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect of thereof. Several executors or administrators of a deceased member in whose name any Share stands shall be deemed joint holders thereof.

4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, 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 appointed for the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the 2026 AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. The register of members of the Company will be closed from Tuesday, 22 September 2026 to Friday, 25 September 2026, both days inclusive, during which period no transfer of shares will be effected, while the record date for determining the entitlement to attend and vote at the 2026 AGM will be on Friday, 25 September 2026. In order to be eligible to attend and vote at the meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Monday, 21 September 2026.