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If you have sold or otherwise transferred all your shares in **Shanghai Longcheer Technology Co., Ltd.**, you should at once hand this circular and the enclosed second form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



LONGCHEER

Shanghai Longcheer Technology Co., Ltd.

上海龍旗科技股份有限公司

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

(Stock Code: 9611)

**PROPOSED APPOINTMENT OF H-SHARE AUDITOR OF THE
COMPANY FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2025
AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING**

The Extraordinary General Meeting (the “EGM”) of Shanghai Longcheer Technology Co., Ltd. (the “Company”) will be held at 2:00 p.m. on Wednesday, March 4, 2026 at the meeting room of Building 1, 401 Caobao Road, Xuhui District, Shanghai, the PRC. Notice convening the EGM of the Company is set out in this circular. The corresponding form of proxy for use at the EGM is also enclosed and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.longcheer.com).

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for convening the EGM (i.e. not later than 2:00 p.m. on Tuesday, March 3, 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM.

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

February 10, 2026

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DEFINITION

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

“A Share(s)”	ordinary shares issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in Renminbi
“Articles of Association”	the articles of association of our Company adopted on June 9, 2025 which will become effective upon the January 22, 2026 and as amended from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	Shanghai Longcheer Technology Co., Ltd. (上海龍旗科技股份有限公司), a company established under the laws of the PRC with limited liability on October 27, 2004, the A Shares of which are listed on the Shanghai Stock Exchange (stock code: 603341) and the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 9611)
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of 2026 to be held by the Company at the meeting room of Building 1, 401 Caobao Road, Xuhui District, Shanghai, the PRC on Wednesday, March 4, 2026 at 2:00 p.m.
“Group”	the Company and its subsidiaries
“H Share(s)” or “H-Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are traded in HK dollars and listed on the Hong Kong
“H Shareholder(s)”	holder(s) of the H Share(s)
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

DEFINITION

“Hong Kong Stock Exchange” The Stock Exchange of Hong Kong Limited

“PRC” the People’s Republic of China

“Share(s)” A Shares and H Shares of the Company

“Shareholders(s)” holder(s) of the Share(s)



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上海龍旗科技股份有限公司

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Executive Directors:

Mr. DU Junhong (*Chairman of the Board*)
Mr. GE Zhengang (*General Manager*)
Mr. GUAN Yadong (*Deputy General Manager*)
Ms. QIN Yanling

Registered Office:

Floor 1, Building 1
401 Caobao Road
Xuhui District
Shanghai
PRC

Independent Non-executive Directors:

Dr. SHEN Jianxin
Mr. YANG Chuan
Dr. NIU Shuangxia

Principal Place of Business in Hong Kong:
46/F, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

February 10, 2026

To the Shareholders

Dear Sirs/Madams,

**PROPOSED APPOINTMENT OF H-SHARE AUDITOR OF THE
COMPANY FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2025
AND
NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the details regarding the proposed appointment of H-Share auditor of the Company for the financial year ended December 31, 2025 and the notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF H-SHARE AUDITOR

The Company was listed on the Main Board of the Hong Kong Stock Exchange on January 22, 2026. In accordance with the Articles of Association, the Hong Kong Listing Rules and the relevant rules of the Shanghai Stock Exchange, the Company is required to appoint an audit firm to provide audit and related professional services in compliance with the applicable auditing standards.

Given that Ernst & Young acted as the reporting accountants in connection with the Company's H-share offering and listing on the Main Board of the Hong Kong Stock Exchange, and in order to maintain continuity and consistency of the audit work, the Board resolved on February 10, 2026 to propose at the EGM for the Shareholders to consider, and if thought fit, to approve: (i) the appointment of Ernst & Young as the H-Share auditor of the Company to prepare the audit report of the Group for the financial year ended December 31, 2025 in accordance with the International Financial Reporting Standards, and (ii) the grant of authorization to any member of the senior management team of the Company to handle and implement matters relating to the engagement and to determine, including without limitation, the auditor's remuneration with reference to the actual scope of work and the prevailing market rates.

The above resolution will be submitted, by way of ordinary resolution, for the Shareholders' consideration and approval at the EGM. If approved, the terms of service of Ernst & Young will commence from the date on which the relevant resolution is approved and end upon the conclusion of the next annual general meeting of the Company.

3. THE EGM

The EGM will be held at 2:00 p.m. on Wednesday, March 4, 2026 at the meeting room of Building 1, 401 Caobao Road, Xuhui District, Shanghai, the PRC. Notice convening the EGM is set out on pages N-1 to N-2 of this circular and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.longcheer.com).

4. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares will be closed from Friday, February 27, 2026 to Wednesday, March 4, 2026, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the H Shareholders who are entitled to attend and vote at the forthcoming EGM to be held on Wednesday, March 4, 2026. H Shareholders whose names appear on the register of members of the Company on Wednesday, March 4, 2026 are entitled to attend and vote in respect of the resolution to be proposed at the EGM. To be eligible to attend and vote at the EGM, all properly completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, February 26, 2026 for registration.

LETTER FROM THE BOARD

5. PROXY ARRANGEMENT

The form of proxy of the EGM is enclosed and published on the websites of the Hong Kong Stock Exchange and the Company. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 2:00 p.m. on Tuesday, March 3, 2026) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

6. VOTING BY POLL

Any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, 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. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to the proposed resolution at the EGM. To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting on the above resolution at the EGM.

7. RECOMMENDATION

The Board considers that the resolution proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the proposed resolution.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

By order of the Board

Shanghai Longcheer Technology Co., Ltd.

上海龍旗科技股份有限公司

Mr. DU Junhong

Chairman and Executive Director

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING



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NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2026 first extraordinary general meeting (the “EGM”) of Shanghai Longcheer Technology Co., Ltd. (the “Company”) will be held at 2:00 p.m. on Wednesday, March 4, 2026 at the meeting room of Building 1, 401 Caobao Road, Xuhui District, Shanghai, the PRC for the following purpose:

Ordinary Resolution

To consider and approve the appointment of Ernst & Young as the H-Share auditor of the Company to prepare the audit report of the Group for the financial year ended December 31, 2025 in accordance with the International Financial Reporting Standards, and the grant of authorization to any member of the senior management team of the Company to handle and implement matters relating to the engagement and to determine, including without limitation, the auditor's remuneration with reference to the actual scope of work and the prevailing market rates.

By order of the Board

Shanghai Longcheer Technology Co., Ltd.

上海龍旗科技股份有限公司

Mr. DU Junhong

Chairman and Executive Director

Hong Kong, February 10, 2026

NOTICE OF THE 2026 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Unless otherwise specified, the terms used in this notice should have the same meanings as those defined in the circular of the Company dated February 10, 2026.
- (2) All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Hong Kong Listing Rules. The results of the poll will be published on the websites of the Company at www.longcheer.com and the Hong Kong Stock Exchange at www.hkexnews.hk after the EGM.
- (3) Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
- (4) In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), at least 24 hours before the EGM (i.e. not later than 2:00 p.m. on Tuesday, March 3, 2026) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
- (5) For the purpose of determining the list of H Shareholders who are entitled to attend the EGM, the H share register of members of the Company will be closed from Friday, February 27, 2026 to Wednesday, March 4, 2026, both days inclusive, during which period no transfer of H Shares will be registered. H Shareholders whose names appear on the register of members of the Company on Wednesday, March 4, 2026 are entitled to attend and vote in respect of the resolution to be proposed at the EGM. In order to be eligible to attend and vote at the EGM, unregistered Shareholders shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, February 26, 2026 for registration.
- (6) In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
- (7) Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
- (8) A Shareholder or his/her proxy should produce proof of identity when attending the EGM.
- (9) References to date and time in this notice are to Hong Kong dates and time.

As of the date of this circular, the Board comprises: (i) Mr. DU Junhong, Mr. GE Zhengang, Mr. GUAN Yadong and Ms. QIN Yanling as executive Directors; and (ii) Dr. SHEN Jianxin, Mr. YANG Chuan and Dr. NIU Shuangxia as independent non-executive Directors.