
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Electronics Optics Valley Union Holding Company Limited, you should at once hand this supplemental 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



China Electronics Optics Valley Union Holding Company Limited
中電光谷聯合控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 798)

SUPPLEMENTAL CIRCULAR TO THE AGM CIRCULAR
PROPOSED CHANGE OF AUDITOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the AGM Circular and the AGM Notice.

In order to be valid, whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the enclosed second form of proxy of the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case may be) (i.e. not later than Tuesday, 17 June 2025 at 9:30 a.m. Hong Kong time, in respect of the Annual General Meeting). Completion and return of the second form of proxy will not preclude shareholders from attending and voting in persons at the meeting should they so wish.

Such supplemental circular and second form of proxy are also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.ceovu.com>).

No corporate gifts or gift vouchers will be provided at the Annual General Meeting.

23 May 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. Proposed Change of Auditor	4
3. Annual General Meeting and Further Proxy Arrangement	5
4. Recommendation	6
Supplemental Notice of Annual General Meeting	7

DEFINITIONS

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

“AGM Circular”	the circular of the Company dated 17 April 2025 in respect of the resolutions to be considered at the Annual General Meeting
“AGM Notice”	the notice of Annual General Meeting dated 17 April 2025
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 3113, Zhongdiandifu Building, 111 Zhenhua Road, Futian District, Shenzhen, the PRC on Thursday, 19 June 2025 at 9:30 a.m. to consider and, if appropriate (where applicable), to approve the resolutions contained in the AGM Notice and the Supplemental AGM Notice, or any adjournment thereof
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Company”	China Electronics Optics Valley Union Holding Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Daxin”	Daxin Global (HK) CPA Limited
“Director(s)”	director(s) of the Company
“First Proxy Form”	the proxy form which was published on the websites of the Stock Exchange and the Company on 17 April 2025 and was despatched to the Shareholders together with the AGM Circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 May 2025, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“PRC”	The People’s Republic of China
“PwC”	PricewaterhouseCoopers

DEFINITIONS

“Second Proxy Form” or “second form of proxy”	the proxy form which will be published on the websites of the Stock Exchange and the Company and will be despatched to the Shareholders together with this supplemental circular
“Share(s)”	ordinary share(s) of HKD0.1 each in the issued share capital of the Company or if there has been a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Notice”	the supplemental notice of Annual General Meeting dated 23 May 2025 as set out on pages 7 to 8 of this supplemental circular

LETTER FROM THE BOARD



China Electronics Optics Valley Union Holding Company Limited
中電光谷聯合控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 798)

Non-executive Directors:

Liu Bo (Chairman)

Zhang Jie

Hu Bin

Zeng Yumei

Zang Saijun

Independent non-executive Directors:

Qi Min

Qiu Hongsheng

Qi Liang

Executive Director:

Huang Liping (President)

Registered office:

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Headquarters and Principal Place of

Business in the PRC:

Building No. 1, Higher Level

Creative Capital

16 Ye Zhi Hu West Road

Hongshan District

Wuhan, Hubei, the PRC

Principal place of business in Hong Kong:

Unit 3518, Level 35

Infinitus Plaza

199 Des Voeux Road Central

Sheung Wan, Hong Kong

Hong Kong, the PRC, 23 May 2025

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO THE AGM CIRCULAR
PROPOSED CHANGE OF AUDITOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

This supplemental circular should be read together with the AGM Circular and the AGM Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the AGM Circular.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide Shareholders with information in respect of the newly added resolution concerning the proposed change of auditor at the Annual General Meeting, and to provide Shareholders with the Supplemental AGM Notice and Second Proxy Form.

2. PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 16 May 2025 in relation to the proposed appointment of Daxin as the new auditor of the Company.

The Board announced that PwC will retire as the auditor of the Company, and will not seek for re-appointment, at the conclusion of the Annual General Meeting. PwC has been holding office as the auditor of the Company for nearly nine years since the conclusion of the annual general meeting of the Company for the year ended 31 December 2015. The Board considers that a change of auditor after an appropriate period of time will enhance the independence of the auditor and maintain good corporate governance.

In light of PwC's scheduled retirement, the Company conducted a selection process for the procurement of audit services which was overseen by the Audit Committee. The Audit Committee has considered a number of factors when recommending Daxin as the new auditor of the Company to the Board, including but not limited to (i) its experience in handling audit work for companies listed on the Stock Exchange, its industry knowledge and its familiarity with the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards; (ii) its resources allocation, quality and capability including but not limited to manpower, time and other resources allocation; (iii) its independence and objectivity; (iv) its audit fee; (v) its market reputation; and (vi) the guidelines issued by the Accounting and Financial Reporting Council. Based on the above, the Audit Committee has assessed and considered that Daxin is eligible and suitable to act as the new auditor of the Company.

The Board has resolved, with the recommendation from the Audit Committee, to propose the appointment of Daxin as the new auditor of the Company to fill the vacancy arising from the retirement of PwC, and to hold office until the conclusion of the annual general meeting of the Company for the year ending 31 December 2025 to be held in 2026, subject to the approval of the Shareholders at the Annual General Meeting.

The Board considers that appointing Daxin as the new auditor of the Company can facilitate the integrated consolidation of audit firms for both domestic and overseas companies. This will effectively reduce cross-platform communication costs, enhance the efficiency of audit services, and thereby achieve cost savings for the Company. Based on the above, the Board is of the view that the proposed change of auditor would be in the interest of the Company and its Shareholders as a whole.

The Company has informed PwC of the proposed rotation of auditor, and the Board has received a letter from PwC, in which PwC has confirmed that it will not seek for re-appointment as the auditor of the Company.

LETTER FROM THE BOARD

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for retiring auditors to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the Shareholders and creditors of the Company. PwC has therefore not issued such confirmation. The Board is not aware of any matters in relation to the proposed change of auditor that need to be brought to the attention of the Shareholders. The Board has also confirmed that there are no disagreements or outstanding matters between the Company and PwC.

An ordinary resolution will be proposed to the Shareholders at the Annual General Meeting to approve the appointment of Daxin as the new auditor of the Company to hold office until the conclusion of the annual general meeting of the Company for the year ending 31 December 2025 to be held in 2026, and that the Board be authorised to fix its remuneration.

3. ANNUAL GENERAL MEETING AND FURTHER PROXY ARRANGEMENT

Since both the AGM Notice and the First Proxy Form that were sent together with the AGM Circular do not contain the newly proposed resolution, the Supplemental AGM Notice and the Second Proxy Form are enclosed with this supplemental circular to include such proposed resolution.

The Supplemental AGM Notice is set out on pages 7 to 8 of this supplemental circular. As at the Latest Practicable Date, to the best of Directors' knowledge, information and belief, no Shareholder has any material interest in the resolution set out in the Supplemental AGM Notice to be proposed at the Annual General Meeting and therefore, no Shareholder is required to abstain from voting at the Annual General Meeting.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll, except where the chairman, in accordance with the Listing Rules, decides to allow a resolution which relates to a procedural or administrative matter to be voted by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A Second Proxy Form for use at the Annual General Meeting is enclosed with this supplemental circular and such Second Proxy Form is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ceovu.com>). To be valid, the Second Proxy Form must be completed in accordance with the instructions printed thereon and deposited, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case may be) (i.e. not later than Tuesday, 17 June 2025 at 9:30 a.m. Hong Kong time). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

The Second Proxy Form will not affect the validity of the First Proxy Form duly completed by you in respect of the resolutions set out in the AGM Notice. If you have already validly appointed proxy/proxies under the First Proxy Form to attend and act on your behalf at the Annual General Meeting but have not completed and returned the Second Proxy Form, your proxy/proxies will have the right

LETTER FROM THE BOARD

to vote on resolution number 8 set out in the Supplemental AGM Notice at his/her discretion. If the proxy/proxies being appointed to attend the Annual General Meeting under the Second Proxy Form is different from the proxy/proxies appointed under the First Proxy Form and both proxies attend the Annual General Meeting, only the proxy/proxies validly appointed under the First Proxy Form shall be deemed to have the right to attend and vote at the Annual General Meeting.

Apart from the additional resolution set out in the Supplemental AGM Notice, all other matters relating to the Annual General Meeting as set out in the AGM Circular and the AGM Notice remain unchanged. Please refer to the AGM Circular and the AGM Notice for details of the other resolutions to be considered and approved at the Annual General Meeting, eligibility of attendance, registration procedures, closure of register of members and other relevant matters in relation to the Annual General Meeting.

4. RECOMMENDATION

The Directors consider that the proposed appointment of Daxin as the new auditor of the Company is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the ordinary resolution set out in the Supplemental AGM Notice to be proposed at the Annual General Meeting.

Yours faithfully,

By order of the Board

China Electronics Optics Valley Union Holding Company Limited

Liu Bo

Chairman

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



China Electronics Optics Valley Union Holding Company Limited
中電光谷聯合控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 798)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of annual general meeting dated 17 April 2025 (the “**AGM Notice**”) of China Electronics Optics Valley Union Holding Company Limited (the “**Company**”) to convene the annual general meeting (the “**Meeting**”) of the Company, which will be held at Room 3113, Zhongdiandifu Building, 111 Zhenhua Road, Futian District, Shenzhen, the PRC on Thursday, 19 June 2025 at 9:30 a.m. Unless otherwise stated, terms used herein shall have the same meanings as those defined in the circular of the Company dated 17 April 2025 and the supplemental circular of the Company dated 23 May 2025.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT in addition to the resolutions set out in the AGM Notice, the Meeting will also consider and, if thought fit, pass with or without amendments, the following newly added resolution:

ORDINARY RESOLUTION

8. To appoint Daxin Global (HK) CPA Limited as the new auditor of the Company to hold office until the conclusion of the annual general meeting of the Company for the year ending 31 December 2025 to be held in 2026 and to authorise the board of directors of the Company to determine its remuneration.

By order of the Board
China Electronics Optics Valley Union Holding Company Limited
Liu Bo
Chairman

Wuhan, the PRC, 23 May 2025

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A Second Proxy Form in respect of the ordinary resolution set out in this supplemental notice is enclosed with the supplemental circular of the Company dated 23 May 2025.
2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy (or more than one proxies) to attend and vote at the Meeting on behalf of him/her when the resolutions are taken by poll. A proxy needs not be a shareholder of the Company. If more than one proxies are so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed in the relevant form of proxy.

For a vote by poll, each shareholder attending by himself/herself or by proxy shall have one vote per share.

3. In order to be valid, the Second Proxy Form must be completed in accordance with the instructions printed thereon and deposited, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, as soon as possible but in any event not less than 48 hours before the time appointed for the Meeting or any adjournment thereof (as the case may be) (i.e. not later than Tuesday, 17 June 2025 at 9:30 a.m. Hong Kong time). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Meeting if you so wish.
4. The Second Proxy Form will not affect the validity of the First Proxy Form duly completed by you in respect of the resolutions set out in the AGM Notice. If you have already validly appointed proxy/proxies under the First Proxy Form to attend and act on your behalf at the Meeting but have not completed and returned the Second Proxy Form, your proxy/proxies will have the right to vote on resolution number 8 set out in the Supplemental AGM Notice at his/her discretion. If the proxy/proxies being appointed to attend the Meeting under the Second Proxy Form is different from the proxy/proxies appointed under the First Proxy Form and both proxies attend the Meeting, only the proxy/proxies validly appointed under the First Proxy Form shall be deemed to have the right to attend and vote at the Meeting.
5. Please refer to the AGM Notice for details in respect of the other resolutions to be considered at the Meeting, closure of the register of members of the Company, eligibility of attendance, registration procedure, proxy and other relevant matters.
6. References to time and dates in this supplemental notice are to Hong Kong time and dates.
7. No corporate gifts or gift vouchers will be provided at the Meeting.