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VISTAR HOLDINGS LIMITED
熒德控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8535)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Vistar Holdings Limited (the "**Company**") will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 27 August 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements, the reports of the directors of the Company (the "**Directors**") and the independent auditor's report of the Company for the year ended 31 March 2025;

2. (a) (i) To re-elect Mr. Yung Chung Hing as an independent non-executive Director;

   (ii) To re-elect Mr. Lam Chung Wai as an independent non-executive Director; and

   (iii) To re-elect Mr. Chan Shu Yan Stephen as an independent non-executive Director;

   (b) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors;

3. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

4. "**THAT**:

(a) subject to paragraph (c) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and otherwise deal with additional ordinary shares of HK$0.01 each in the share capital of the Company (the "**Share(s)**") (including treasury shares, if any) or securities convertible into Shares or options, warrants, or similar right to subscribe for Shares or such convertible securities into the Shares, and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers (including but not limited to the power to allot, issue and otherwise deal with additional Shares) after the end of the Relevant Period;

(c) the aggregate number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the mandate in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of any options which may be granted under any share option scheme adopted by the Company or similar arrangement for the grant or issue of Shares or rights to subscribe for Shares; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles**"); or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities convertible into Shares, shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing this resolution; and

(d) for the purpose of this resolution,

"**Relevant Period**" means the period from 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 Articles or any applicable laws of the Cayman Islands to be held; or

(iii) the time when the mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

"**Rights Issue**" means an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

5. "**THAT**:

(a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors authorising them during the Relevant Period (as defined in paragraph (d) of resolution no. 4 in this notice) to exercise all the powers of the Company to repurchase the Shares on GEM ("**GEM**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of GEM or any other stock exchange on which the securities of the Company may be listed, including the Rules Governing the Listing of Securities on GEM as amended from time to time; and

(b) such number of Shares to be repurchased pursuant to the mandate in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing this resolution."

6. "**THAT**:

conditional upon resolutions nos. 4 and 5 in this notice being passed, the unconditional general mandate granted to the Directors pursuant to resolution no. 4 in this notice be and is hereby extended by the addition to the aggregate nominal value of the issued share capital of the Company which may be allotted, issued or otherwise dealt with (including treasury shares, if any) or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (including treasury shares, if any) by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the issued share capital of the Company repurchased by the Company pursuant to the unconditional general mandate referred to in resolution no. 5 in this notice, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of this resolution."

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

7. "**THAT**:

(a) the proposed amendments (the "**Proposed Amendments**") to the existing amended and restated memorandum of association and articles of association of the Company (the "**Memorandum and Articles**"), the details of which are set forth in Appendix III to the circular of the Company dated 25 July 2025 (the "**Circular**"), be and are hereby approved;

(b) the amended and restated memorandum of association and articles of association of the Company (incorporating the Proposed Amendments) (the "**Amended and Restated Memorandum and Articles**"), a copy of which has been produced to the AGM and marked "A" and initialled by the chairman of the AGM for identification purpose, be and are hereby approved and adopted as the memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the Memorandum and Articles with immediate effect; and

(c) any Director or officer of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all arrangements that such Director or officer shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles, and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong."

By Order of the Board
Vistar Holdings Limited
Mr. Poon Ken Ching Keung
Chairman and Executive Director

Hong Kong, 25 July 2025

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.

2. A form of proxy for the AGM is enclosed with the Circular and published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.vistarholdings.com. 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 certified copy of such power or authority, shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the 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 registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. The AGM of the Company will be held on 27 August 2025 at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong. For the purpose of determining entitlement to attend and vote at the AGM, the register of member of the Company will be closed from Friday, 22 August 2025 to Wednesday, 27 August 2025 (both days inclusive). In order to be entitled to attend and vote at the AGM, all completed 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 of 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Thursday, 21 August 2025. The record date for the attending and voting at the meeting is Wednesday, 27 August 2025.

5. In relation to resolution no. 2 in this notice, Mr. Yung Chung Hing, Mr. Lam Chung Wai and Mr. Chan Shu Yan Stephen will retire from office as Directors at the AGM in accordance with the Articles and, being eligible, will offer themselves for re-election. Profiles of these Directors are set out in Appendix II to the Circular.

6. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 in this notice is set out in Appendix I to the Circular.

7. If typhoon signal no. 8 or above, or a "black" rainstorm warning is hoisted or remains hoisted at or after 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.vistarholdings.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

8. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.vistarholdings.com in accordance with the GEM Listing Rules.

As at the date of this announcement, the Board comprises Mr. POON Ken Ching Keung (Chairman), Mr. NG Kwok Wai and Ms. LEE To Yin as executive Directors; Ms. POON Kam Yee Odilia as non-executive Director; and Mr. YUNG Chung Hing, Mr. LAM Chung Wai and Mr. CHAN Shu Yan Stephen as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the Company's website at www.vistarholdings.com.