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MI MING MART HOLDINGS LIMITED

彌明生活百貨控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8473)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (the “**EGM**”) of Mi Ming Mart Holdings Limited (the “**Company**”) will be held at 9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong on Monday, 6 October 2025 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

“THAT:

- (a) the entering into of the Sale and Purchase Agreement (Japan) (as defined and described in the circular of the Company dated 12 September 2025 (the “**Circular**”), a copy of which is tabled at the EGM and marked “A” and signed by the chairman of the EGM for identification purpose) and all the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors of the Company (“**Director(s)**”) be and is hereby authorised to do all such acts and things, to sign, execute and seal (where required) any such documents, instruments or agreements for and on behalf of the Company as may be deemed by such Director in his absolute discretion to be incidental to, ancillary to or in connection with the Sale and Purchase Agreement (Japan) and all transactions contemplated thereunder; and
- (c) any and all actions of the Company, or of any Director, taken in connection with the actions contemplated by the Sale and Purchase Agreement (Japan) prior to the date of the EGM, be and are hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been duly presented to for approval and duly approved by the Company prior to such action(s) being taken.”

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

“THAT:

- (a) the entering into of the Sale and Purchase Agreement (US) (as defined and described in the Circular, a copy of which is tabled at the EGM and marked “B” and signed by the chairman of the EGM for identification purpose) and all the transactions contemplated thereunder and the implementation thereof be and are hereby approved, ratified and confirmed; and
 - (b) any one of the Directors be and is hereby authorised to do all such acts and things, to sign, execute and seal (where required) any such documents, instruments or agreements for and on behalf of the Company as may be deemed by such Director in his absolute discretion to be incidental to, ancillary to or in connection with the Sale and Purchase Agreement (Japan) and all transactions contemplated thereunder; and
 - (c) any and all actions of the Company, or of any Director, taken in connection with the actions contemplated by the Sale and Purchase Agreement (US) prior to the date of the EGM, be and are hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been duly presented to for approval and duly approved by the Company prior to such action(s) being taken.”
3. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT subject to the completion of the Sale and Purchase Agreement (Japan) and the completion of the Sale and Purchase Agreement (US) taking place, a special cash dividend of HK\$0.025 (the **“Special Dividend”**) per ordinary share of the Company be declared and paid by the Company to shareholders of the Company whose names appear on the register of members of the Company on the record date at the close of business on Friday, 17 October 2025, and any Director be and is hereby authorised to take such action, do such things and executed such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

By Order of the Board
Mi Ming Mart Holdings Limited
Yuen Mi Ming Erica
Chairlady, Chief Executive Officer
and Executive Director

Hong Kong, 12 September 2025

Notes:

1. 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 Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. 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.
3. 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 that power of attorney or authority, must be deposited at 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, or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the EGM, the Register of Members of the Company will be closed from Tuesday, 30 September 2025 to Monday, 6 October 2025, both dates inclusive, during which period no transfer of shares will be registered. The record date for determining the eligibility of the shareholders to attend and vote at the EGM will be 6 October 2025. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents 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 not later than 4:30 p.m. on Monday, 29 September 2025.
5. The proposed Special Dividend is subject to the conditions of (i) approval of the Independent Shareholders (as defined in the Circular) at the EGM and (ii) the completion of the Sale and Purchase Agreement (Japan) and the completion of the Sale and Purchase Agreement (US) taking place. For determining the entitlement to the proposed Special Dividend, the register of members of the Company will be closed from Thursday, 16 October 2025 to Friday, 17 October 2025, both dates inclusive, during which period no transfer of shares will be effected. To qualify for the proposed Special Dividend, if becomes unconditional, all completed 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 not later than 4:30 p.m. on Wednesday, 15 October 2025.

6. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 9:00 a.m. on Monday, 6 October 2025, the EGM will not be held on Monday, 6 October 2025. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.mimingmart.com) to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Executive Directors of the Company are Ms. Yuen Mi Ming Erica (Chairlady) and Ms. Yuen Mimi Mi Wahng, the Non-executive Directors are Mr. Cheung Siu Hon Ronald and Mr. Lam Yue Yeung Anthony and the Independent Non-executive Directors are Ms. Lui Karrie Ka Yee, Ms. Tsang Wing Yee and Ms. Wong Yuen Kwan.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at corporate@mimingmart.com. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited

17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Email: is-enquiries@vistra.com

HK Tel: (852) 2980 1333 During business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays)