THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult your 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 **BOSA Technology Holdings Limited** (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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BOSA TECHNOLOGY HOLDINGS LIMITED

人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8140)

PROPOSALS FOR:
(1) GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting ("**2025 AGM**") of the Company to be held at Units 5906–5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 11 November 2025 at 11:00 a.m. is set out on pages 17 to 20 of this circular.

Whether or not you are able to attend the 2025 AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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 the holding of the 2025 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if they so wish.

This circular will remain on the "Latest Company Announcements" page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting. This circular will also be posted on the Company's website at www.hklistco.com/8140.

Hong Kong, 26 September 2025

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

"2024 AGM"	the annual general meeting of the Company held on 15 November 2024
"2025 AGM"	the annual general meeting of the Company to be held at Units 5906–5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong on 11 November 2025 at 11:00 a.m., a notice of which is set out on pages 17 to 20 of this circular
"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Director of the Company
"Close Associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Company"	BOSA Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on GEM
"Controlling Shareholder(s)"	has the meaning ascribed thereto in the GEM Listing Rules and unless the context otherwise requires, refers to Mr. Lim Su I
"Core Connected Person"	has the meaning ascribed thereto under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
"Group"	the Company and its subsidiaries from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the people's Republic of China
"Latest Practicable Date"	19 September 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) in the share capital of the Company with par value of HK$0.0001 each
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"Takeover Code"	the Code on Takeovers and Mergers and Share Buy-backs
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

BOSA TECHNOLOGY HOLDINGS LIMITED
人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8140)

Non-executive Director:
Mr. Kwan Tek Sian *(Chairman)*

Executive Directors:
Mr. Lim Su I
Mr. Paulino Lim
Mr. Yang Tien-Lee

Independent Non-executive Directors:
Mr. Law Sung Ching Gavin
Ms. Chu Wei Ning
Mr. Ng Ming Hon

Registered Office:
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Room 203A, 2/F
LT Tower
31 Chong Yip Street
Kwun Tong, Kowloon
Hong Kong

26 September 2025

To the Shareholders

Dear Sirs or Madam,

PROPOSALS FOR:
(1) GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the 2024 AGM, general unconditional mandates were given to the Directors exercise all powers of the Company to:

(a) allot, issue and deal with the Shares with an aggregate number of Shares not exceeding the sum of 20% of the total number of Shares of the Company in issue as at that date;

(b) repurchase the Shares with an aggregate number of Shares not exceeding 10% of the total number of Shares of the Company in issue as at that date; and

(c) add to the general mandate for issuing Shares set out in (a) above the number of Shares purchased by the Company pursuant to the repurchase mandate set out in (b) above.

The above general mandates will expire at the conclusion of the 2025 AGM, unless renewed at that meeting.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2025 AGM for (i) granting the general mandates to the Directors to allot, issue, deal with new Shares; (ii) repurchase existing Shares; and (iii) the re-election of the retiring Directors and to give you the notice of 2025 AGM.

PROPOSED GRANT OF GENERAL MANDATES

Three respective ordinary resolutions will be proposed at the AGM for the purposes of granting the general mandates to the Directors:

(a) to allot, issue and otherwise deal with additional Shares with the aggregate number of Shares not exceeding 20% of the aggregate number of Shares of the Company in issue (the "**Issue Mandate**") as at the date of passing the resolution approving the Issue Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller nominal amount of Shares after approving the Issue Mandate);

(b) to repurchase Shares with the aggregate number of Shares not exceeding 10% of the number of Shares of the Company in issue (the "**Repurchase Mandate**") as at the date of passing the resolution approving the Repurchase Mandate (subject to adjustment in case of any conversion of any or all of the Shares into a larger or smaller nominal amount of Shares after approving the Repurchase Mandate); and

(c) to add to the general mandate for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of these resolutions are set out in Resolution 7 ("**Issue Mandate**"), Resolution 8 ("**Repurchase Mandate**") and Resolution 9 in the notice of the 2025 AGM contained in pages 17 to 20 of this circular.

The aforesaid mandates, unless revoked or varied by way of ordinary resolutions of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which will be convened on or before 31 December 2025.

In accordance with the requirements set out in the GEM Listing Rules, the Company is required to send to Shareholders an explanatory statement containing requisite information to consider the Repurchase Mandate subject to certain restrictions, which are set out in Appendix I to this circular.

Issue Mandate

The Company had in issue 800,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the Proposed resolution for the approval of the Issue mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 160,000,000 Shares, representing 20% of the total number of Shares in issue at the time of the passing of the resolution approving the Issue Mandate, assuming that no further Shares will be issued or repurchased by the Company prior to the 2025 AGM.

Repurchase Mandate

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the GEM Listing Rules to be included in this circular is set out in Appendix I to this circular.

In addition, an ordinary resolution will be proposed at the 2025 AGM to extend the Issue Mandate by the addition of a number of Shares representing the aggregate issued share capital repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

To comply with the Corporate Governance Code under Appendix C1 to GEM Listing Rules and in accordance with the Articles of Association of the Company, Mr. Kwan Tek Sian, Mr. Yang Tien-Lee and Ms. Chu Wei Ning, shall retire by rotation at the 2025 AGM. All of the above retiring Directors, being eligible, offer themselves for re-election, at the 2025 AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the 2025 AGM, which are required to be disclosed by the GEM Listing Rules, are set out in Appendix II to this circular.

Procedure and Process for Nomination of Directors

The Board, through the delegation of its authority to the nomination committee, has used its best efforts to ensure that Directors (including independent non-executive Directors) appointed (including re-election) to the Board possess the relevant background, experience and knowledge in business, finance and management skills critical to the Group's business to enable the Board to make sound and well considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group.

The nomination committee will recommend to the Board for the appointment (including re-election) of a Director (including independent non-executive Director) in accordance with the following procedures and process.

The nomination committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and professional referrals. All director candidates, including incumbents and candidates nominated by Shareholders are

evaluated by the nomination committee based upon the director qualifications, diversity of knowledge and experiences. While director candidates will be evaluated on the same criteria through review of resume, personal interview and performance of background checks. The nomination committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, age, gender and experiences of the collective Board rather than on the individual candidate for the purpose of diversity perspectives appropriate to the requirement of the Company's business.

The nomination committee will take into account whether a candidate has the qualifications, skills, experience and gender diversity that add to and complement the range of skills, experience and background of existing Directors by considering the highest personal and professional ethics and integrity of the director candidates, and competence in the nominee's field and the ability to exercise sound business judgment, skills that are complementary to those existing Board, the ability to assist and support management and make significant contributions to the Company's success and such other factors as it may deem are in the best interests of the Company and its Shareholders.

Upon considering a director candidate suitable for the directorship, the nomination committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment (including re-election). In the meantime, the nomination committee will provide the relevant information of the selected director candidate to the remuneration committee for consideration of the remuneration package of such selected candidate.

The nomination committee will thereafter make the recommendation to the Board in relation to the proposed appointment (including re-election); while the remuneration committee will make the recommendation to the Board on the policy and structure for the remuneration.

The Board will arrange for the selected candidate to be interviewed by the members of the Board and the Board, if necessary, with the recommendation of the nomination committee, will deliberate and decide the appointment.

Recommendation of the Nomination Committee

The nomination committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 30 June 2025 based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that Ms. Chu Wei Ning remains independent. In addition, the nomination committee had evaluated the performance of the retiring Directors for the year ended 30 June 2025 and found their performance satisfactory. Therefore, the nomination committee nominated the retiring Directors to the Board for it to propose to Shareholders for their re-election at the 2025 AGM.

Accordingly, with the recommendation of the nomination committee, the Board has proposed that the retiring Directors, Mr. Kwan Tek Sian, Mr. Yang Tien-Lee and Ms. Chu Wei Ning, stand for re-election as Directors at the 2025 AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the 2025 AGM, which are required to be disclosed by the GEM Listing Rules, are set out in Appendix II to this circular.

In proposing the resolutions to re-elect Ms. Chu Wei Ning as independent non-executive Director, the Board has also considered her skills, knowledge and professional experience as described in her respective biographical information set out in Appendix II to this Circular. Having regard to the Company's nomination policy and diversity policy, the Board is of the view that Ms. Chu Wei Ning has extensive professional experience in affairs of listed corporations and management which has enabled her to provide valuable and diverse views, as well as relevant insights to the Board and contribute to the diversity of the Board. Further information about the Board's composition and diversity is disclosed in the Corporate Governance Report of the 2025 Annual Report of the Company.

2025 AGM

The notice convening the 2025 AGM is set out on pages 17 to 20 of this circular.

A form of proxy for use at the 2025 AGM is enclosed with this circular. Whether or not you intend to attend the 2025 AGM, you are requested to complete and return the form of proxy 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 the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of poll. Therefore, all proposed resolutions put to vote at the 2025 AGM shall be taken by way of poll.

RESPONSIBILITY STATEMENT

This circular, 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 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.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate, the Repurchase Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly the Directors, together with their Close Associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of such relevant resolutions to be proposed at the 2025 AGM.

Yours faithfully,
For and on behalf of the Board of
BOSA Technology Holdings Limited
Lim Su I
Chief Executive Officer and Executive Director

This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

SHAREHOLDERS' APPROVAL

The GEM Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

SHARE CAPITAL

As at the Latest Practicable Date, 800,000,000 Shares were in issue and fully paid. Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued and repurchased prior to the 2025 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares, representing 10% of the aggregate nominal value of the Shares in issue.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Company's Memorandum and Articles of Association and the laws of the Cayman Islands.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 30 June 2025) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such 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.

DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective Close Associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries.

No Core Connected Persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of our Shareholders, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders were interested in 5% or more of the issued Shares as recorded in the register of the Company kept under Section 336(1) of Part XV (Disclosure of Interests) of the SFO.

On the basis that no further Shares are issued or repurchased prior to the AGM and if the Repurchase Mandate is exercised in full, the total interests of the following Shareholders in the issued voting Shares before and after the repurchase of Shares would be as follows:

Name of shareholders	**Number of Shares held**	**% of the Company's issued voting Shares**	**Approximate % of the Company's issued voting Shares if the Repurchase Mandate is exercised in full**
Kin Sun Creative Company Limited	120,333,415	15.0%	16.7%
Mr. Kwan Tek Sian *Note 1*	120,333,415	15.0%	16.7%
Mr. Lim Su I *Note 2*	227,530,732	28.4%	31.6%
Mr. Yang Tien-Lee	64,390,244	8.0%	8.9%
Mr. Wang Wann-Bao	51,230,244	6.4%	7.1%
Mr. Paulino Lim *Note 2*	53,635,610	6.7%	7.4%
Ms. Chiu Yin Mei *Note 3*	40,975,610	5.1%	5.7%
Ms. Ha Jasmine Nim Chi *Note 4*	120,333,415	15.0%	16.7%
Ms. Chan Ching *Note 5*	227,530,732	28.4%	31.6%
Ms. Liu Li Wen *Note 6*	64,390,244	8.0%	8.9%
Ms. Wang Yu-Ju *Note 7*	51,230,244	6.4%	7.1%
Ms. Ng Pei Ying *Note 8*	53,635,610	6.7%	7.4%

Notes:

1. Mr. Kwan Tek Sian beneficially owns 100% of the entire issued shares of Kin Sun Creative Company Limited. Therefore, Mr. Kwan Tek Sian is deemed, or taken to be, interested in 120,333,415 Shares held by Kin Sun Creative Company Limited for the purposes of the SFO.

2. Mr. Lim Su I and Mr. Paulino Lim are siblings.

3. Ms. Chiu Yin Mei is our administration manager.

4. Ms. Ha Jasmine Nim Chi, spouse of Mr. Kwan Tek Sian, is deemed, or taken to be, interested in 120,333,415 Shares in which Mr. Kwan Tek Sian is interested for the purposes of the SFO.

5. Ms. Chan Ching, spouse of Mr. Lim Su I, is deemed, or taken to be, interested in 227,530,732 Shares in which Mr. Lim Su I is interested for the purposes of the SFO.

6. Ms. Liu Li Wen, spouse of Mr. Yang Tien-Lee, is deemed, or taken to be interested in 64,390,244 Shares in which Mr. Yang is interested for the purposes of the SFO.

7. Ms. Wang Yu-Ju, spouse of Mr. Wang Wann-Bao, is deemed, or taken to be interested in 51,230,244 Shares in which Mr. Wang is interested for the purposes of the SFO.

8. Ms. Ng Pei Ying, spouse of Mr. Paulino Lim, is deemed, or taken to be, interested in 53,635,610 Shares in which Mr. Paulino Lim is interested for the purposes of the SFO.

As such, the increase in shareholding as a result of exercising the Repurchase Mandate in full may give rise to an obligation for Mr. Lim Su I and Ms. Chan Ching to make a mandatory offer under Rule 26 of the Takeover Code.

Save as aforesaid, the Directors are not aware of any other consequences under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Share Repurchase Mandate. The Directors have no intention to exercise the Share Repurchase Mandate to such an extent that will result in a requirement of Shareholders, or any other persons to make a mandatory general offer under the Takeovers Code. If any exercise of the powers of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate would, to the knowledge of the Directors, result in the takeovers obligation, the Directors would not purchase Shares to such an extent.

Further, the Company may not repurchase Shares which would result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% of the issued share capital of the Company.

SHARE REPURCHASE MADE BY THE COMPANY IN THE PREVIOUS 12 MONTHS

No repurchase of Shares has been made by the Company during the previous twelve months immediately prior to the Latest Practicable Date.

SHARE PRICES IN THE PREVIOUS 12 MONTHS

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest	**Lowest**
	HK$	*HK$*
2024		
September	0.12	0.10
October	0.12	0.09
November	0.12	0.10
December	0.11	0.10
2025		
January	0.11	0.10
February	0.11	0.09
March	0.11	0.09
April	0.11	0.08
May	0.13	0.10
June	0.14	0.10
July	0.16	0.11
August	0.14	0.12
September (up to the Latest Practicable Date)	0.14	0.12

As required by the GEM Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

1. Mr. Kwan Tek Sian

Mr. Kwan Tek Sian ("**Mr. Kwan**"), aged 49, is the non-executive Director and Chairman of the Board. He was appointed as the Director on 18 August 2017 and is also a member of audit committee and chairman of nomination committee of the Company. Mr. Kwan is primarily responsible for the overall corporate strategies and development of the Group. He is an entrepreneur with interests spanning multiple industries.

From January 2006 to January 2019, he served as Executive Director of JMC Technologies Pte. Ltd., a Singapore-based company that provided information technology solutions to multinational technology companies. During his tenure, the company developed a digitisation platform, including fintech wallets and payment solutions, which was certified by the Monetary Authority of Singapore (MAS). He also served as Executive Director, Chairman, and Chief Executive Officer of AL Group Ltd. (stock code: 8360), an architectural and interior design company, from May 2019 to May 2021.

Since June 2017, Mr. Kwan has been a Director of Bionic Vision Technologies Pty. Ltd., a privately held Australian company developing visual prostheses to restore vision to the blind, and he is currently its sole Director. He is also a Director of PepCap Resources Inc. (symbol: WAV.V), a Canadian mining company listed on the TSX Venture Exchange from 2019.

Mr. Kwan holds a Bachelor of Science degree, a Master of Health Science degree, and a Graduate Diploma in Law.

Mr. Kwan has signed an appointment letter with the Company with an initial term of three years commencing from 12 July 2018, which may be terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to his appointment letter, Mr. Kwan will be entitled to an annual remuneration of HK$1.00. His remuneration was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions, which will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Kwan does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date.

Save as disclosed above, Mr. Kwan does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Kwan is deemed to be interested in 120,333,415 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, Kin Sun Creative Company Limited, representing approximately 15.0% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Kwan that needs to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

2. Mr. Yang Tien-Lee

Mr. Yang Tien-Lee ("**Mr. Yang**"), aged 57, is the executive Director of the Company. He was appointed as the Director on 10 May 2021. He has joined the Company as technical manager since March 2012 and has accumulated over 25 years of experience in the engineering industry. He is currently a director of certain subsidiaries of the Group. He is primarily responsible for the Group's quality control, and research and development. Mr. Yang completed a two-year programme in civil engineering at Taoyuan Innovation Institute of Technology at Taiwan in 1989.

Mr. Yang worked at two companies that specialised in producing couplers and other construction reinforcement materials for eight years. In 1998, Mr. Yang started his own business, BOSA Technology (Hong Kong) Ltd — Taiwan Branch, a company which specialises in producing couplers and bolts.

Mr. Yang has entered into a service agreement with the Company for a fixed term of service for three years commencing on 10 May 2021, which may be terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation, and be eligible for re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Pursuant to the service agreement, Mr. Yang will receive a fixed salary of HK$605,226 per annum. For the year ended 30 June 2025, Mr. Yang received HK$1,328,940 comprising his salary of HK$605,226 and commission and bonus of HK$723,714. His remuneration was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions, which will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to his responsibility and annual performance.

Save as disclosed above, Mr. Yang does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or in the last three years prior to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Yang is beneficially interested in 64,390,244 Shares (within the meaning of Part XV of the SFO), representing approximately 8.0% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Yang that needs to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

3. Ms. Chu Wei Ning

Ms. Chu Wei Ning ("**Ms. Chu**"), aged 53, was appointed as independent non-executive Director of the Company on 19 June 2018 and is also a member of nomination committee of the Company.

Ms. Chu has been a veteran investment banker and venture capital investment professional with over 20 years of experience. She worked as the managing director of Horizon Ventures Limited from May 2007 to January 2012. She was the founding member and an executive director, Private Equity Division of the Bank of China International Limited from August 2004 to December 2005. From 2002 to 2004, she was part of the mergers and acquisitions team of TOM Group Ltd., focusing primarily on direct investments in the Greater China region in the internet, outdoor advertising, sports, television and entertainment sectors. From April 2000 to January 2002, Ms. Chu was the vice president of Bear Stearns Asia Investment Banking Group, where she was responsible for origination and execution of regional corporate finance transactions in the telecom, media and technology sectors.

Ms. Chu currently serves as executive director and chief executive officer of China Baoli Technologies Holdings Limited (Stock Code: 164), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). She is also an independent non-executive director of Jimu Group Limited (Stock Code: 8187), the shares of which are listed on GEM of the Stock Exchange.

Ms. Chu obtained a bachelor degree in Business Administration from the Chinese University of Hong Kong and a master degree of Business Administration from the University of Texas at Austin with Honors.

Ms. Chu has entered into a letter of appointment with the Company for a fixed term of service for three years commencing on 12 July 2018, which may be terminated by not less than three months' notice in writing served by either party on the other. She is subject to retirement by rotation, and be eligible for re-election in accordance with the Articles of Association of the Company. Pursuant to the letter of appointment, Ms. Chu will receive an annual director's fee of HK$240,000, which was determined with reference to her duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Ms. Chu will be subject to annual review by the remuneration committee of the Board and the Board from time to time with reference to her responsibility and annual performance.

Save as disclosed above, Ms. Chu does not hold any other position in the Company or its subsidiaries nor any directorship in other listed public company in Hong Kong or overseas in the last three years prior to the Latest Practicable Date. Ms. Chu does not have any relationships with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. Further, Ms. Chu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date. Save as disclosed above, there was no matter relating to the re-election of Ms. Chu that needs to be brought to the attention of the shareholders and there is no other information which is required to be disclosed pursuant to any requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

BOSA TECHNOLOGY HOLDINGS LIMITED
人和科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8140)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of BOSA Technology Holdings Limited (the "**Company**") will be held at Units 5906–5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 11 November 2025 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 30 June 2025;

2. To re-elect Mr. Kwan Tek Sian as a non-executive Director;

3. To re-elect Mr. Yang Tien-Lee as an executive Director;

4. To re-elect Ms. Chu Wei Ning as an independent non-executive Director;

5. To authorise the Board of Directors to fix the Directors' remuneration;

6. To re-appoint Baker Tilly Hong Kong Limited as auditors of the Company and to authorize the Board of Directors to fix their remuneration;

7. To consider as special business, and if thought fit, to pass the following resolution as Ordinary Resolution:

   "**THAT**:

   (A) subject to paragraph (C) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company and to make or grant offers and agreements which might require the exercise of such powers be and is hereby approved generally and unconditionally;

   (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers and agreements which might require the exercise of such power after the end of the Relevant Period (as defined below);

(C) the aggregate nominal amount of share capital allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:

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

(ii) the exercise of any option under the Company's share option scheme(s); 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 pursuant to the Articles of Association of the Company from time to time,

shall not exceed 20% of the number of Shares of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

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 either by any applicable laws or by the Articles of Association of the Company to be held; and

(iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the directors of the Company to the holders of shares on the register of members on a fixed record date in proportion to their then holdings of such 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong."

8. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**THAT**:

(A) subject to paragraph (B) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase issued shares of the Company, in accordance with all applicable laws and the

requirements set out in the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;

(B) the number of shares authorized to be repurchased or agreed conditionally or unconditionally to be repurchased by the directors of the Company pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of Shares of the Company in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and

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 either by any applicable laws or by the Articles of Association of the Company to be held; and

(iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting."

9. To consider as special business, and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**THAT** conditional upon the passing of Ordinary Resolutions numbered 7 and 8 as set out in the notice convening this meeting, the total number of Shares of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said Ordinary Resolution 8 shall be added to the number of Shares that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to the general mandate to allot and issue shares granted to the directors of the Company by the said Ordinary Resolution 7."

By Order of the Board
BOSA Technology Holdings Limited
Lim Su I
Chief Executive Officer and Executive Director

Hong Kong, 26 September 2025

Notes:

i. Any member entitled to attend and vote at the meeting convened is entitled to appoint another person(s) as his proxy to attend and vote in his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.

ii. To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at 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 holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof should he so wish, in such event, the form of proxy shall be deemed to be revoked.

iii. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.

iv. The above resolutions will be put to vote at the meeting by way of poll.

v. The register of members of the Company will be closed from 5 November 2025 (Wednesday) to 11 November 2025 (Tuesday) (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the annual general meeting of the Company, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars 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 4 November 2025 (Tuesday). The record date for the purpose of ascertaining Shareholders' right to attend and vote at the annual general meeting will be on 11 November 2025 (Tuesday).

vi. If a Typhoon Signal No. 8 or above is hoisted or ''extreme conditions'' caused by super typhoon or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company at www.hklistco.com/8140 and the HKEX news website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situations.