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 **Takbo Group 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.

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

Takbo Group Holdings Limited
德寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8436)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2026 Annual General Meeting ("2026 AGM") of the Company to be held at 25/F, Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 8 May 2026 at 2:30 p.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the 2026 AGM is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company's website at www.takbogroup.com.

Whether or not you are able to attend the 2026 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 2026 AGM (i.e. not later than 2:30 p.m. on Wednesday, 6 May 2026) 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. For the avoidance of doubt, holders of Treasury Shares of the Company (if any) shall abstain from voting at the Company's general meeting in connection to such Treasury Shares.

This circular 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 at least 7 days from the date of its posting. This circular will also be posted on the Company's website at www.takbogroup.com.

Hong Kong, 20 March 2026

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 Stock 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 expressions shall have the following meanings:

"2025 AGM"	the annual general meeting of the Company held on Friday, 9 May 2025
"2026 AGM"	the annual general meeting of the Company to be held at 25/F, Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 8 May 2026 at 2:30 p.m., a notice of which is set out on pages 16 to 19 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
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Close Associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Company"	Takbo Group 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 under the GEM Listing Rules and means the controlling shareholders of the Company, namely, Mr. Or Naam, Ms. Chu Siu Fong, Ms. Chan Hoi Yan Polly and Classic Charm Investments Limited, being a group of controlling shareholders and who have been and will be acting in concert to exercise their voting rights in the Company
"Core Connected Person"	has the meaning ascribed thereto under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	the 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"	20 March 2026, 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
"Nomination Committee"	nomination committee of the Company
"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) with a nominal value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs
"Treasury Shares"	has the meaning ascribed to it under the GEM Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	percent

Takbo Group Holdings Limited
德寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8436)

Executive Directors:
Mr. Or Naam *(Chief Executive Officer)*
Ms. Chan Hoi Yan Polly
Mr. Or Huen

Independent Non-executive Directors:
Mr. Tan Chong Huat *(Chairman)*
Mr. Sung Chi Keung
Mr. Hui Ha Lam

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Room A, 22/F, EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

20 March 2026

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the 2025 AGM, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

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

(b) purchase the Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital 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 aggregate nominal amount 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 2026 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 2026 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.

PROPOSED GRANT OF GENERAL MANDATES

Three respective ordinary resolutions will be proposed at the 2026 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 (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of Shares of the Company in issue (excluding Treasury Shares) (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 total number of Shares of the Company in issue (excluding Treasury Shares) (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 (the "Extension Mandate") for issuing Shares set out in (a) above the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The full text of these resolutions are set out in Resolution 6 (Issue Mandate), Resolution 7 (Repurchase Mandate) and Resolution 8 (Extension Mandate) in the notice of the 2026 AGM contained in pages 16 to 19 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 30 June 2027.

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.

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, Mr. Or Naam and Mr. Sung Chi Keung shall retire from office at the 2026 AGM, and being eligible, offer themselves for re-election at the 2026 AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the 2026 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 search firms. All director candidates, including incumbents and candidates nominated by Shareholders are evaluated by the Nomination Committee based upon the director qualifications. 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, proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, skills that are complementary to those of the 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.

The process of re-electing Directors are as follows:

– The Nomination Committee would assess the performance of each of the Director's competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation and candour) and in accordance with the performance criteria set by the Board and consider the current needs of the Board;

– The Nomination Committee would review the size and composition of the Board, including the Board's policy to ensure an appropriate mix of members with complementary skills, core competencies, and experience for the Group, and diversity of skills, gender, experience and knowledge to the Company; and

– Subject to the satisfactory assessment of Nomination Committee, the Nomination Committee would recommend the proposed re-appointment of the Director to the Board for its consideration and approval.

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 of the Company 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 of the Company 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 evaluated the performance of each of Mr. Or Naam and Mr. Sung Chi Keung for the year ended 31 December 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 2026 AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that the retiring Directors, Mr. Or Naam and Mr. Sung Chi Keung stand for re-election as Directors at the 2026 AGM.

Mr. Sung Chi Keung has served as an independent non-executive Director since 29 September 2017 for more than nine years, and a separate resolution will be proposed at the 2026 AGM to further appoint Mr. Sung Chi Keung as independent non-executive Director. In proposing the resolution to re-elect Mr. Sung Chi Keung as an independent non-executive Director, the Board has also considered his skills, knowledge and professional experience as described in his 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 Mr. Sung Chi Keung has extensive professional experience in affairs of listed corporations and management which has enabled him to provide valuable and diverse views, as well as relevant insights to the Board and contribute to the diversity of the Board. Mr. Sung Chi Keung is considered independent for the purposes of Rule 5.09 of the GEM Listing Rules. Mr. Sung's long service on the Board would not affect him from bringing fresh perspectives and exercising independent judgment and thus the Board recommends him for election at the 2026 AGM.

Details of the retiring Directors proposed to be re-elected as Directors at the 2026 AGM, which are required to be disclosed by the GEM Listing Rules, are set out in Appendix II to this circular.

2026 AGM

The notice convening the 2026 AGM is set out on pages 16 to 19 of this circular.

A form of proxy for use at the 2026 AGM is enclosed with this circular. Whether or not you intend to attend the 2026 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 2026 AGM (i.e. not later than 2:30 p.m. on Wednesday, 6 May 2026) 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 2026 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 and 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 2026 AGM.

Yours faithfully,
For and on behalf of the Board of
Takbo Group Holdings Limited
Or Naam
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, 400,000,000 Shares were in issue and fully paid and the Company did not have any Treasury Shares.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued and repurchased prior to the 2026 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 40,000,000 Shares, representing 10% of the aggregate number of the Shares in issue (excluding Treasury Shares).

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 31 December 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 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. In addition, the Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

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, the following Shareholder was interested in more than 10% of the issued shares of the Company:

Name of shareholder	Number of shares held	% of the Company's issued voting shares (excluding Treasury Shares)	Approximate % of the Company's issued voting shares (excluding Treasury Shares) if the Repurchase Mandate is exercised in full
Classic Charm Investments Limited*(Note)*	300,000,000	75%	83.33%

Note: The 300,000,000 shares are beneficially held by Classic Charm Investments Limited, which is legally and beneficially owned as to 50.8% by Mr. Or Naam, as to 39.7% by Ms. Chu Siu Fong and as to 9.5% by Ms. Chan Hoi Yan Polly. As Mr. Or Naam, Ms. Chu Siu Fong and Ms. Chan Hoi Yan Polly are parties acting in concert, they are deemed to be interested in 300,000,000 Shares held by Classic Charm Investments Limited by virtue of the SFO.

Save as aforesaid, the Directors are not aware of any other consequence under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Share Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent that the public shareholding would be reduced to less than 25% of the issued share capital of the Company.

STATUS OF REPURCHASED SHARES

The Company may cancel any repurchased Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

SHARE REPURCHASE MADE BY THE COMPANY IN THE PREVIOUS 6 MONTHS

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding 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 Price	
	Highest	**Lowest**
	HK$	*HK$*
2025		
March	0.235	0.200
April	0.229	0.174
May	0.250	0.211
June	0.230	0.217
July	0.325	0.220
August	0.270	0.221
September	0.239	0.201
October	0.240	0.204
November	0.240	0.190
December	0.320	0.188
2026		
January	0.285	0.205
February	0.265	0.225
March (up to the Latest Practicable Date)	0.265	0.247

As required by the GEM Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the 2026 AGM:

1. MR. OR NAAM

Mr. Or Naam, aged 57, is one of the founders of our Group and has been with our Group since 1995. He was appointed as a Director on 8 February 2017 and re-designated as an executive Director and chief executive officer of our Company on 27 February 2017. Mr. Or is also a member of remuneration committee of the Company.

Mr. Or Naam is currently a director of Takbo Limited, a director of B&B (H.K.) Limited, Alpha Business Global Limited, Full Colour Developments Limited, Dawning Beauty Limited and Ulrich Developments Limited, where he oversees all aspects of the operations of our Group including sales and marketing, product development, merchandising, production, design, research, strategic planning, formulation of corporate policies and new business initiatives. His key focus is to further establish and manage our Group's overseas customers.

Mr. Or Naam is an entrepreneur. Over the past 31 years, he has gained start-up and operational experience in manufacturing and sales of packaging products (including beauty bags) and beauty products. In 1995, he joined our Group to design, develop and sell packaging products. Capitalising on our Group's experience in selling packaging products including seasonal and promotional beauty products gift packages, Mr. Or Naam further expanded our Group's business by providing "one-stop-service" to its customers, and our Group commenced the manufacturing of beauty products, from design, research, development and sourcing, to complement the packaging products for export to the U.S. and other markets.

Mr. Or Naam completed the AFS Year Programme, an intercultural, international, voluntary and non-governmental exchange programme which aims to provide local youth with complete and in-depth international cultural exchange opportunities, and to promote exchanges and learning regarding language, academic study, daily life and culture, to enhance their quality as global citizens ("AFS Programme"), at Daws Road High School (now known as Pasadena High School) in Australia for the 1988 to 1989 academic year. Mr. Or Naam was also the board member of AFS Intercultural Exchanges Ltd. from September 2003 to December 2015.

Mr. Or Naam is the spouse of Ms. Chan Hoi Yan Polly (an executive director), son of Ms. Chu Siu Fong (controlling shareholder), brother of Mr. Or Huen (an executive director) and brother-in-law of Ms. Chan Hoi Man, a merchandising manager of the Group.

Mr. Or has entered into a service agreement with the Company for a term of service for three years commencing on 27 October 2017 and will continue thereafter until terminated in accordance with the terms of the service agreement. 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. Or will receive a fixed salary, discretionary bonus, housing and ancillary allowance. For the year ended 31 December 2025, Mr. Or received total emoluments of HK$6,397,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions, and 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, as at the Latest Practicable Date, Mr. Or 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.

Save as disclosed above, as at the Latest Practicable Date, Mr. Or 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. Or is deemed to be interested in 300,000,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, Classic Charm Investments Limited, representing 75% of the total issued Shares of the Company.

Save as disclosed above, there was no matter relating to the re-election of Mr. Or 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. SUNG CHI KEUNG

Mr. Sung Chi Keung, aged 50, was appointed as an independent non-executive Director on 29 September 2017. He is the chairman of the audit committee and a member for each of the remuneration committee and nomination committee of the Company.

Sung has over 27 years of experience in financial management, accounting, taxation, auditing and corporate finance and previously worked for KPMG, PricewaterhouseCoopers Ltd. and Deloitte & Touche Corporate Finance Ltd. From February 2024 to July 2025, Mr. Sung was the chief financial officer of United Chinese Plastics Products Co., Ltd. Between June 2022 and February 2024, Mr. Sung was the Principal with CFO Centre Greater China. Between December 2021 and July 2025, Mr. Sung was appointed as an independent non-executive director of B.Duck Semk Holdings International Limited ("Semk Holdings") (a company listed on the Main Board of the Hong Kong Stock Exchange on 17 January 2022, stock code: 2250) and redesignated to an executive Director and chief financial officer with effect from August 2025.

From April 2015 to October 2019, he was the chief financial officer of China Chuanglian Education Financial Group Limited ("China Chuanglian") (formerly known as China Chuanglian Education Group Limited, China Oriental Culture Group Limited and ZZNode Technologies

Company Limited), a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2371).

From September 2018 to October 2019, Mr. Sung was appointed as a director of Premier Management Limited, which is a corporation licensed under the Securities and Futures Ordinance and an indirectly wholly owned subsidiary of China Chuanglian.

Previously, between 15 January 2007 and 30 June 2013, Mr. Sung was an executive director of Asian Citrus Holdings Limited, a company listed on the Main Board of the Hong Kong Stock Exchange (stock code: 73) (and formerly listed on the AIM of the London Stock Exchange (stock code: ACHL)). He was also the finance director and the company secretary between August 2004 and June 2013. Between August 2013 and March 2015, Mr. Sung was the chief financial officer and company secretary of China Green (Holdings) Limited (formerly known as China Culiangwang Beverages Holdings Limited), a company formerly listed on the Main Board of the Hong Kong Stock Exchange (stock code: 904).

Mr. Sung obtained a Bachelor Degree in Business Administration, majoring in Professional Accountancy from the Chinese University of Hong Kong in December 1997 and a Master Degree in Corporate Finance from the Hong Kong Polytechnic University in December 2006. He is a fellow member of the HKICPA and a fellow member of the Association of Chartered Certified Accountants.

Pursuant to the service agreement, Mr. Sung will receive an annual director's fee of HK$120,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy and the prevailing market conditions. The remuneration of Mr. Sung 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, as at the Latest Practicable Date, Mr. Sung 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.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sung 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, Mr. Sung 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 Mr. Sung 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.

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8436)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Takbo Group Holdings Limited (the "Company") will be held at 25/F, Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 8 May 2026 at 2:30 p.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 31 December 2025;

2. To re-elect Mr. Or Naam as an executive Director;

3. To re-elect Mr. Sung Chi Keung as an independent non-executive Director;

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

5. To re-appoint BDO Limited as auditors of the Company and to authorize the Board of Directors to fix their remuneration;

6. 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 (including any sales or transfer of treasury shares out of treasury) 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 authorize 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 number of shares 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 (including any sales or transfer of treasury shares out of treasury), 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 total number of issued shares (excluding treasury shares) of the Company 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."

7. 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 in the capital 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 aggregate number of shares of the Company 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 issued shares (excluding treasury shares) of the Company as at the date of 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."

8. 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 6 and 7 as set out in the Notice convening this meeting, the aggregate 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 7 shall be added to the total number of shares (including any sales or transfer of treasury shares out of treasury) 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 6."

Yours faithfully,
For and on behalf of the Board of
Takbo Group Holdings Limited
Or Naam
Chief Executive Officer and Executive Director

Hong Kong, 20 March 2026

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 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 (i.e. not later than 2:30 p.m. on 6 May 2026 (Wednesday)) 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 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 4 May 2026 (Monday) to 8 May 2026 (Friday) (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 Registrar 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 30 April 2026 (Thursday).

vi. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on 8 May 2026 (Friday), the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.