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 **Cornerstone Financial 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 (the "Stock Exchange") 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.

基石金融控股有限公司
CORNERSTONE FINANCIAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8112)

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 ("AGM") of the Company to be held at Room 802, 8th Floor, Lee Garden Five, 18 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 12 May 2026 at 11:00 a.m. is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the 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 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.

This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of posting and on the website of the Company at www.cs8112.com.

31 March 2026

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

"AGM"	the annual general meeting of the Company to be held at Room 802, 8th Floor, Lee Garden Five, 18 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 12 May 2026 at 11:00 a.m., the notice of which is set out on pages 16 to 20 of this circular
"Article(s)"	the article(s) in the Articles of Association
"Articles of Association"	the amended and restated articles of association of the Company, as amended from time to time
"Board"	the board of directors of the Company
"Close Associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Company"	Cornerstone Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its shares listed on GEM
"Core Connected Person(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	GEM operated by 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
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Latest Practicable Date"	31 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
"Listing Date"	28 July 2011, on which dealings in the Shares first commenced on GEM
"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 capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, re-classification or reconstruction of the share capital of the Company from time to time)
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
"%"	percent

基石金融控股有限公司
CORNERSTONE FINANCIAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8112)

Executive Directors:
Fan Yandi *(Chairperson)*
An Xilei
Wong Hong Gay Patrick Jonathan
Mock Wai Yin
Liu Shihao
An Xishuai

Independent Non-executive Directors:
Chan Chi Keung Alan
Lau Mei Ying
Wong Man Hong

Registered Office:
Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Room 802, 8th Floor
Lee Garden Five
18 Hysan Avenue
Causeway Bay
Hong Kong

31 March 2026

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

PROPOSED GRANTING OF GENERAL MANDATES

On 13 May 2025, resolutions were passed by the Shareholders at the 2025 annual general meeting of the Company giving general mandates to the Directors:

(i) 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 as at that day;

(ii) to repurchase Shares with the aggregate number of Shares not exceeding 10% of the aggregate number of Shares of the Company in issue as at that day; and

(iii) to add to the general mandate for issuing Shares set out in (i) above the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in (ii) above.

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

Three respective ordinary resolutions will be proposed at the AGM for the purposes of granting 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;

(b) to repurchase Shares with the aggregate number of Shares not exceeding 10% of the aggregate number of Shares of the Company in issue (the "Repurchase Mandate") as at the date of passing the resolution 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 "Extension of Share Issue Mandate").

The full text of the three resolutions to be proposed at the AGM as referred to above are set out in Resolution 7 ("Issue Mandate"), Resolution 8 ("Repurchase Mandate") and Resolution 9 ("Extension of Share Issue Mandate") in the notice of the AGM contained in pages 16 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 30 June 2027, at which time it shall lapse unless, by ordinary resolutions passed at that meeting, the authority is renewed, either unconditionally or conditionally.

In accordance with the requirements set out in the GEM Listing Rules, the Company is required to send to its 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

In accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. Accordingly, Mr. Mock Wai Yin ("Mr. Mock"), Mr. Liu Shihao ("Mr. Liu") and Ms. Lau Mei Ying ("Ms. Lau") shall retire by rotation at the AGM under the provisions of the Articles of Association and, all of them being eligible, offer themselves for re-election.

The Company has in place a Nomination Policy which sets out, among others, the selection criteria and the nomination procedures for appointment and re-appointment of Directors. The process used for identifying suitable candidates for appointment as Directors (including independent non-executive Directors) involves nominations from the nomination committee of the Company (the "Nomination Committee") or invitation of nominations from the Board members. In the case of re-appointment of existing Directors (including independent non-executive Directors), the Nomination Committee considers, among others, the performance and contribution of each retiring Director and his/her independence in case he/she is an independent non-executive Director and to make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.

Recommendations to the Board for the proposal for re-election of each of Mr. Mock and Mr. Liu as an executive Director and Ms. Lau as an independent non-executive Director were made by the Nomination Committee, taking into account of the re-election of Directors in previous annual general meetings in accordance with the provisions of the Articles of Association and in compliance with the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules, and with regard to a range of diversity perspectives as set out in the board diversity policy of the Company (the "Board Diversity Policy").

The Board has reviewed and considered, among others, the skills, experience and professional expertise of each of Mr. Mock, Mr. Liu and Ms. Lau with due regard to the Board Diversity Policy. The Board is satisfied that each of the retiring Directors possesses the requisite experience and capabilities to assume their respective responsibilities, and believes that they would continue to bring to the Board their own perspectives, skills and experience for the benefits of diversity.

The Board has also assessed the independence of Ms. Lau who has been appointed as an independent non-executive Director since November 2015, and is now also a member of each of the audit committee, remuneration committee, nomination committee and corporate governance committee of the Company. The Company has received the annual confirmation from Ms. Lau confirming her independence under Rule 5.09 of the GEM Listing Rules. Ms. Lau has demonstrated her independent scope of work in the past years of service and has contributed her perspectives, experience and expertise to the Company and the Board throughout her tenure. She does not participate in the executive management of the Group and has no relationships or circumstances that could interfere with the exercise of her independent judgement. Based on the information available to the Board, the annual confirmation of independence given by Ms. Lau and upon considering the relevant factors as stated above, the Board considers Ms. Lau to be independent under the GEM Listing Rules despite that she has served the Company for more than nine years, and believes that she will remain committed to her independent role and continue to contribute to the Company and the Board with her relevant experience and knowledge by providing independent and objective perspectives to the Company's affairs and valuable insights to the management, hence recommends her for re-election at the AGM. In accordance with the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules, Ms. Lau's re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

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

AGM

The notice convening the AGM is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy can also be downloaded from the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.cs8112.com. Whether or not you intend to attend the 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 Shareholders at a general meeting must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions put to vote at the AGM shall be taken by way of poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in any of the resolutions to be proposed at the AGM which is different from that of the other Shareholders. Accordingly, no Shareholder is required to abstain from voting on any of the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS FOR THE AGM

The Company's register of members will be closed for transfer of the Shares to determine the rights to attend and vote at the AGM from 7 May 2026 to 12 May 2026 (both dates inclusive). No transfer of Shares will be registered during this book closure period. In order to qualify for attending and voting at the AGM, all transfers of Shares, accompanied by the relevant Share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office 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 Wednesday, 6 May 2026.

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 ordinary resolutions for the granting of the Issue Mandate, the Repurchase Mandate, the Extension of Share Issue Mandate and the re-election of the retiring Directors as set out in the AGM notice are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Cornerstone Financial Holdings Limited
Fan Yandi
Chairperson 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, 229,418,448 Shares were in issue and fully paid.

Subject to the passing of the relevant ordinary resolutions at the AGM and on the basis that no further Shares are issued and repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 22,941,844 Shares, the number to the nearest to but not exceeding 10% of the issued share capital of the Company as at the date of passing the resolution.

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 the 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 accounts 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.

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

DIRECTORS' STATEMENT

The Directors will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands. Neither the Explanatory Statement nor the Repurchase Mandate has any unusual features.

EFFECT OF THE TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Based on the Company's records as at the Latest Practicable Date, Masan Multi Strategy Fund SPC – Masan HK Equity Fund SP ("Masan SPC") is beneficially interested in 52,896,000 Shares, representing approximately 23.06% of the existing issued share capital of the Company. Masan Capital Limited ("Masan Capital") is the investment manager of Masan SPC, and Masan Capital is wholly owned by Top Lion International Limited ("Top Lion"). Accordingly, each of Masan Capital and Top Lion is deemed to have an interest in the Shares held by Masan SPC. In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (if their present shareholdings in the Company otherwise remain the same) the attributable shareholdings of each of Masan SPC, Masan Capital and Top Lion would be increased to approximately 26% of the issued share capital of the Company. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any such repurchases made under the Repurchase Mandate. The Company, however, has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such minimum percentage prescribed by the GEM Listing Rules from time to time.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date, whether on GEM or otherwise.

SHARE PRICES

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

	Share Prices	
	Highest	**Lowest**
	HK$	*HK$*
2025		
March	0.200	0.192
April	0.192	0.190
May	0.190	0.189
June	0.189	0.083
July	0.148	0.103
August	0.200	0.107
September	0.174	0.120
October	0.145	0.110
November	0.157	0.108
December	0.122	0.106
2026		
January	0.142	0.109
February	0.140	0.110
March (1 March 2026 to the Latest Practicable Date)	0.160	0.102

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. MOCK WAI YIN

Mr. MOCK Wai Yin ("Mr. Mock"), aged 53, was appointed as an executive Director on 27 November 2015. Currently, he is also an authorised representative (pursuant to Rule 5.24 of the GEM Listing Rules) and a member of the corporate governance committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. Mock holds a Master of Philosophy degree in Biochemistry from The Chinese University of Hong Kong and a Master of Science degree in Hazard Analysis and Critical Control Point from University of Salford. He also holds a Postgraduate Diploma in Professional Accounting. Mr. Mock has over 15 years of experience in research analysis and over three years of world-wide experience in natural resources, project investment and property development as well as project valuation and budget management. He was an executive director of Boill Healthcare Holdings Limited (a company listed on the Stock Exchange with stock code: 1246) from July 2015 to December 2018, and of South East Group Limited (now known as DIT Group Limited, a company listed on the Stock Exchange with stock code: 726) from December 2013 to February 2015.

Save as disclosed above, Mr. Mock did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Mock did not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Mock entered into a letter of appointment with the Company, pursuant to the terms and conditions of which his service term is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. The letter of appointment can be terminated by either party giving to the other party three months' notice in writing. He is entitled to a salary of HK$40,000 per month, and may receive discretionary bonus to be determined by the Board from time to time if considered appropriate, with reference to his services and contribution to the Company. Mr. Mock's remuneration has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the Group as a whole, the remuneration policy of the Company as well as the prevailing market rate. For the year ended 31 December 2025, Mr. Mock has received director's emoluments in a total sum of HK$480,000.

Save as disclosed above, there are no other matters concerning Mr. Mock that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

2. MR. LIU SHIHAO

Mr. LIU Shihao ("Mr. Liu"), aged 31, was appointed as an executive Director, a member of each of the executive committee and investment committee of the Company on 5 September 2023. He is also a director of certain subsidiaries of the Company. Mr. Liu obtained his master's degree in Finance from City University of Hong Kong and bachelor's degree in mechatronic engineering from Chongqing University in the People's Republic of China. Mr. Liu worked for PacRay International Holdings Limited (now known as Sky Blue 11 Company Limited) (stock code: 1010, a company listed on the Main Board of the Stock Exchange) from July 2019 to July 2020, where his responsibilities included due diligence and research of some potential investment projects. He worked for the Company from July 2020 to November 2020, where his responsibilities included investment analyzing and post investment project supervising; then worked as a licensed representative for Cornerstone Securities Limited (a 91.19% indirectly owned subsidiary of the Company) together with its fellow subsidiary carrying on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO from April 2021 to August 2021. Mr. Liu was an executive director of DeTai New Energy Group Limited (stock code: 559, a company listed on the Main Board of the Stock Exchange) from August 2021 to March 2022, and an executive director of Windmill Group Limited (now known as HSC Resources Group Limited) (stock code: 1850, a company listed on the Main Board of the Stock Exchange) from November 2021 to July 2023.

Save as disclosed above, Mr. Liu did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date, nor does he have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Liu did not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Liu has entered into a service contract with the Company, which shall be terminable by either party giving not less than three months' notice in writing served by either party to the other, subject to retirement by rotation and re-election pursuant to the Articles of Association. Under the aforesaid service contract, Mr. Liu is entitled to a salary of HK$30,000 per month, and may receive discretionary bonus to be determined by the Board from time to time if considered appropriate, with reference to his services and contribution to the Company. Mr. Liu's remuneration has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rate. For the year ended 31 December 2025, Mr. Liu has received director's emoluments (including benefits of the Mandatory Provident Fund) in a total sum of HK$378,000.

Save as disclosed above, there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

3. MS. LAU MEI YING

Ms. LAU Mei Ying ("Ms. Lau"), aged 43, was appointed as an independent non-executive Director on 27 November 2015. Currently, she is also a member of each of the audit committee, nomination committee, remuneration committee and corporate governance committee of the Company. Ms. Lau graduated from The Chinese University of Hong Kong with a bachelor degree of Social Science in Economics. Ms. Lau has extensive experiences in the financial market and insurance underwriting. Ms. Lau was an independent non-executive director of Global Mastermind Holdings Limited (stock code: 8063) from 19 November 2024 to 7 August 2025; an executive director of PacRay International Holdings Limited (now known as Sky Blue 11 Company Limited) (stock code: 1010) from 31 August 2017 to 14 April 2021; and an independent non-executive director of Boill Healthcare Holdings Limited (stock code: 1246) from 15 July 2015 to 17 July 2017.

Save as disclosed above, Ms. Lau did not hold any directorship in other listed public companies in the last three years prior to the Latest Practicable Date, nor does she have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Lau did not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Lau entered into a letter of appointment with the Company, pursuant to the terms and conditions of which her service term is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. The letter of appointment can be terminated by either party giving to the other party three months' notice in writing. She is entitled to a fixed director's fee determined by the Board with reference to the recommendation from the remuneration committee of the Company and her duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rate; and she may receive discretionary bonus if considered appropriate and be determined by the Board from time to time, with reference to her services and contribution to the Company. For the year ended 31 December 2025, Ms. Lau has received director's fees in a total sum of HK$120,000.

Save as disclosed above, there are no other matters concerning Ms. Lau that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

基石金融控股有限公司
CORNERSTONE FINANCIAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8112)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cornerstone Financial Holdings Limited (the "Company") will be held at Room 802, 8th Floor, Lee Garden Five, 18 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 12 May 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and the reports of the directors and of the auditors for the year ended 31 December 2025;

2. To re-elect Mr. Mock Wai Yin as an executive director of the Company;

3. To re-elect Mr. Liu Shihao as an executive director of the Company;

4. To re-elect Ms. Lau Mei Ying as an independent non-executive director of the Company;

5. To authorize the board of directors of the Company to fix the directors' remuneration;

6. To re-appoint ZSZH (HK) Fuson CPA Limited as auditors of the Company and to authorize the board of directors of the Company 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, and pursuant to the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company during the Relevant Period 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, agreements and options 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 authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(C) the aggregate number of shares of the Company allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) 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 or the grant 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 aggregate 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 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 recognized 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 in the capital of the Company on GEM and/or on any other stock exchange(s) on which the shares may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules (or of any other stock exchange) as amended from time to time, be and is hereby generally and unconditionally approved;

(B) the aggregate 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 aggregate 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 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 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 8 shall be added to the aggregate 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
Cornerstone Financial Holdings Limited
Fan Yandi
Chairperson

Hong Kong, 31 March 2026

Notes:

i. A 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 stead. A proxy need not be a member of the Company.

ii. If a member of the Company wishes to nominate a person other than the existing directors of the Company to stand for election as a director of the Company, the following documents must be validly lodged no later than 17 April 2026 at the head office of the Company at Room 802, 8th Floor, Lee Garden Five, 18 Hysan Avenue, Causeway Bay, Hong Kong or the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, namely (i) his/her notice of intention to propose a resolution at the meeting; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with his/her contact details.

iii. 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.

iv. The Register of Members of the Company will be closed from 7 May 2026 to 12 May 2026 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, 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 6 May 2026.

v. If "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement to notify Shareholders of the date, time and place of the rescheduled meeting on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.cs8112.com.

As at the date of this notice, the Board comprises Ms. Fan Yandi (Chairperson), Mr. An Xilei, Mr. Wong Hong Gay Patrick Jonathan, Mr. Mock Wai Yin, Mr. Liu Shihao and Mr. An Xishuai as executive Directors; and Mr. Chan Chi Keung Alan, Ms. Lau Mei Ying and Mr. Wong Man Hong as independent non-executive Directors.