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V & V TECHNOLOGY HOLDINGS LIMITED
時騰科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8113)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of V & V Technology Holdings Limited (the "**Company**") will be held at 28/F., Noble Centre, No. 1006, 3rd Fuzhong Road, Futian District, Shenzhen, P.R.C. on Tuesday, 19 May 2026 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company. Unless otherwise specified, capitalised terms defined in the circular of the Company dated 17 April 2026 (the "**Circular**") shall have the same meanings used herein.

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements and the reports of the directors and independent auditors for the year ended 31 December 2025.

2. To re-elect, each as a separate resolution, the following persons as Directors and to authorize the Board of Directors to fix the Directors' remuneration:

   (a) Mr. Yim Tsz Yu, Jeffrey as an executive Director

   (b) Mr. Yim Tsz Kit, Jacky as a non-executive Director

   (c) Mr. Shea Chun Lok, Quadrant as an independent non-executive Director

3. To consider and approve the re-appointment of JFY CPA Limited as the independent auditors and to authorize the Board of Directors to fix their remuneration.

To consider and if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

4. "**THAT**

(a) subject to paragraph (b) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back its own shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on another stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange under the code on share buy-backs for this purpose subject to and in accordance with all applicable laws and regulations of the Cayman Islands, the Articles of Association of the Company and the applicable laws and the requirements of the Rules Governing the Listing of Securities on the GEM on the Stock Exchange under the code on share buy-backs (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized.

(b) the maximum number of the shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this Resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and

(c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."

5. "**THAT**

(a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the shares of the Company (including making and granting offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter).

(b) the maximum number of the shares of the Company allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly.

(i) a rights issue where shares are offered for a period fixed by the Directors to Shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or stock exchange in, or in any territory applicable to the Company);

(ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company and approved by the Stock Exchange;

(iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company; or

(iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Articles of Association of the Company; and

(c) for the purpose of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;

(ii) the expiration of period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditionally upon Resolutions Numbers 4 and 5 being, passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot shares of the Company be and is hereby extended by the addition shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total number of issued shares of the Company bought back by the Company under the authority granted pursuant to Resolution Number 4, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution."; and

SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass with or without amendments, the following resolution as special resolution of the Company:

"**THAT**:

(a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the "**Proposed Amendments**"), details of which are set out in Appendix III to the circular of the Company dated 17 April 2026 (the "**Circular**") be and are hereby approved;

(b) the second amended and restated memorandum and articles of association of the Company, a copy of which is produced to the annual general meeting, in the form of the document marked "A" and initialed by the chairman of the annual general meeting for the purpose of identification, which contains all the Proposed Amendments mentioned in the circular, be and is hereby approved and adopted as the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the annual general meeting; and

(c) any one Director or the company secretary of the Company be and is hereby authorized to do all things necessary to give effect to the foregoing."

On behalf of the Board
V & V Technology Holdings Limited
Mr. Yim Tsz Kit, Jacky
Chairman

Hong Kong, 17 April 2026

Notes:

(1) The register of members of the Company will be closed from 13 May 2026 to 19 May 2026, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the attending and voting at the AGM, all transfers accompanied by the relevant share certificates, must be lodged with 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 for registration no later than 4:30 p.m. on 12 May 2026. The record date for the attending and voting at the AGM is 19 May 2026.

(2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited with 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 together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

(3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

(4) Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the AGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.

(5) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(6) Voting at the AGM will be taken by poll as required under the GEM Listing Rules.

(7) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.vvtholdings.com and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

(8) 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. Shareholders should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situations and if they choose to do so, they are advised to exercise care and caution.

(9) If member has any particular access requirements or needs special arrangements for participating at the meeting, please contact the Hong Kong branch share registrar and transfer office of the Company.

(10) The English text of this notice of AGM shall prevail over the Chinese text in case of inconsistency.

As at the date of this notice, the Board comprises two executive Directors, namely Dr. Yim Yuk Lun, Stanley SBS BBS JP and Mr. Yim Tsz Yu, Jeffrey; three non-executive Directors, namely Mr. Yim Tsz Kit, Jacky, Ms. Yim Kei Man, Carmen and Mr. Wong Wai Tai and three independent non-executive Directors, namely Mr. Shea Chun Lok, Quadrant, Mr. Fung Cheuk Nang, Clement and Mr. Lau Sun Tao, Gary.

*This notice, for which the directors (the "**Directors**") of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM 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 notice 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 in this notice misleading.*

This notice 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 its posting. This notice will also be posted on the Company's website at www.vvtholdings.com.