THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 HANVEY GROUP HOLDINGS LIMITED, you should at once hand this circular together with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HANVEY GROUP HOLDINGS LIMITED
恆偉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8219)

PROPOSALS FOR
(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

A notice convening the 2026 annual general meeting ("**2026 AGM**") to be held at Units 3, 5 and 6, 15/F, Tower One, Ever Gain Plaza, No. 88 Container Port Road, Kwai Chung, New Territories, Hong Kong on Friday, 29 May 2026 at 10:30 a.m. is set out on pages 18 to 22 of this circular. A proxy form for use by the shareholders at the 2026 AGM is enclosed with this circular. Whether you are able to attend the 2026 AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible so that it is received at least 48 hours before the time appointed for the 2026 AGM or the adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the 2026 AGM (or any adjournment of such meeting) and voting in person should you so wish and in such event, the proxy form shall be deemed to be revoked.

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 publication and on the website of the Company at www.hanveygroup.com.hk.

5 May 2026

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, the following expressions shall have the following meanings unless the context otherwise requires:

"2026 AGM"	the 2026 annual general meeting of the Company to be held at Units 3, 5 and 6, 15/F, Tower One, Ever Gain Plaza, No. 88 Container Port Road, Kwai Chung, New Territories, Hong Kong on Friday, 29 May 2026 at 10:30 a.m., or, where the context so admits, any adjournment of such 2026 annual general meeting
"2026 AGM Notice"	the notice convening the 2026 AGM set out on pages 18 to 22 of this circular
"Articles of Association"	the existing Third Amended and Restated Articles of Association of the Company adopted on 15 May 2025
"Board"	the board of Directors
"Business day(s)"	any day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Cayman Companies Act"	the Companies Act, Cap. 22 of the Cayman Islands as amended from time to time
"close associate(s)"	has the meaning as defined in the GEM Listing Rules
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Company"	HANVEY GROUP HOLDINGS LIMITED, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM (Stock Code: 8219)
"core connected person(s)"	has the meaning as defined in the GEM Listing Rules
"Director(s)"	the director(s) of the Company

"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares (exclude treasury shares, if any) which may be allotted and issued under the Issuance Mandate
"GEM"	the GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on the GEM
"Group"	the Company and its subsidiaries
"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;
"Issuance Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or deal with (include any sale and transfer of treasury shares out of treasury) additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the 2026 AGM Notice as set out on pages 18 to 20 of this circular
"Latest Practicable Date"	4 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Memorandum of Association"	the Second Amended and Restated Memorandum of Association of the Company adopted on 16 June 2023
"Nomination Committee"	the nomination committee of the Company
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholders"	the holder(s) of the Share(s)

"Share Buy-back Mandate"	a general and unconditional mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (exclude treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the 2026 AGM Notice as set out on pages 20 to 21 of this circular
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission of Hong Kong as amended from time to time
"treasury shares"	has the meaning ascribed to it under the GEM Listing Rules, as Amended, supplemental or otherwise modified from time to time
"%"	per cent.

HANVEY GROUP HOLDINGS LIMITED
恆偉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8219)

Executive Directors:
Mr. Cheuk Sin Cheong Clement *(Chairman)*
Ms. Au Corona Ching Mei, M.H.

Independent Non-executive Directors:
Mr. Yu Sau Ning Homer, M.H.
Ms. Yee Wai Fong Wendy
Mr. Yip Yat Lam

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Principal place of business in Hong Kong:
Units 3, 5 and 6, 15th Floor
Tower One, Ever Gain Plaza
No. 88 Container Port Road
Kwai Chung, New Territories
Hong Kong

5 May 2026

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR
(1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) RE-APPOINTMENT OF AUDITORS,
(4) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the 2026 AGM relating to (i) the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 December 2025; (ii) the re-election of retiring Directors; (iii) the re-appointment of the Auditors of the Company; and (iv) the granting of the general mandates to Directors to issue Shares and buy back Shares; and (v) to seek your approval of the resolutions relating to these matters at the 2026 AGM.

2. RESOLUTION (1) ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2025

The audited consolidated financial statements of the Company for the year ended 31 December 2025 together with the reports of the Directors and the Auditors, are set out in the 2025 annual report which has been sent to the Shareholders on 30 April 2026. The 2025 annual report can be viewed and downloaded from the Company's website (www.hanveygroup.com.hk) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited consolidated financial statements have been reviewed by the Audit Committee of the Company.

3. RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, namely Mr. Cheuk Sin Cheong Clement, Ms. Au Corona Ching Mei, M.H., Mr. Yu Sau Ning Homer, M.H., Ms. Yee Wai Fong Wendy and Mr. Yip Yat Lam.

Article 84(1) of the Articles of Association provides that at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three(3), the number nearest to but not less than one-third) shall retire from office by rotation provides that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Ms. Au Corona Ching Mei, M.H. ("**Mrs. Cheuk**") and Ms. Yee Wai Fong Wendy ("**Ms. Yee**") will retire from office as Directors at the 2026 AGM and, being eligible, offers themselves for re-election.

The nomination was made in accordance with the Nomination Policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company.

In recommending Ms. Au Corona Ching Mei, M.H. to stand for re-election as an Executive Director and Ms. Yee Wai Fong Wendy to stand for re-election as an Independent Non-executive Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

1. Ms. Au has more than 36 years of experience in the watch industry. She obtained a Diploma of Graduate Gemologist from the Gemological Institute of America in March 2003.

2. Ms. Yee Wai Fong Wendy has more than 31 years of experience in finance and accounting areas in the Asia Pacific. She has been admitted as a member of the Institute of Chartered Accountants in England and Wales in February 2006, and as an associate of the Hong Kong Institute of Certified Public Accountants since April 1992. Ms. Yee obtained a Degree of Bachelor of Social Sciences from the University of

Hong Kong in November 1988 and a Degree of Bachelor of Science from the University of London in August 2002. She further obtained a Degree of Master of Business Administration from the University of Dubuque in December 2002.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and experience as set out in Appendix II to this circular, the re-appointment of Mrs. Cheuk and Ms. Yee as Directors will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business.

The Board, upon the recommendation of the Nomination Committee, proposed that Mrs. Cheuk and Ms. Yee, the retiring Directors, to stand for re-election as Directors at the 2026 AGM.

The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors ("**INEDs**"). All the INEDs of the Company satisfied the Independence Guidelines set out in Rule 5.09 (1) to (8) of the GEM Listing Rules and each has provided to the Company an annual written confirmation of his/her independence.

The biographical details of the retiring Directors proposed to be re-elected in the 2026 AGM are set out in Appendix II to this circular.

4. RESOLUTION (3) RE-APPOINTMENT OF THE AUDITORS

Confucius International CPA Limited, will retire as the Auditors of the Company at the 2026 AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee of the Company, proposed to re-appoint Confucius International CPA Limited as the Auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

5. RESOLUTION (4) GRANTING OF ISSUANCE MANDATE TO ISSUE SHARES

At the 2025 annual general meeting of the Company held on 26 June 2025, an Issuance Mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the 2026 AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the 2026 AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with (include any sale and transfer of treasury shares out of treasury) additional Shares of not exceeding 20% of the total number of issued Shares of the Company (exclude treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the 2026 AGM Notice as set out on pages 18 to 20 of this circular.

As at the Latest Practicable Date, a total of 247,500,000 shares were in issue. Subject to the passing of the proposed resolution granting the Issuance Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company between the Latest Practicable Date and the 2026 AGM, the Company will be allowed under the Issuance Mandate

to issue a maximum of 49,500,000 Shares. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the 2026 AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

6. RESOLUTION (5) GRANTING OF SHARE BUY-BACK MANDATE TO BUY BACK SHARES

At the 2025 annual general meeting of the Company held on 26 June 2025, a Share Buy-back Mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the 2026 AGM. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the 2026 AGM to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (exclude treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the 2026 AGM Notice as set out on pages 20 to 21 of this circular. Subject to the passing of the proposed resolution granting the Share Buy-back Mandate to the Directors and on the basis that no Shares will be issued and bought back by the Company between the Latest Practicable Date and the 2026 AGM, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum 24,750,000 Shares. The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular. Neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

7. RESOLUTION (6) GRANTING OF EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the Issuance Mandate and the Share Buy-back Mandate, an ordinary resolution will be proposed at the 2026 AGM to authorise the Directors to extend the Issuance Mandate to allot and issue Shares by an amount of Shares representing the aggregate nominal value of Shares of the Company bought or bought back by the Company pursuant to the authority granted to the Directors under the Share Buy-back Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares (exclude treasury shares, if any) as at the date of passing the resolution for approving the Share Buy-back Mandate.

The Issuance Mandate and the Share Buy-back Mandate will expire at the earliest of: (a) the conclusion of the 2026 annual general meeting of the Company; or (b) the expiration of the period within which the 2026 annual general meeting of the Company is required by the Articles

of Association, the Cayman Companies Act or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the 2026 annual general meeting of the Company.

8. CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend, speak and vote at the 2026 AGM (or any adjournment thereof), the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no share transfer will be effected. All share transfer documents accompanied by the relevant share certificates must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 22 May 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2026 AGM is Friday, 29 May 2026.

9. 2026 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The 2026 AGM Notice is set out on pages 18 to 22 of this circular. At the 2026 AGM, 6 ordinary resolutions will be proposed to approve the adoption of the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 December 2025, the proposed re-election of retiring Directors, the proposed re-appointment of Auditors, the proposed granting of the Issuance Mandate, the Share Buy-back Mandate and the Extension Mandate.

A proxy form for the 2026 AGM is enclosed herewith. Whether you are able to attend the 2026 AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible so that it is received at least 48 hours before the time appointed for the 2026 AGM or the adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the 2026 AGM (or any adjournment of such meeting) and voting in person should you so wish.

10. VOTING AT THE 2025 ANNUAL GENERAL MEETING

In accordance with Rule 17.47(4) of the GEM Listing Rules and the Articles of Association, all resolutions set out in the 2026 AGM Notice will be vote on by poll at the 2026 AGM. Article 66 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. An announcement on the poll vote results will be made by the Company after the 2026 AGM.

11. 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.

12. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed re-appointment of Auditors, the proposed granting of the Issuance Mandate, the Share Buy-back Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

13. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

14. LANGUAGE

The English version of this circular shall prevail over the Chinese version for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
HANVEY GROUP HOLDINGS LIMITED
Cheuk Sin Cheong Clement
Chairman, Chief Executive Officer and Executive Director

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules in connection with the Share Buy-back mandate for buy-backs of shares of the Company to be proposed at the 2026 AGM.

1. THE LISTING RULES FOR SHARES BUY-BACK

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed share buy-backs by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction. Such authority may only continue in force during the period from the passing of the resolution until the earliest of (i) the conclusion of the next annual general meeting of the company; (ii) the expiry of the period within which the next annual general meeting of the company is required by law to be held; and (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 247,500,000 Shares.

Subject to the passing of the relevant ordinary resolutions granting to the Directors a general mandate to buy back Shares up to an aggregate number of Shares not exceeding 10% of the number of issued Shares (exclude treasury shares, if any) at the date of the passing of the relevant resolution and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the date of the 2026 AGM, the Directors would be authorised to buy back Shares up to a limit of 24,750,000 Shares. The Shares bought back by the Company shall, subject to applicable law, be automatically cancelled upon such buy-back.

If the Company buy back any Shares pursuant to the Share Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares as treasury shares, subject to market conditions and the Company's capital management needs at the relevant time any buy-back of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will 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; and (iii) take any other appropriate 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.

The Company will ensure that the treasury shares are appropriately identified and segregated, such as giving clear written instructions to the Hong Kong branch share registrar of the Company to update the record to clearly segregate and identify those treasury shares held in CCASS.

3. REASONS FOR SHARES BUY-BACK

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

4. SOURCE OF FUNDING IMPACT ON WORKING CAPITAL OR GEARING POSITION

The Company is empowered by the Articles of Association to buy back the Shares. In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the GEM Listing Rules, the Memorandum of Association, the Articles of Association, the Cayman Companies Act and all other applicable laws, rules and regulations, as the case may be.

Under the GEM Listing Rules, a listed company may not buy back its own shares listed on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

In accordance with the Cayman Companies Act, the Memorandum of Association and the Articles of Association, Shares may only be bought back out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on purchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are bought back or, subject to the statutory test of solvency, out of capital. Under the Cayman Companies Act, the Shares so bought back will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the 2025 annual report for the year ended 31 December 2025 in the event that the buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back Mandate 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.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Company to exercise the Share Buy-back Mandate in accordance with the GEM Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands.

6. TAKEOVER CODE CONSEQUENCE

If as a result of a share buy-back 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. Accordingly, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Approximate% of the issued share capital before a possible exercise of the Share Buy-back Mandate" while the respective interest in the event that the Directors exercise in full the power to buy back Shares in accordance with the terms of the ordinary resolutions in relation to the Share Buy-back Mandate to be proposed at the 2026 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2026 AGM) is shown under the column "Approximate% of the issued share capital should the Share Buy-back Mandate be exercised in full":

Name of Shareholder	**Number of Share Held**	**Approximate% of the issued share capital before a possible exercise of the Share Buy-back Mandate**	**Approximate% of the issued share capital should the Share Buy-back Mandate be exercised in full**
Million Easy Enterprises Ltd. ("**Million Easy**") *(Note 1)*	126,225,000	51.00%	56.67%
Cheuk Sin Cheong Clement ("**Mr. Cheuk**") *(Note 1)*	126,225,000	51.00%	56.67%
Au Corona Ching Mei ("**Mrs. Cheuk**") *(Note 1)*	126,225,000	51.00%	56.67%

Note:

1. 126,225,000 shares of the Company are registered in the name of Million Easy, the entire issued share capital of which are legally and beneficially owned by Mr. Cheuk and Mrs. Cheuk in equal shares. Under the SFO, both Mr. Cheuk and Mrs. Cheuk are deemed to be interest in all shares of the Company held by Million Easy.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under rule 26 of the Takeovers Code as a consequence of any buy back pursuant to the Share Buy-back Mandate.

7. SHARE BOUGHT BACK BY THE COMPANY

The Company has not bought back any Shares in the six months prior to the Latest Practicable Date.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, presently intend to sell any Shares to the Company or its subsidiaries under the Share Buy-back Mandate in the event that the Share Buy-back Mandate is approved by the Shareholders.

No core connected person of the Company have notified the Company that he/she/it has any present intention to sell any of his/her/its Shares, or that he/she/its has undertaken not to sell any of his/her/its Shares held by him/her/it, to the Company in the event that the Share Buy-back Mandate is approved by the Shareholders.

9. SHARE PRICES

During each of the past twelve months preceding the Latest Practicable Date, the highest and lowest trading prices of the Shares traded on the Stock Exchange were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
May	0.200	0.146
June	0.209	0.153
July	0.230	0.171
August	0.218	0.185
September	0.210	0.171
October	0.240	0.181
November	0.213	0.180
December	0.186	0.155
2026		
January	0.219	0.101
February	0.147	0.103
March	0.200	0.124
April	0.290	0.178
May (up to the Latest Practicable Date)	0.290	0.240

The following are the biographical details of the retiring Directors who will retire at the conclusion of the 2026 AGM and will be proposed to be re-elected at the 2026 AGM.

Ms. AU Corona Ching Mei M.H. ("**Mrs. Cheuk**") (**歐靜美**), aged 65, is our Executive Director, one of our Controlling Shareholders and the legal representative of Shenzhen 3 Wells Watch Company Limited. She is a member of our Remuneration Committee. She is also a director of each of the operating subsidiaries of our Group. She is primarily responsible for overseeing our Group's administrative, human resources and financial management, and assisting in the management of our Group's business.

Mrs. Cheuk has more than 36 years of experience in the watch industry. Prior to joining our Group, she worked in the Finance Department in China Resources Textiles Company Limited from July 1978 to January 1985 and worked as a deputy financial manager in China Resources Silk Co., Ltd from January 1985 to November 1987.

Mrs. Cheuk was awarded the China's Hundred Outstanding Women Entrepreneurs* (中國百名傑出女企業家) by the China Association of Woman Entrepreneurs* (中國女企業家協會) in October 2006, the Medal of Honour (MH) by the Government of the HKSAR in July 2010 and also, the Outstanding Businesswomen Award in 2021. She was a director, the vice chairlady and the chairlady of Yan Oi Tong from 2004 to 2006, 2006 to 2009 and 2009 to 2010 respectively. She was a committee member of the tenth Hubei Municipal Committee of the Chinese People's Political Consultative Conference* (中國人民政治協商會議湖北省第十屆委員會委員) and a director of Po Leung Kuk. She is currently a permanent honorary committee member of The Chinese General Chamber of Commerce, Hong Kong, a member of the Cantonese Opera Development Fund Advisory Committee, Vice-President of the Scout Association of Hong Kong, Kowloon Tong District, Council Member of the Hong Kong Chinese Orchestra and a member of Marketing & Development Committee, Hong Kong Repertory Theatre.

Mrs. Cheuk obtained a Diploma of Graduate Gemologist from the Gemological Institute of America in March 2003.

Mrs. Cheuk is the spouse of Mr. Cheuk Sin Cheong Clement.

As at the Latest Practicable Date, Mrs. Cheuk, through MILLION EASY ENTERPRISES LTD., a company incorporated in the British Virgin Islands, which is owned by Mr. Cheuk Sin Cheong Clement and Mrs. Cheuk in equal shares, indirectly held 126,225,000 Shares, representing 51.00% of the Shares and is accordingly deemed to be interested in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

* *For Identification purposes only*

Mrs. Cheuk has entered into a service agreement dated 12 July 2024 with the Company to renew her term of office for a period of three years unless terminated by either party giving to the other not less than three months' notice in writing. The appointment of Mrs. Cheuk is subject to retirement and re-election at annual general meetings of the Company pursuant to the Articles of Association. Mrs. Cheuk is entitled to i) an annual salary of HK$1,200,000.00; and ii) a discretionary bonus of a sum to be determined by the Remuneration Committee and approved by the Board at its absolute discretion having regard to the operating results of the Group and her performance.

Mrs. Cheuk has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mrs. Cheuk is not connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does she has any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. YEE Wai Fong Wendy (余惠芳), aged 60, is our Independent Non-executive Director and a member of our Audit Committee and Nomination Committee. She is responsible for supervising and providing independent judgment to our Board, the Audit Committee and the Nomination Committee.

Ms. Yee has more than 31 years of experience in finance and accounting areas in the Asia Pacific. Prior to joining our Group, she was a senior auditor of Deloitte Touche Tohmatsu from July 1988 to April 1993. From July 1993 to November 2006 she has served a number of positions in the Motorola Asia Pacific Limited, a multinational telecommunications company listed in the United States, with her last position as a controller for Hong Kong, the Philippines and the business development team of its networks and enterprise business. From December 2006 to April 2010 she has served a number of position in Ecolab Limited, a subsidiary of Ecolab Inc., a company listed in the United States, with her last position as Asia control director. From May 2010 to July 2012 she served as a vice president of finance in Active-Semi International, Inc. From July 2012 to June 2013, she worked as a senior director of finance and accounting, Asia, at Mikli Asia Limited. She then served as a director of finance from April 2014 to June 2017 at Targus Asia Pacific Limited. From 15 December 2023, she served as a finance manager at Ruihua Investment (Hong Kong) Company Limited.

Ms. Yee obtained a Degree of Bachelor of Social Sciences from the University of Hong Kong in November 1988 and a Degree of Bachelor of Science from the University of London in August 2002. She further obtained a Degree of Master of Business Administration from the University of Dubuque in December 2002. She has been admitted as a member of the Institute of Chartered Accountants in England and Wales in February 2006, and as an associate of the Hong Kong Institute of Certified Public Accountants since April 1992.

Ms. Yee has entered into a letter of appointment dated 13 June 2024 with the Company to renew her term of office for three years unless terminated by not less than one (1) month's notice served by either party on the other in writing. The appointment of Ms. Yee is subject to retirement and re-election at annual general meeting of the Company pursuant to the Articles of Association of the Company. Ms. Yee is entitled to an annual Director's fee of HK$96,000 which has been approved by the Board upon the recommendation of the Remuneration Committee with reference to the prevailing market, her experience and qualification and her duties and responsibilities within the Company.

Save as disclosed above, Ms. Yee has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Moreover, Ms. Yee is neither connected with any Directors, senior management, substantial or controlling shareholders of the Company, nor does she has any interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Saved as disclosed herein, in relation to the re-election of the Retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

HANVEY GROUP HOLDINGS LIMITED
恆偉集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8219)

NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 annual general meeting (the "**2026 AGM**") of the shareholders of HANVEY GROUP HOLDINGS LIMITED (the "**Company**") will be held at Units 3, 5 and 6, 15/F, Tower One, Ever Gain Plaza, No. 88 Container Road, Kwai Chung, New Territories, Hong Kong on Friday, 29 May 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the Directors and Auditors of the Company for the year ended 31 December 2025;

2. To re-elect the retiring Directors of the Company and to fix Directors' remuneration:

   (a) To re-elect Ms. Au Corona Ching Mei, M.H. as an Executive Director of the Company;

   (b) To re-elect Ms. Yee Wai Fong Wendy as an Independent Non-executive Director of the Company;

   (c) To authorise the Board of Directors to fix the remuneration of the Directors of the Company;

3. To re-appoint Confucius International CPA Limited as the Auditors of the Company to hold office until the conclusion of the next general meeting of the Company and to authorise the Board to fix their remuneration for the year ended 31 December 2026;

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

4. "**THAT**:

   (a) subject to paragraphs (c) and (d) of this resolution, a general mandate be and is hereby unconditionally granted to the Directors during the Relevant Period (as defined hereinafter) all the powers of the Company to allot, issue and deal with (include any sale and transfer of treasury shares out of treasury) additional shares

of the Company (the "**Share(s)**") and to make or grant offers, agreement, options or warrants which might require the exercise of such powers and to grant rights to subscribe for, or to convert any securities into, Shares;

(b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined hereinafter);

(ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;

(iii) the exercise of the subscription rights 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; or

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;

shall not exceed 20% of the aggregate number of Shares in issue (exclude treasury shares, if any) as at the date of passing of this resolution (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of this resolution); and

(d) for the purposes 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 expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company and any applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

"Rights Issue" means an offer of Shares, or an issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company's register of members 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 to any restrictions or obligations under the laws of, or the requirements of recognised regulatory body or any stock exchange in, any territory outside Hong Kong)."

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale and transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations."

5. "**THAT**:

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period all the powers of the Company to buy back or otherwise acquire Shares in issue in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate number of Shares so bought back or otherwise acquired shall not exceed 10% of the total number of Shares in issue (exclude treasury shares, if any) at the date of this resolution (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of this resolution); and

(b) for the purposes 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 expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company and any applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

6. "**THAT** subject to the passing of ordinary resolutions numbered 4 and 5 set out in the notice of the Meeting, the general mandate granted to the Directors to allot, issue and otherwise deal with additional Shares pursuant to resolution numbered 4 set out in the notice of the Meeting be and is hereby extended by the addition thereto of the number of Shares bought-back by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice of the Meeting, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (exclude treasury shares, if any) as at the date of the passing of this resolution."

By order of the Board
HANVEY GROUP HOLDINGS LIMITED
Cheuk Sin Cheong Clement
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 5 May 2026

Notes:

(1) An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the 2026 AGM (or at any adjournment thereof) provided that each proxy is appointed to represent the respective number of Shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.

(2) Where there are joint registered holders of any Shares, any one of such persons may vote at the 2026 AGM (or at any adjournment thereof), either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

(3) A proxy form for use at the 2026 AGM is enclosed.

(4) In order to be valid, the completed proxy form must be received by Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours before the time appointed for holding the 2026 AGM or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.

(5) For the purposes of determining Shareholders' eligibility to attend, speak and vote at the 2026 AGM (or at any adjournment thereof), the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, (both dates inclusive), during which period no transfer of Shares will be registered. To be eligible to attend, speak and vote at the 2026 AGM (or at any adjournment thereof), all properly completed share transfer documents accompanied by the relevant share certificate must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2026 AGM is Friday, 29 May 2026.

(6) In relation to the proposed resolution numbered 2 above, Ms. Au Corona Ching Mei, M.H. and Ms. Yee Wai Fong Wendy will retire by rotation and, being eligible, have offered themselves for re-election at the 2026 AGM. Brief biographical details of Mrs. Cheuk and Ms. Yee are set out in Appendix II to the circular of the Company dated 5 May 2026 (the "**Circular**").

(7) Detailed information on other business to be transacted at the 2026 AGM is set out in the Circular.

(8) As set out in the Letter from the Board included in the Circular, each of the resolutions set out in this notice should be voted on by poll.

(9) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

(10) The 2026 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the 2026 AGM under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Executive Directors are Mr. Cheuk Sin Cheong Clement, and Ms. Au Corona Ching Mei, M.H. and the Independent Non-executive Directors are Mr. Yu Sau Ning Homer, M.H., Ms. Yee Wai Fong Wendy and Mr. Yip Yat Lam.

This notice, 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 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 herein or this notice misleading.

This notice 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 publication and on the website of the Company at www.hanveygroup.com.hk.