
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 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 Qing Hua Holding Group Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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QINGHUA
擎華控股

Qing Hua Holding Group Company Limited
擎華控股集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8082)

- (1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**
- (2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND RE-ELECTION OF RETIRING DIRECTORS;**
- (3) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTORS;**
- (4) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

This circular, for which the directors of the Company 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.

A notice convening the AGM to be held at 15th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:30 a.m. (Hong Kong time) is set out on pages 21 to 27 of this circular. A form of proxy for the AGM is also enclosed. Whether or not you are able to attend the AGM, please complete and return the form of proxy to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the meeting. The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the HKEx website at www.hkexnews.hk for at least 7 days from the date of its posting.

6 May 2026

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

DEFINITIONS

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

“AGM”	means the annual general meeting of the Company to be convened and held at 15th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:30 a.m.
“Board”	means the board of Directors
“Bye-laws”	means the bye-laws of the Company (as amended from time to time)
“close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Company”	means Qing Hua Holding Group Company Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on GEM (stock code: 8082)
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	means the director(s) of the Company
“GEM”	means the GEM of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on GEM
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	means 30 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Nomination Committee”	means the nomination committee of the Company
“Notice”	means the notice convening the AGM
“Remuneration Committee”	means the remuneration committee of the Company
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means share(s) of par value of HK\$0.025 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	means holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers
“treasury shares”	has the same meaning as defined in the GEM Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



QINGHUA
擎華控股

Qing Hua Holding Group Company Limited
擎華控股集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8082)

Executive Director:

Mr. Xiong Guorui

Non-Executive Directors:

Mr. Ma Xinying

Mr. Ye Chao

Ms. Yuan Xiaomei

Independent Non-Executive Directors:

Mr. Chan Wai Man

Mr. Siu Hi Lam, Alick

Mr. Wong Chun Kwok

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11 Bermuda

*Head Office and Principal Place
of Business:*

17th Floor, Fun Tower
35 Hung To Road
Kwun Tong
Kowloon
Hong Kong

6 May 2026

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTORS;
(4) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the annual general meeting of the Company held on 26 June 2025, resolutions were passed by the Shareholders giving general unconditional mandates to the Directors to:

- (a) allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of the Shares in issue as at 26 June 2025;

LETTER FROM THE BOARD

- (b) repurchase Shares not exceeding 10% of the total number of the Shares in issue as at 26 June 2025; and
- (c) add to the general mandates for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the Repurchase Mandate (as defined below) set out in (b) above.

The above general mandates shall lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the resolutions at the AGM to grant fresh general mandates to the Directors.

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for, amongst other things, (i) the granting of the aforementioned general unconditional mandates; (ii) the retirement of certain independent non-executive Directors and the re-election of retiring Directors; (iii) proposed appointment of independent non-executive Directors; and (iv) the proposed re-appointment of auditors, and to give you the Notice.

2. PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to allot, issue and otherwise deal with Shares and/or to resell or transfer treasury shares of the Company (if permitted under the GEM Listing Rules) representing up to 20% of the total number of the Shares in issue (excluding treasury shares) as at the date of passing the ordinary resolution (the “**Issue Mandate**”) which is estimated to be 532,755,134 Shares based on the number of issued Shares of 2,663,775,671 Shares as at the Latest Practicable Date (assuming that there is no change in the number of issued Shares before the date of the AGM and the Company does not have any treasury shares). In addition, it will further be proposed, by way of a separate ordinary resolution, that the Issue Mandate be extended so that the Directors will be given a general mandate (the “**Extension Mandate**”) to allot, issue and otherwise deal with further Shares and/or to resell or transfer treasury shares of the Company (if permitted under the GEM Listing Rules) equal to the total number of the share capital of the Company repurchased under the Repurchase Mandate (as defined below). Any allotment or issue of Shares is subject to approval from the Stock Exchange for the listing of and permission to deal in such Shares.

LETTER FROM THE BOARD

3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it will also be proposed, by way of an ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of the Shares in issue (excluding treasury shares) as at the date of passing the ordinary resolution (the “**Repurchase Mandate**”) which is estimated to be 266,377,567 Shares based on the number of issued Shares of 2,663,775,671 Shares as at the Latest Practicable Date (assuming that there is no change in the number of issued Shares before the date of the AGM and the Company does not have any treasury shares).

The Issue Mandate, the Extension Mandate and the Repurchase Mandate, if approved, will continue to be in force until the earliest of: (a) conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the applicable laws of Bermuda to be held; or (c) when it is revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Company may repurchase its Shares only if:

- (a) the Shares proposed to be repurchased by the Company are fully paid up;
- (b) the Company has previously sent to its Shareholders the explanatory statement containing information relating to the Repurchase Mandate; and
- (c) the Shareholders have in a general meeting approved the Repurchase Mandate and, if necessary, the relevant documents in connection therewith have been delivered to the Stock Exchange.

An explanatory statement containing information relating to the Repurchase Mandate as required under the GEM Listing Rules, in particular Rule 13.08, is set out in Appendix I to this circular. The explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

LETTER FROM THE BOARD

4. RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-laws 84(1) and 84(2) of the Bye-laws, 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 provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those subject to retirement by rotation who have been longest in office since their last re-election or appointment.

Mr. Chan Wai Man (“**Mr. Chan**”) and Mr. Siu Hi Lam, Alick (“**Mr. Siu**”), both being independent non-executive Directors, have notified the Company of their decisions not to offer themselves for re-election at the AGM and shall retire from their positions at the conclusion of the AGM. Each of them has confirmed in writing that there are no matters in connection with his retirement from the Board which should be drawn to the attention of the Shareholders.

Pursuant to Bye-law 83(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. As such, Mr. Xiong Guorui (“**Mr. Xiong**”), being an executive Director, Mr. Ye Chao (“**Mr. Ye**”), being a non-executive Director and Mr. Wong Chun Kwok (“**Mr. Wong**”), being an independent non-executive Director, who were appointed after the last annual general meeting of the Company, shall hold office only until the first annual general meeting and shall be subject to re-election by Shareholders at the first annual general meeting, being the AGM, after their appointment. Therefore, each of Mr. Xiong, Mr. Ye and Mr. Wong shall retire from office as Directors at the AGM. All of them, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee and the Board have also reviewed the annual written confirmation of independence of Mr. Wong and assessed his independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. Mr. Wong does not have any relationship with any Directors, chief executive and senior management of the Company, substantial Shareholders or controlling Shareholders. The Nomination Committee and the Board are also not aware of any circumstance that might influence Mr. Wong in exercising independent judgment, and are satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director. On this basis, Mr. Wong is considered independent and suitable for re-election as an independent non-executive Director. Accordingly, the Board accepted the nomination from the Nomination Committee and recommended Mr. Wong to be re-elected as independent non-executive Director at the AGM.

LETTER FROM THE BOARD

5. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with Bye-laws 83(2) of the Bye-laws, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board. The Company has a nomination policy in place which sets out the criteria and procedures for considering the candidates to be appointed or re-appointed as directors of the Company. The Nomination Committee has reviewed the skills, knowledge, experience and qualifications of Mr. Chu Ho Kan (“**Mr. Chu**”) and Ms. Qin Jing (“**Ms. Qin**”) in making its recommendation to the Board for the proposed appointment of Mr. Chu and Ms. Qin as independent non-executive Directors at the AGM. In addition, the Nomination Committee has also taken into account the diversity aspects (including but not limited to age, cultural and educational background, ethnicity, professional and business experience, skills, knowledge and length of service) set out in the board diversity policy of the Company.

The Nomination Committee and the Board have also assessed the independence of Mr. Chu and Ms. Qin based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee and the Board are not aware of any circumstance that might influence Mr. Chu or Ms. Qin in exercising independent judgment, and are satisfied that each of Mr. Chu and Ms. Qin has the required character, integrity, independence and experience to fulfil the role of an independent non-executive Director.

With the recommendation from the Nomination Committee, the Board has resolved to propose the appointment of Mr. Chu and Ms. Qin as independent non-executive Directors following the retirement of Mr. Chan and Mr. Siu at the conclusion of the AGM, subject to the approval of the Shareholders at the AGM.

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors and the proposed appointment of the independent non-executive Directors, details of the retiring Directors, Directors proposed to be re-elected, and the proposed independent non-executive Directors, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for the information of Shareholders.

LETTER FROM THE BOARD

6. PROPOSED RE-APPOINTMENT OF AUDITORS

In accordance with Bye-law 152(1) of the Bye-laws, at the AGM or at a subsequent special general meeting in each year, the Shareholders shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Shareholders appoint another auditor.

With the recommendation from the Audit Committee, the Board has resolved to re-appoint Zhonghui Anda CPA Limited (“**Zhonghui Anda**”) as the auditors of the Company for the year ending 31 December 2026. The estimated audit fee agreed with Zhonghui Anda for the audit services for the year ending 31 December 2026 is within the range of HK\$1,100,000 to HK\$1,300,000, which has been determined based on, among others, business plan of the Group, expected audit scope, audit timetable and auditor’s resources required. Such estimated audit fee is also arrived at on the assumption that the scope of work undertaken will not materially deviate from that preliminarily agreed between the parties. The Audit Committee is of the view that the estimated audit fee is fair reasonable to the Company and the Shareholders as a whole.

7. THE AGM AND CLOSURE OF REGISTER OF MEMBERS

The Notice is set out on pages 21 to 27 of this circular.

A form of proxy for the AGM is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for the AGM or any adjournment thereof (as the case may be). The completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

For the purpose of determining Shareholders’ entitlement to attend and vote at the AGM, 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 transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 22 May 2026 (Hong Kong time).

LETTER FROM THE BOARD

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company 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. Accordingly, all the resolutions to be considered and, if thought fit, approved at the AGM will be taken by poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolutions to be proposed at the AGM.

8. RECOMMENDATION

Having considered the reasons set out herein, the Directors believe that the proposals in relation to the Issue Mandate, the Extension Mandate, the Repurchase Mandate, the re-election of retiring Directors and the proposed appointment of independent non-executive Directors, and the proposed re-appointment of auditors as referred to in this circular are in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

9. MISCELLANEOUS

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

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

Yours faithfully,
For and on behalf of the Board
Qing Hua Holding Group Company Limited
Xiong Guorui
Executive Director

This Appendix I serves as an explanatory statement, as required by the GEM Listing Rules, to provide request information to you for your consideration of the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,663,775,671 Shares and did not hold any treasury share.

If the Repurchase Mandate (subject to the passing of the relevant proposed resolution) is exercised in full, on the basis of 2,663,775,671 Shares in issue as at the Latest Practicable Date (excluding treasury shares) and no further Shares are issued or repurchased by the Company prior to the AGM, a maximum of 266,377,567 Shares, representing 10% of the then issued share capital of the Company (excluding treasury shares), may be repurchased by the Company during the period up to (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 by any applicable law of Bermuda or the Bye-laws to be held; or (iii) when it is revoked or varied by an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever is the earliest.

2. REASONS FOR REPURCHASES

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. Repurchases of Shares for cancellation or holding by the Company as treasury shares (if permitted under the GEM Listing Rules) will only be made if and when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases 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 its assets and/or its earnings per Share and/or allow the Company to raise funds by reselling or transferring the treasury shares (as the case may be), subject to compliance with the GEM Listing Rules, the Bye-laws and the Companies Act 1981 of Bermuda (as amended from time to time).

The Directors have confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Companies Ordinance and applicable laws of Bermuda.

To the extent that any treasury shares are deposited with The Central Clearing and Settlement System (“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 licensed securities dealers not to) give any instructions to The Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (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.

The Directors have confirmed that neither this explanatory statement nor the proposed share repurchase, if any, has any unusual features.

3. FUNDING OF REPURCHASES

Any repurchases will only be funded out of funds of the Company legally available for the purpose of making the proposed repurchases in accordance with the memorandum of continuance and Bye-laws and the applicable laws of Bermuda.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited financial statement contained in the annual report of the Company 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 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. DISCLOSURE OF INTERESTS

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective close associates have any present intention, if the Repurchase Mandate is approved by the Shareholders at the AGM, to sell any Shares to the Company or its subsidiaries.

6. TAKEOVERS CODE CONSEQUENCES

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

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholders are interested in 10% or more of the Shares then in issue:

Name	Number of Shares and underlying Shares	Approximate percentage holdings <i>(Note)</i>
Liu Xuefeng	517,589,428	19.43%
Chen Pu	332,000,000	12.46%

Note: Based on a total of 2,663,775,671 Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interest of the above Shareholders in the Shares would increase to:

Name	Approximate percentage holdings
Liu Xuefeng	21.59%
Chen Pu	13.85%

On the basis of 2,663,775,671 Shares in issue (assuming the Company does not have any treasury shares) and the current shareholdings of the above Shareholders as at the Latest Practicable Date, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase made under the Repurchase Mandate. The Board will endeavour to ensure that the exercise of the Repurchase Mandate will not result in the number of Shares (assuming the Company does not have any treasury shares) held by the public being reduced to less than 25%, being the minimum prescribed public float requirement under the GEM Listing Rules, as prescribed by the GEM Listing Rules.

7. 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.

8. CONNECTED PERSON

No core connected person has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The monthly 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.175	0.082
May	0.177	0.126
June	0.070	0.050
July	0.070	0.050
August	0.070	0.050
September	0.065	0.048
October	0.062	0.045
November	0.060	0.042
December	0.058	0.040
2026		
January	0.055	0.038
February	0.066	0.033
March	0.071	0.040
April	0.071	0.039

The following are the particulars of the Directors (as required by the GEM Listing Rules) proposed to be re-elected or appointed at the AGM:

MR. XIONG GUORUI

Mr. Xiong Guorui (“**Mr. Xiong**”), aged 38, joined the Group on 26 January 2026. Mr. Xiong has over 10 years of extensive experience in securities affairs, investor relations, market value management, and capital operations across A-shares, Hong Kong stocks, and US stocks. Mr. Xiong served as the senior investor relations manager of 僑銀城市管理股份有限公司 (QiaoYin City Management Co., Ltd.*) (002973.SZ) from June 2025 to November 2025, a company principally engaged in urban management services in the People’s Republic of China. Mr. Xiong previously served as the securities affairs representative of 能科科技股份有限公司 (Nancal Technology Co., Ltd.*) (603859.SH), a company focused on technology solutions; as a US stock investor relations analyst at the Beijing representative office of Christensen Advisory; and as a business manager in the strategic investment department of HNA Group entities.

Mr. Xiong holds board secretary qualification certificates from the Shanghai Stock Exchange and Shenzhen Stock Exchange and has obtained a Master of Science in International Strategic Marketing from the University of Glasgow in 2015, a Master of Public Administration from Southwest Jiaotong University in 2014, and a Bachelor of Arts in English from Chongqing Three Gorges College in 2011.

Mr. Xiong has entered into a service contract with the Company for a term of two years commencing from 26 January 2026 and renewable automatically for successive terms of one year unless terminated by either party giving three month’s prior written notice. Mr. Xiong is entitled to a director’s fee of HK\$50,000 per month, which was determined with reference to his background, qualifications, experience, duties and responsibilities in the Group and the prevailing market conditions. He may also be entitled to a discretionary bonus as determined by the Board (or upon the recommendation of the remuneration committee of the Company) based on the Company’s performance and his individual contributions. His emoluments will be reviewed annually by the Board and the Remuneration Committee.

As at the Latest Practicable Date, Mr. Xiong (i) has not held any other directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors or senior management of the Group or substantial or controlling shareholders of the Company; (iii) does not hold any other position in the Company or any member of the Group, nor any other major appointments or professional qualifications; and (iv) does not have, and is not deemed to have, any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Xiong that need to be brought to the attention of the Shareholders or any information in relation to Mr. Xiong which is required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MR. YE CHAO

Mr. Ye Chao (“**Mr. Ye**”), aged 38, joined the Group on 3 December 2025. Mr. Ye has over 17 years of extensive entrepreneurial and management experience across multiple industries, including health management, mining and new energy materials. Mr. Ye is currently the chairman of 四川恒冠天宇泓健康管理有限公司 (Sichuan Hengguan Tianyu Hong Health Management Co., Ltd.*), a company principally engaged in health management in the People’s Republic of China. Mr. Ye previously co-founded 湖南擎華實業有限公司 (Hunan Qinghua Industrial Co., Ltd.*), a mining company focused on fluorite resources and new energy materials. Mr. Ye has also founded and operated businesses in the catering sector. Mr. Ye graduated from 四川工商職業技術學院 (Sichuan Technology and Business College*) in 2009 with a diploma in Marketing.

Mr. Ye has entered into an appointment letter with the Company for a term of two years commencing from 3 December 2025 and renewable automatically for successive terms of one year unless terminated by either party giving one month’s prior written notice. Mr. Ye is entitled to a director’s fee of HK\$10,000 per month, which was determined with reference to his background, qualifications, experience, duties and responsibilities in the Group and the prevailing market conditions. His emoluments will be reviewed annually by the Board and the Remuneration Committee.

As at the Latest Practicable Date, Mr. Ye (i) has not held any other directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors or senior management of the Group or substantial or controlling shareholders of the Company; (iii) does not hold any other position in the Company or any member of the Group, nor any other major appointments or professional qualifications; and (iv) does not have, and is not deemed to have, any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Ye that need to be brought to the attention of the Shareholders or any information in relation to Mr. Ye which is required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MR. WONG CHUN KWOK

Mr. Wong Chun Kwok (“**Mr. Wong**”), aged 44, joined the Group on 15 April 2026. Mr. Wong has over 20 years of experience in accounting and finance. He has served as an independent non-executive director of Universe Printshop Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 8448) since July 2022 and has been re-designated to an executive director since October 2025. Mr. Wong has been an independent director of Datasea Inc. (NASDAQ: DTSS) since December 2018 and an independent director of Neo-Concept International Group Holdings Limited (NASDAQ: NCI) since March 2026, respectively. He was the chief financial officer of Huisen Shares Group Limited, the shares of which are listed on the Stock Exchange (stock code: 2127), from October 2021 to June 2024. He served as the financial controller from February 2017 to January 2018, and the chief financial officer from January 2018 to August 2020 of Fitness World (Group) Limited. He was a senior associate in the assurance practice of PricewaterhouseCoopers Limited (PwC) from January 2016 to January 2017. He worked at Moore Stephens Associates Limited (Hong Kong) as an audit senior associate from October 2010 to December 2015. Mr. Wong also worked at KLC CPA Limited from October 2005 to August 2010, with his last position being a supervisor. Mr. Wong obtained his Bachelor of Commerce degree in Accounting from Macquarie University, Australia, in 2005. He is also a fellow member of the Association of Chartered Certified Accountants and an affiliate member of The Society of Chinese Accountants and Auditors.

Mr. Wong has given his written annual confirmation independence to the Company and the Nomination Committee had assessed and reviewed it based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. He does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. The Board is also not aware of any circumstance that might influence Mr. Wong in exercising independent judgment, and is satisfied that he has the required character, integrity, independence and experience to fulfill the role of an independent non-executive Director and he will be able to maintain an independent view of the Group’s affairs. The Board considers him to be independent. The Board is of the view that Mr. Wong is beneficial to the Board with diversity of his comprehensive experience and knowledge that contributes to invaluable expertise, continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company. The Board believes that he will continue to contribute effectively to the Board.

Mr. Wong has entered into an appointment letter with the Company for a term of two years commencing from 15 April 2026 and renewable automatically for successive terms of one year unless terminated by either party giving one month's prior written notice. Mr. Wong is entitled to a director's fee of HK\$12,000 per month, which was determined with reference to his background, qualifications, experience, duties and responsibilities in the Group and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed above, Mr. Wong (i) has not held any other directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors or senior management of the Group or substantial or controlling shareholders of the Company; (iii) does not hold any other position in the Company or any member of the Group, nor any other major appointments or professional qualifications; and (iv) does not have, and is not deemed to have, any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders or any information in relation to Mr. Wong which is required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The details of the new Directors proposed to be appointed at the AGM are set out below:

MR. CHU HO KAN

Mr. Chu Ho Kan (“**Mr. Chu**”), aged 32, has over 8 years of experience in the corporate finance industry. He is a licensed person registered under the SFO to conduct Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities since December 2024, and a Certified Environmental, Social and Governance Analyst (CESGA) accredited by The European Federation of Financial Analysts Societies. He has served as the deputy regional head, East Asia at JADEIT Limited, and a licensed representative of XHK Limited (“**Exante**”), a corporation licensed to carry out Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) under the SFO since February 2026 and was the area head of Greater China and a senior relationship manager of Exante from July 2025 to February 2026 and from November 2025 to July 2025, respectively. He was (i) a licensed representative of Ample Capital Limited, a licensed corporation registered to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulative activities under the SFO, from April 2018 to October 2024; and (ii) a licensed representative of Lego Corporate Finance Limited, a licensed corporation registered under the SFO to carry out Type 6 (advising on corporate finance) regulative activity under the SFO, from February 2016 to August 2017. Mr. Chu obtained his Bachelor of Business Administration in Economics and Management and a Master of Business Administration from The Hong Kong University of Science and Technology in November 2015 and October 2023, respectively. Mr. Chu is currently pursuing a Doctor of Philosophy in Management from Shanghai University of Finance and Economics.

Subject to the Shareholders’ approval at the AGM, Mr. Chu will enter into an appointment letter with the Company for a term of two years and renewable automatically for successive terms of one year unless terminated by either party giving one month’s prior written notice. Pursuant to the appointment letter to be entered into, Mr. Chu shall be entitled to a director’s fee of HK\$12,000 per month, which was determined with reference to his background, qualifications, experience, duties and responsibilities in the Group and the prevailing market conditions. His emoluments will be reviewed annually by the Board and the Remuneration Committee.

As at the Latest Practicable Date, save as disclosed above, Mr. Chu (i) has not held any other directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors or senior management of the Group or substantial or controlling shareholders of the Company; (iii) does not hold any other position in the Company or any member of the Group, nor any other major appointments or professional qualifications; and (iv) does not have, and is not deemed to have, any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Chu has confirmed (a) his independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (b) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Chu that need to be brought to the attention of the Shareholders or any information in relation to Mr. Chu which is required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MS. QIN JING

Ms. Qin Jing (“**Ms. Qin**”), aged 45, has over 15 years of experience in capital market advisory, investment consulting, and corporate financing. From July 2024 to February 2026, Ms. Qin served as the general office manager at Haiqiao Think Tank (Xiamen) Cultural Development Co., Ltd* (海橋智庫(廈門)文化發展有限公司), where she coordinated U.S. IPO services, sourced and evaluated overseas listing projects and participated in capital planning and execution for more than 20 prospective issuers. From May 2014 to May 2022, Ms. Qin worked at Shenwan Hongyuan Securities Co., Ltd. as account manager, where she participated in the listing of National Equities Exchange and Quotations enterprises, and investment and financing for local state-owned enterprises and listed companies.

Ms. Qin obtained her bachelor’s degree in Electronic Information Engineering from Guangxi University in June 2003.

Subject to the Shareholders' approval at the AGM, Ms. Qin will enter into an appointment letter with the Company for a term of two years and renewable automatically for successive terms of one year unless terminated by either party giving one month's prior written notice. Pursuant to the appointment letter to be entered into, Ms. Qin shall be entitled to a director's fee of HK\$12,000 per month, which was determined with reference to her background, qualifications, experience, duties and responsibilities in the Group and the prevailing market conditions. Her emoluments will be reviewed annually by the Board and the Remuneration Committee.

As at the Latest Practicable Date, save as disclosed above, Ms. Qin (i) has not held any other directorships in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other directors or senior management of the Group or substantial or controlling shareholders of the Company; (iii) does not hold any other position in the Company or any member of the Group, nor any other major appointments or professional qualifications; and (iv) does not have, and is not deemed to have, any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Ms. Qin has confirmed (a) her independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the GEM Listing Rules; (b) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Qin that need to be brought to the attention of the Shareholders or any information in relation to Ms. Qin which is required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



QINGHUA
擎華控股

Qing Hua Holding Group Company Limited
擎華控股集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8082)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“**AGM**”) of Qing Hua Holding Group Company Limited (the “**Company**”) will be held at 15th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2025.
2. (A) Each as a separate resolution, to re-elect the following retiring Directors and to appoint the following Directors:
 - (a) To re-elect Mr. Xiong Guorui as an executive Director.
 - (b) To re-elect Mr. Ye Chao as a non-executive Director.
 - (c) To re-elect Mr. Wong Chun Kwok as an independent non-executive Director.
 - (d) To appoint Mr. Chu Ho Kan as an independent non-executive Director.
 - (e) To appoint Ms. Qin Jing as an independent non-executive Director.
- (B) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint Zhonghui Anda CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (otherwise than by way of rights issue or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the bye-laws of the Company from time to time) unissued shares of the Company (the “**Shares**”) and/or to resell or transfer treasury shares of the Company (if permitted under the GEM Listing Rules) and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors together with the treasury shares of the Company to be resold or transferred by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

NOTICE OF ANNUAL GENERAL MEETING

- (i) 20% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued together with the treasury shares which may be resold or transferred (if permitted under the GEM Listing Rules) pursuant to this resolution as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to limit approved by resolution no. 5),

and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing 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 by the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) any other applicable laws of Bermuda or the Bye-laws of the Company to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting for the revocation, renewal or variation of the authority given by this resolution.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares in the Company, or offer, issue or grant of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares in the Company 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 to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).

“**treasury shares**” has the same meaning as defined in the GEM Listing Rules.”

5. As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase ordinary shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise subject to and in accordance with all applicable laws and requirements of the Securities and Futures Commission, the Stock Exchange or any other stock exchanges, the Companies Act, the by-laws of the Company and/or all other applicable laws in this regard, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which is authorized to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the Shares in issue (excluding treasury shares) as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of passing 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 by any other applicable law or the Bye-laws of the Company to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting for the revocation or variation of the authority given by this resolution.

“**treasury shares**” has the same meaning as defined in the GEM Listing Rules.”

6. As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions nos. 4 and 5 as set out in the notice convening this meeting duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or deal with Shares and to resell or transfer the treasury shares (if permitted under the GEM Listing Rules) pursuant to resolution no. 4 as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with together with the treasury shares which may be resold or transferred (if permitted under the GEM Listing Rules) by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 as set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution.”

By order of the Board
Qing Hua Holding Group Company Limited
Xiong Guorui
Executive Director

Hong Kong, 6 May 2026

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business:

17th Floor, Fun Tower
35 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

1. Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised 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.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

NOTICE OF ANNUAL GENERAL MEETING

5. An explanatory statement regarding the proposal of granting the general mandate to repurchase the Company's own shares will be despatched to the members of the Company together with this notice.
6. For the purpose of determining shareholders' entitlement to attend and vote at the annual general meeting, 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 transfer of Shares will be registered. In order to qualify for attending at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration 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 not later than 4:30 p.m. on Friday, 22 May 2026 (Hong Kong time). The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is Friday, 29 May 2026.
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force or "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.8082.com.hk) and to notify shareholders of the date, time and place of the adjourned meeting.

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

8. In case of discrepancy between the English version and the Chinese version of the notice of the AGM, the English version shall prevail.