THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 **China Shuifa Singyes New Materials Holdings Limited** (the "**Company**"), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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

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

China Shuifa Singyes New Materials Holdings Limited
中國水發興業新材料控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8073)

(1) PROPOSED GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") of the Company to be held at 23/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 30 June 2026, at 3:30 p.m. is set out on pages 15 to 19 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so desire.

This circular will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at http://www.syeamt.com.

5 June 2026

Characteristics of GEM of the Stock Exchange

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

"AGM"	the annual general meeting of the Company to be convened and held at 23/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 30 June 2026, at 3:30 p.m., the notice of which is set out on pages 15 to 19 of this circular
"AGM Notice"	the notice convening the AGM as set out on pages 15 to 19 of this circular
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company as amended from time to time
"close associate(s)"	has the same meaning ascribed to it under the GEM Listing Rules
"Company"	China Shuifa Singyes New Materials Holdings Limited (中國水發興業新材料控股有限公司), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM (stock code: 8073)
"core connected person(s)"	has the same meaning ascribed to it under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all power of the Company to allot, issue and otherwise deal with new Shares (including any sale and transfer of treasury shares) not exceeding 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the ordinary resolution in relation thereof
"Latest Practicable Date"	1 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

"PRC"	the People's Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region for the purpose of this circular
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the ordinary resolution in relation thereof
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
"Share(s)"	ordinary share(s) of US$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the same meaning ascribed to it under the GEM Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs
"treasury shares"	has the same meaning ascribed to it under the GEM Listing Rules
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"US$"	United States dollar, the lawful currency of the United States of America
"%"	per cent

China Shuifa Singyes New Materials Holdings Limited
中國水發興業新材料控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8073)

Executive Directors:
Mr. Du Peng *(Chairman)*
Mr. Zhang Chao
Mr. Liu Yong

Non-executive Director:
Mr. Zhou Qing

Independent non-executive Directors:
Ms. Pan Jianli
Mr. Zhang Yumo
Dr. Li Ling

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Unit 3108, 31/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

5 June 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE; (2) RE-ELECTION OF RETIRING DIRECTORS; (3) RE-APPOINTMENT OF AUDITORS; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the annual general meeting of the Company held on 30 June 2025, resolutions were passed by the then Shareholders granting the general and unconditional mandates to the Directors to exercise the powers of the Company to:

(a) allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares;

(b) repurchase Shares not exceeding 10% of the total number of issued Shares; and

(c) add to the general mandate to issue Shares the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in paragraph (b) above.

The above general mandates will expire at the conclusion of the AGM.

Pursuant to bye-law 84 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, and a retiring Director shall be eligible for re-election. Pursuant to bye-law 83(2) of the Bye-laws, any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting.

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval:

(i) the granting to the Directors of the Issue Mandate and the extension of the Issue Mandate by adding thereto the number of Shares repurchased under the Repurchase Mandate;

(ii) the granting to the Directors of the Repurchase Mandate;

(iii) the re-election of retiring Directors; and

(iv) the re-appointment of the auditors of the Company.

PROPOSED ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares) not exceeding 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the AGM. In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with new Shares only during the period ending on 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 Bye-laws or any applicable laws to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 520,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further new Shares will be issued or allotted or repurchased by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 104,000,000 Shares, representing 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the ordinary resolution in relation thereof, being issued by the Company during the Relevant Period.

PROPOSED REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the AGM. The Repurchase Mandate allows the Company to make purchases of Shares only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 520,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 52,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the ordinary resolution in relation thereof.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with bye-law 84(1) 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. Bye-law 84(2) of the Bye-laws further provides that a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in the office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Bye-law 83(2) of the Bye-laws sets out that the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill a casual vacancy on the Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

In accordance with bye-laws 83(2) and 84 of the Bye-laws, Mr. Liu Yong, Dr. Li Ling and Mr. Zhang Chao will retire from their office as Directors and, being eligible, offer themselves for re-election as Directors at the AGM.

Biographical details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

Save as disclosed above and in Appendix II in relation to the Directors, there are no other matters that need to be brought to the attention of the Shareholders regarding their re-election.

The nomination committee of the Board (the "**Nomination Committee**") has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's policy for the nomination of Directors, the Company's corporate strategy, and the independence of independent non-executive Directors. The Nomination Committee has recommended to the Board the proposal for re-election of Mr. Liu Yong, Dr. Li Ling and Mr. Zhang Chao at the AGM.

Dr. Li Ling has confirmed that she (i) meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) does not have any financial or other interest in the business of the Group, nor is connected with any core connected person of the Company, either currently or historically; and (iii) there are no other factors that may affect her independence at the time of her re-election.

Recommendation to the Board for the proposed re-election of Dr. Li Ling as independent non-executive Director was made by the Nomination Committee, after having reviewed her suitability with reference to the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee has taken into account her respective time commitment, attributes (details as set out in her biography in Appendix II to this circular) enhancing the Board's diversity as set out in the Board Diversity Policy adopted by the Company, and her past record of involvement and participation in the affairs of the Company.

The Board, having considered the recommendation of the Nomination Committee, is of the view Dr. Li Ling continues to be independent and her professional knowledge and experience continue to contribute to the diversity of the Board.

RE-APPOINTMENT OF AUDITORS

Rongcheng (Hong Kong) CPA Limited will retire as the auditors of the Company at the AGM, and being eligible, have offered themselves for re-appointment.

The Board proposes to re-appoint Rongcheng (Hong Kong) CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix their remuneration for the year ending 31 December 2026.

As at the Latest Practicable Date, the Company was still in preliminary discussion with Rongcheng (Hong Kong) CPA Limited on the audit fee and details of the audit services (e.g. audit scope, timetable and resources required) relating to the year ending 31 December 2026. After finalisation, the Company will disclose such details as and when appropriate (for example, in the coming half year or full year report of the Company).

AGM

A notice convening the AGM to be held at 23/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 30 June 2026, at 3:30 p.m. is set out on pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the granting of the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the re-election of retiring Directors; and (iii) the re-appointment of the auditors of the Company.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Announcement will be made by the Company after the AGM on the poll results of the AGM.

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

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive), during which period the registration of transfer of Shares will be suspended. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM will be on Tuesday, 30 June 2026. In order to be entitled to attend the AGM, all duly completed transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.

RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate; (ii) the re-election of retiring Directors; and (iii) the re-appointment of the auditors of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM and as set out in the AGM Notice.

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.

Yours faithfully,
For and on behalf of
China Shuifa Singyes New Materials Holdings Limited
Du Peng
Chairman

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to the GEM Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 520,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued and allotted or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 52,000,000 Shares, representing 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the AGM.

2. SOURCE OF FUNDS

The laws of Bermuda provides that a share repurchase may only be paid out of either the capital paid up on the repurchased Shares or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on the repurchase over the par value of the Shares to be repurchased may only be paid out of either the funds of the Company otherwise available for dividend or distributions or out of the Company's share premium account before the Shares are repurchased.

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of Bermuda and/or any other applicable laws, the Bye-laws and the GEM Listing Rules for such purpose.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase of the Company Shares will benefit the Company and the Shareholders as a whole.

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company intends to (i) cancel the repurchased Shares and/or (ii) hold such Shares as treasury shares following settlement of such repurchase, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

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

4. SHARE PRICES

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

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
June	0.290	0.233
July	0.233	0.140
August	0.300	0.174
September	0.295	0.220
October	0.275	0.221
November	0.295	0.250
December	0.280	0.209
2026		
January	0.240	0.178
February	0.222	0.200
March	0.420	0.070
April	0.360	0.210
May	0.405	0.265
June (up to the Latest Practicable Date)	0.395	0.350

5. UNDERTAKING

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the applicable laws of Bermuda and the Bye-laws. The Company confirms that neither this explanatory statement nor the proposed share repurchase pursuant to the Repurchase Mandate has any unusual features.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined under the Takeovers Code), depending on the level of increase of the Shareholder's interest, 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, to be best knowledge, information and belief of the Company, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of Shareholders	Capacity/Nature of Interest	Number of Shares held	Approximate percentage of total issued Shares	
			Latest Practicable Date	If the Repurchase Mandate is exercised in full
China Shuifa Singyes Energy Holdings Limited ("**Shuifa Singyes**")	Beneficial owner	324,324,325	62.37%	69.30%
Water Development (HK) Holdings Co Limited ("**Water Development (HK)**")	Interest in a controlled corporation *(Note 1)*	324,324,325	62.37%	69.30%
Shuifa Group Co., Ltd.* (水發集團有限公司, "**Shuifa Group**")	Interest in a controlled corporation *(Note 1)*	324,324,325	62.37%	69.30%
AMATA Limited	Beneficial owner	40,000,000	7.69%	8.55%
Mr. Luo Jingxi	Interest in a controlled corporation *(Note 2)*	40,000,000	7.69%	8.55%
Kunlun Holdings Group Limited	Beneficial owner	26,021,206	5.00%	5.56%

Note:

1. Water Development (HK) is the legal and beneficial owner of 1,687,008,585 shares of Shuifa Singyes and has a security interest in 180,755,472 shares of Shuifa Singyes, representing approximately 66.92% and 7.17% of the issued share capital in Shuifa Singyes respectively. Water Development (HK) is beneficially and wholly-owned by Shuifa Group. As such, each of Water Development (HK) and Shuifa Group is deemed to be interested in the Shares in which Shuifa Singyes is interested under Part XV of the SFO.

2. AMATA Limited is legally and beneficially owned by Mr. Luo Jingxi, Mr. Hua Jianjun, Mr. Zhong Qibo and Mr. He Qiangmin as to 39%, 27%, 20% and 14% respectively. Mr. Luo Jingxi is deemed to be interested in the Shares held by AMATA Limited under Part XV of the SFO.

Based on the shareholding of the substantial shareholders set out above, in the event that the Directors exercise the power to repurchase Shares under the Repurchase Mandate to be proposed at the AGM in full, and assuming there is no change in the issued share capital of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate, to the extent of repurchasing 52,000,000 Shares, the increase the interest in the Company of each of any Shareholder or group of Shareholders would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors would not exercise the Repurchase Mandate in whole or in part to the extent as may result in the number of the issued Shares in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the GEM Listing Rules.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates, had any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders and is exercised.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be any material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate were to be carried out in full during the Relevant Period.

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 of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

Details of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to bye-laws 83(2) and 84 of Bye-laws are set forth below:

EXECUTIVE DIRECTOR

Mr. ZHANG Chao (**張超**), aged 53, was appointed as a Director on 10 March 2016 and was re-designated as an executive Director with effect from 21 July 2017. He is the deputy secretary to the communist party committee, chairman of the trade union, of Shuifa Singyes, a controlling shareholder of the Company and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 750).

Mr. Zhang graduated from Qiqihar Railway Transportation Employee University with a bachelor's degree in July 1995. Mr. Zhang has over 16 years of experience in the curtain wall engineering sector. He was certified as a cost engineer in October 2001, obtained the qualification of a level one architect in January 2006 and obtained the level one architect certificate in December 2007. He has also obtained a patent under his name in relation to smart photovoltaic controller hubs.

Under the service contract entered into between Mr. Zhang and the Company in relation to his service as an executive Director, he was appointed for a term of three years commencing from 23 June 2017. The service contract has been renewed for another three years upon its expiration as recommended by the Nomination Committee and approved by the Board. Under the terms of the service contract, the service contract may be terminated by not less than one month's prior written notice or otherwise served by either party on the other. Mr. Zhang is subject to retirement by rotation as set out in the Bye-laws.

Mr. Zhang has not receive any remuneration from the Company for the year ended 31 December 2025.

Mr. LIU Yong (**劉勇**), aged 54, is accredited as an intermediate accountant in the PRC and has more than 30 years of experience in accounting and financial management.

Mr. Liu was appointed as finance director of the Company and Zhuhai Shuifa Singyes New Materials Technology Co., Ltd.* (珠海水發興業新材料科技有限公司), an indirect wholly-owned subsidiary of the Company, in October 2025. Mr. Liu joined the group of the Company's controlling shareholder, Shuifa Singyes, in July 2002. He served initially as head of accounting of Zhuhai Singyes Green Construction Technology Co., Ltd.* (珠海興業綠色建築科技有限公司), and subsequently acted successively as head of accounting, deputy manager and deputy general manager of the financial management department of Shuifa Singyes.

Mr. Liu has been awarded a graduation certificate for passing the Self-Taught Higher Education Examinations with a financial accounting and audit major.

Mr. Liu has entered into a service agreement with the Company for a term of three years, which shall continue for successive period(s) unless terminated by either party giving one month's prior notice to the other party. He is subject to retirement by rotation and re-election at the annual general meeting(s) of the Company in accordance with the Bye-laws and as required under the GEM Listing Rules. Pursuant to the Bye-laws, Mr. Liu is subject to re-election at the first annual general meeting held by the Company after his appointment. Mr. Liu will not receive any remuneration from the Company pursuant to his service agreement or otherwise.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. LI Ling (李玲), aged 66, has been appointed an independent non-executive Director with effect from 21 July 2017. She is currently also a member of the Remuneration Committee, Audit Committee, and Nomination Committee of the Company.

Dr. Li graduated from Qiqihar Institute of Light Industry with a bachelor degree in synthetic fibre in July 1983. She then graduated from Dalian University of Technology with a master degree in engineering in July 1990. She later graduated from South China University of Technology with a doctoral degree in high molecular material in July 1998.

From 1983 to 1987, she worked as a technician in a chemical research institute in Jixi City in Heilongjiang. From 1990 to 1992, she worked as a lecturer at Qiqihar Institute of Light Industry. From 1992 to 1995, she worked as an engineer in the Zhongshan branch of China Academy of Science & Technology Development. From 1998 to 2002, she was an associate research fellow in biomedical engineering research institute at Jinan University. From 2002 to the Latest Practicable Date, she has been a professor and researcher in the college of science and engineering at Jinan University. She has rich experience in the field of material research, and has obtained eight technology patents under her name and written four nanotechnology books.

Under the letter of appointment of Dr. Li in relation to her service as an independent non-executive Director, she was appointed for a term of three years from 21 July 2017. The appointment letter has been renewed for another three years upon its expiration as recommended by the Nomination Committee and approved by the Board. Under the terms of the letter of appointment, the appointment may be terminated by not less than two months' prior written notice or otherwise served by either party on the other. Dr. Li is subject to retirement by rotation as set out in the Bye-laws. The annual director's fee payable by the Company to Dr. Li is an aggregate amount of RMB60,000, which was determined by the Board at the recommendation of the Remuneration Committee of the Board with reference to her qualifications and experience, duties and responsibilities within the Company, the remuneration policies of the Company and prevailing market conditions.

As at the Latest Practicable Date and save as disclosed above, each of the above Directors proposed for re-election at the AGM (i) did not hold any positions within the Company and other members of the Group; (ii) did not hold any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong and/or overseas in the last three years; (iii) does not hold other major appointments and professional qualifications; (iv) did not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (v) did not have any interests in the Shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other matters relating to the re-election of each of the above Directors that is needed to be brought to the attention of the Shareholders or the Stock Exchange and there is no other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

China Shuifa Singyes New Materials Holdings Limited
中國水發興業新材料控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8073)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of China Shuifa Singyes New Materials Holdings Limited (the "**Company**") will be held at 23/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Tuesday, 30 June 2026, at 3:30 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Directors**") and the auditors of the Company for the year ended 31 December 2025;

2. To re-appoint Rongcheng (Hong Kong) CPA Limited as the auditors of the Company and to authorise the board of Directors (the "**Board**") to fix their remuneration;

3. (a) To re-elect Mr. Zhang Chao as an executive Director;

   (b) To re-elect Mr. Liu Yong as an executive Director;

   (c) To re-elect Dr. Li Ling as an independent non-executive Director;

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

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

4. "**THAT**:

   (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the GEM (the "**GEM Listing Rules**") 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 additional shares of US$0.01 (the "**Share**") each in the share capital of the Company or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company (including any sale or transfer of treasury shares) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the capital of the Company) during or after the end of the Relevant Period;

(c) the number of shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise, and including any sale or transfer of treasury shares) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company 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 and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part a dividend pursuant to the bye-laws of the Company (the "**Bye-laws**") from time to time; or (iv) an 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 of the Company, shall not exceed 20% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda; or

(iii) the date upon which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the "**Shareholders**") in a general meeting of the Company.

"**Rights Issue**" means an offer of shares of the Company open for a period fixed by the Company or the Directors to the Shareholders whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

5. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda; or

(iii) the date upon which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company."

6. "**THAT** conditional upon the passing of resolutions nos. 4 and 5 as set out in this notice convening the AGM of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution no. 4 as set out in this notice convening the AGM of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 as set out in this notice convening the AGM of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution."

By order of the Board
China Shuifa Singyes New Materials Holdings Limited
Du Peng
Chairman

Hong Kong, 5 June 2026

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies 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. A proxy need not be a member of the Company.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.

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

4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

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

6. In relation to resolution No. 3, Mr. Liu Yong, Mr. Zhang Chao and Dr. Li Ling will retire from office as Directors at the AGM in accordance with the Bye-laws and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to the circular of which this notice of AGM forms part (the "**Circular**").

7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 above is set out in Appendix I to the Circular.

8. The register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both days inclusive), during which period the registration of transfer of Shares will be suspended. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM will be on Tuesday, 30 June 2026. In order to be entitled to the attendance of the AGM, all duly completed transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.

9. A form of proxy for use by shareholders at the AGM is enclosed.

10. **BAD WEATHER ARRANGEMENTS**

If Typhoon Signal No. 8 or above is or is expected to be hoisted or a Black Rainstorm Warning Signal or "extreme conditions" after super typhoons or other adverse weather conditions announced by the HKSAR Government is or is expected to be in force at any time after 12:00 noon on the day of the meeting, then the meeting will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice to be posted on the Company's website and the website of the Stock Exchange.

If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal or "extreme conditions" after super typhoons or other adverse weather conditions announced by the HKSAR Government is cancelled at or before 12:00 noon on the day of the meeting and, where conditions permit, the meeting will be held as scheduled.

The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should carefully consider the risk of physical attendance at the meeting under bad weather conditions having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.

As at the date of this notice, the executive Directors of the Company are Mr. Du Peng (Chairman), Mr. Zhang Chao and Mr. Liu Yong; the non-executive Director of the Company is Mr. Zhou Qing; and the independent non-executive Directors of the Company are Ms. Pan Jianli, Mr. Zhang Yumo and Dr. Li Ling.

This notice, for which the Directors collectively and individually accept full responsibility, includes particular 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 enquires, 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 Company Announcements" page of the Stock Exchange website (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.syeamt.com).