**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 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 Hongguang 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, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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# China Hongguang Holdings Limited
# 中國宏光控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8646)**

## PROPOSALS FOR GRANT OF ISSUING MANDATE AND REPURCHASE MANDATE, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the annual general meeting ("**AGM**") of the Company to be held at Main Meeting Room of Jieyang Hongguang Coated Glass Co., Ltd., Eastside of Middle of Rongchi Road Xianqiao, Rongcheng District, Jieyang City, Guangdong Province, the PRC on Tuesday, 30 June 2026 at 3:00 p.m. is set out on pages 17 to 21 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 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 on the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This circular will also be published on the website of the Company at www.hongguang.hk.*

5 June 2026

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

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

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*In this circular, unless otherwise defined or 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 Main Meeting Room of Jieyang Hongguang Coated Glass Co., Ltd., Eastside of Middle of Rongchi Road Xianqiao, Rongcheng District, Jieyang City, Guangdong Province, the PRC on Tuesday, 30 June 2026 at 3:00 p.m., notice of which is set out on pages 17 to 21 of this circular |
| "AGM Notice" | the notice convening the AGM set out on pages 17 to 21 of this circular |
| "Articles of Association" | the amended articles of association of the Company adopted by way of special resolution at the AGM held on 30 June 2023 |
| "Board" | the board of Directors |
| "CCASS" | the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited |
| "close associate(s)" | has the same meaning ascribed to it under the GEM Listing Rules |
| "Companies Act" | the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands |
| "Company" | China Hongguang Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange |
| "Controlling Shareholder(s)" | has the same meaning ascribed to it under the GEM Listing Rules and unless the context requires otherwise, refers to Mr. WEI Jiakun, Ms. LIN Weishan, Ms. LIU Rong, Wei Family Limited and Ming Liang Global Limited |
| "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 of the Stock Exchange |
| "GEM Listing Rules" | the Rules Governing the Listing of Securities on GEM as amended, supplemented and modified from time to time |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Issuing Mandate" | a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or deal with Shares (including any sale or transfer of treasury shares out of treasury) of not exceeding 20% of the aggregate number of issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution at the AGM |
| "Latest Practicable Date" | 5 June 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained herein |
| "Listing Date" | 13 January 2020, being the date of listing of the Shares on GEM |
| "PRC" | the People's Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan |
| "Repurchase Mandate" | a general unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to of not exceeding 10% of the aggregate number of issued Shares (excluding any treasury shares) at the date of passing of the relevant resolution at the AGM |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and modified from time to time |
| "Share(s)" | share(s) of nominal value of HK$0.01 each in the share capital of the Company |

| | |
|---|---|
| "Shareholder(s)" | the holder(s) of Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Code on Takeovers and Mergers and Share Buy-backs |
| "treasury shares" | has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024, as amended and supplemented from time to time |
| "%" | per cent |



**China Hongguang Holdings Limited**
**中國宏光控股有限公司**
*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 8646)**

*Executive Directors:*
Mr. WEI Jiakun *(Chief Executive Officer)*
Ms. LIN Weishan *(Chairwoman)*
Ms. LI Wanna

*Independent Non-executive Directors:*
Ms. MAO Shue
Mr. JIA Xiaogang
Mr. WU Yong

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

*Head Office and Principal Place of Business in the PRC:*
Eastside of Middle of Rongchi Road
Xianqiao, Rongcheng, Jieyang
Guangdong, the PRC

*Principal Place of Business in Hong Kong:*
Room 1202, 1204–06
12th Floor
The Chinese Bank Building
61 Des Voeux Road
Central, Hong Kong

5 June 2026

*To the Shareholders*

Dear Sir/Madam,

# PROPOSALS FOR GRANT OF ISSUING MANDATE AND REPURCHASE MANDATE, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

## INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issuing Mandate and Repurchase Mandate and the extension of the Issuing Mandate by addition thereto the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an

explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) provide you with information about estimated audit fee; and (v) give you notice of the AGM.

## GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders at the annual general meeting of the Company held on 30 June 2025. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a general unconditional mandate to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) of not exceeding 20% of the aggregate number of issued Shares (excluding any treasury shares) as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issuing Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issuing Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

The Issuing Mandate allows the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**").

Subject to the passing of the relevant resolution to approve the Issuing Mandate and on the basis of 782,990,000 issued Shares as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and deal with a maximum of 156,598,000 new Shares (including any sale or transfer of treasury shares out of treasury) under the Issuing Mandate, representing 20% of the aggregate number of issued Shares (excluding any treasury shares) as at the date of the AGM.

## GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders at the annual general meeting of the Company held on 30 June 2025. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general unconditional mandate to repurchase Shares of up to 10% of the aggregate number of issued Shares (excluding any treasury shares) as at the date of the passing of the proposed

resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 782,990,000 issued Shares as at the Latest Practicable Date and 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 78,299,000 Shares under the Repurchase Mandate, representing 10% of the aggregate number of issued Shares as at the date of the AGM.

With effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution item 5 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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 articles 84(1) and 84(2) of the Articles of Association, Mr. WEI Jiakun, and Mr. JIA Xiaogang will retire by rotation and being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company (the "**Nomination Committee**"), having taken into account the factors in the Company's nomination policy and the board diversity policy, with due regard to the diversity perspective on the background, experience and knowledge of Mr. WEI Jiakun and Mr. JIA Xiaogang, was satisfied that the re-election of each of Mr. JIA Xiaogang as an independent non-executive Director and each of Mr. WEI Jiakun as an executive Director would be in the interests of the Company and its Shareholders as a whole. The Nomination Committee is also satisfied that Mr. WEI Jiakun, and Mr. JIA Xiaogang had the required character, integrity and experience to continuously fulfil their roles as executive Director/ independent non-executive Director (as the case may be) effectively. Each of Mr. JIA Xiaogang has confirmed his/her independence in accordance with the GEM Listing Rules.

Each of Mr. WEI Jiakun and Mr. JIA Xiaogang has abstained from voting at the meeting of the Board when each of their own proposed re-election was considered. In view of the above, the Board, having considered the recommendation of the Nomination Committee, has proposed that Mr. WEI Jiakun, and Mr. JIA Xiaogang stand for re-election as Directors at the Annual General Meeting.

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.

**AGM**

A notice convening the AGM to be held at Main Meeting Room of Jieyang Hongguang Coated Glass Co., Ltd., Eastside of Middle of Rongchi Road Xianqiao, Rongcheng District, Jieyang City, Guangdong Province, the PRC on Monday, 30 June 2026 at 3:00 p.m. is set out on pages 17 to 21 of this circular.

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.

A form of proxy for use by Shareholders at 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 and return it to the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for 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 subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

**CLOSURE OF REGISTER OF MEMBERS**

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 Thursday, 25 June 2026 to Tuesday, 30 June 2026 (both dates inclusive) during which period no transfer of Shares will be registered.

In order to qualify for attending at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 24 June 2026.

**RECOMMENDATION**

The Directors consider that the granting of the Issuing Mandate, the Repurchase Mandate, the extension of the Issuing Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

## ESTIMATED AUDIT FEE

The estimated audit fee for the audit services relating to the financial year ending 31 December 2026 ("**FY2026**") agreed with Prism Hong Kong Limited ("**Prism**") is in the range of RMB800,000 to RMB850,000. This range is determined on a fair and reasonable basis after due consideration of the following factors and assumptions discussed between the Company and Prism: (i) the size and structure of the Group; (ii) the nature and complexity of the Group's business; (iii) the proposed audit approach; (iv) the estimated time commitment of the engagement team; (v) the seniority and number of staff to be assigned; (vi) the involvement of a component auditor for PRC bank confirmation procedures; and (vii) the expected timetable for completion of the audit.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Group will provide timely and adequate assistance and information as required for the audit.

## 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.

By Order of the Board
**China Hongguang Holdings Limited**
**LIN Weishan**
*Chairwoman and Executive Director*

*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 Rule 13.08 of the GEM Listing Rules.*

## 1. SHARE CAPITAL

Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 782,990,000 Shares in issue as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 78,299,000 Shares during the Relevant Period.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include the Company not (or procure its broker not to) giving any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS.

## 2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## 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 at the time, lead to an enhancement of the net assets value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and the Shareholders as a whole.

## 4. SHARE PRICES

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

| Month | Share Prices | |
|---|---|---|
| | Highest | Lowest |
| | *HK$* | *HK$* |
| **2025** | | |
| June | 0.310 | 0.242 |
| July | 0.275 | 0.235 |
| August | 0.280 | 0.245 |
| September | 0.265 | 0.219 |
| October | 0.260 | 0.233 |
| November | 0.255 | 0.216 |
| December | 0.207 | 0.182 |
| **2026** | | |
| January | 0.209 | 0.174 |
| February | 0.224 | 0.184 |
| March | 0.295 | 0.190 |
| April | 0.255 | 0.211 |
| May | 0.275 | 0.230 |
| June *(up to the Latest Practicable Date)* | 0.280 | 0.238 |

## 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange 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 and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that the explanatory statement set out in this appendix contains the information required under Rule 13.08 of the GEM Listing Rules and than either the explanatory statement nor the Repurchase Mandate has any unusual features.

## 6. EFFECT OF THE TAKEOVERS CODE

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 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 in 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 and in so far the Directors are aware of, the Controlling Shareholders owned 394,750,000 Shares, representing 50.42% of the issued share capital of the Company. In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders in the Company will be increased to approximately 56.02%. On the basis of the aforesaid increase of shareholding, the Directors are not presently aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

## 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, have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

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 in the event of the Repurchase Mandate is approved by the Shareholders.

## 8. MATERIAL ADVERSE CHANGE

There might be a material adverse impact on the working capital or gearing position of the Company as compared the financial position of the Company as at 31 December 2025 (being the date on which the latest audited accounts of the Company have been made up) in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate to the Company.

## 9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the date of this circular.

## 10. CONFIRMATION OF NO UNUSUAL FEATURE

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

*The following are particulars of the Directors proposed to be re-elected at the AGM:*

**Mr. WEI Jiakun (魏佳坤) ("Mr. Wei")**

Mr. Wei, aged 46, was appointed as a Director of the Group on 25 May 2017. He was redesignated as an Executive Director and appointed as the Chief Executive Officer of the Group on 27 May 2019. Mr. Wei is the spouse of Ms. LIN Weishan, the Chairwoman and an Executive Director of the Group. He is primarily responsible for overseeing the day-to-day operations and overall business strategy and planning of the Group.

After Mr. Wei's graduation from Jiangxi Yuzhou Vocational College of Science and Technology* (江西渝州科技職業學院)(now known as Jiangxi University of Engineering (江西工程學院)) in July 2004 where he completed his tertiary education in business administration, he joined Jieyang Hongguang Coated Glass Co., Ltd. ("Hongguang Glass"), an indirect wholly-owned subsidiary of the Company, in August 2004 as a deputy general manager, and was further promoted as general manager in October 2006. Mr. Wei has approximately 21 years of experience in the glass processing industry.

Mr. Wei's outstanding achievements as an entrepreneur have been recognised throughout the years. In December 2009, Mr. Wei was awarded the "Guangdong Glass Industry Outstanding Entrepreneur"* (廣東玻璃行業優秀企業家) by the Guangdong Glass Association (廣東省玻璃行業協會). In 2013, Mr. Wei was honoured as a "Guangdong Entrepreneur Of Integrity"* (廣東省誠信企業家) and "Guangdong Outstanding Entrepreneur"* (廣東省優秀企業家) by the Guangdong Economist Entrepreneurs Association* (廣東省經濟學家企業家聯誼會) and the Guangdong Entrepreneurs Council* (廣東企業家理事會).

From August 2011 to July 2015, Mr. Wei also served as an executive council member for the Guangdong Glass Association (廣東省玻璃行業協會). From November 2011 to October 2016, Mr. Wei served as a member of the standing committee of the Chinese People's Political Consultative Conference ("**CPPCC**") of the city of Jieyang* (政協廣東省揭陽市榕城區委員會). In December 2016, Mr. Wei was appointed as an executive member of the Guangdong Vacuum Industry Technology Innovation Alliance Council* (廣東省真空產業技術創新聯盟理事會), and a vice president of the executive committee of the Jieyang Federation of Industry and Commerce (General Chamber of Commerce)* (揭陽市工商業聯合會(總商會)). In January 2017, Mr. Wei was appointed as a representative of the sixth session of the People's Congress of the city of Jieyang* (揭陽市第六屆人民代表大會).

Mr. Wei was a supervisor of Dongguan City Hongcheng Glass Company Limited* (東莞市宏成玻璃有限公司) ("**Hongcheng Glass**"), a company established in the PRC with limited liability, when it was dissolved on 11 May 2016 by deregistration. According to Mr. Wei, Hongcheng Glass principally engaged in manufacture and sale of glasses prior to the dissolution. Hongcheng Glass had no outstanding liabilities and had ceased to carry on business when it was dissolved. Mr. Wei was also a director and shareholder of Jieyang City Haoming Glass Company Limited* (揭陽市昊明玻璃有限公司) ("**Haoming Glass**"), a company established in the PRC

with limited liability, when its dissolution was approved by the relevant PRC authority on 9 August 2019. As confirmed by Mr. Wei, although the business scope of Haoming Glass was the production and sales of glass products, it has never commenced any business operation since its establishment in December 2003. Haoming Glass had no outstanding liabilities when it was dissolved. Mr. Wei confirmed that no claims had been made against him and he was not aware of any threatened and potential claims made against him as a result of the dissolution of the above companies.

Mr. Wei does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, Mr. Wei does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Wei has entered into a service contract on 11 December 2019 with the Company for a term of three years commencing from the Listing Date unless terminated by either party by giving at least three months' notice in writing to the other party, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to HK$347,000 as annual remuneration (excluding any discretionary bonus which may be paid). The Remuneration Committee of the Company will review her remuneration and then make recommendation to the Board.

As at the Latest Practicable Date, Mr. Wei had the following interest in the Shares (representing 50.42% of the total number of Shares in issue) within the meaning of Part XV of the SFO:

| **Direct Interests** | **Other Interests** | **Total Number of Shares (Long Position)** |
|---|---|---|
| – | 394,750,000*(Note)* | 394,750,000 |

*Note:* These Shares are held by Ming Liang Global Limited, the entire issued share capital of which is held by Wei Family Limited, which is in turn entirely held by IQ EQ (BVI) Limited, acting as the trustee of The Wei Family Trust. The Wei Family Trust is a discretionary trust established by Ms. Lin, Mr. Wei and Ms. LIU Rong ("**Ms. Liu**", the mother of Mr. Wei) as the settlors and the beneficiaries of The Wei Family Trust include Ms. Lin, Mr. Wei, Ms. Liu and certain family members of Mr. Wei. Each of Ms. Lin, Mr. Wei, Ms. Liu, IQ EQ (BVI) Limited and Wei Family Limited is deemed to be interested in the Shares held by Ming Liang Global Limited by virtue of the SFO.

Save as disclosed above, Mr. Wei was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Wei does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

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

**Mr. JIA Xiaogang (賈小剛) ("Mr. Jia")**

Mr. Jia, aged 69, was appointed as an Independent Non-Executive Director of the Company on 13 January 2020. Mr. Jia is responsible for providing independent advice to the board of directors, and is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Jia completed his tertiary education in Chinese language and literature at Hunan Radio and Television University* (湖南廣播電視大學) in July 1988.

Mr. Jia has extensive experience in the glass processing industry. He was employed at Zhuzhou Glass Factory* (株洲玻璃廠) (now known as Zhuzhou Xinguangming Glass Company Limited* (株洲新光明玻璃有限公司)) from September 1988 to December 1996. He joined the company in September 1988 and assumed various senior positions in the sales department of the company. From January 1997 to November 2008, he was employed by and assumed various senior positions in two other companies in the PRC engaging in glass manufacturing. He established a company called Zhuzhou Xinrun Trading Company Limited* (株洲新潤貿易有限公司) in June 2010 and has been the director and legal representative of the company since then. He was appointed as a deputy director of China Glass Circulation Chamber of Commerce* (中國玻璃流通商會) in January 2016 and is currently serving as a consultant for the Guangdong Glass Circulation Chamber of Commerce* (廣東省玻璃流通商會).

Mr. Jia does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, Mr. Jia does not hold any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Jia has entered into a service contract on 11 December 2019 with the Company for an initial term of one year commencing from the Listing Date and shall continue for an additional term of one year upon expiry of the initial term unless terminated by either party by giving at least three months' notice in writing to the other party, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to HK$120,000 as annual remuneration. The Remuneration Committee of the Company will review his remuneration and then make recommendation to the Board.

As at the Latest Practicable Date, Mr. Jia had no interest in any Shares of the Company or its associated corporations pursuant to Part XV of the SFO. Mr. Jia does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

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

* *denotes the English translation of the name of a Chinese company or vice versa, and is provided for identification purposes only.*



**China Hongguang Holdings Limited**
**中國宏光控股有限公司**
*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 8646)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "**Meeting**") of China Hongguang Holdings Limited (the "**Company**") will be held at Main Meeting Room of Jieyang Hongguang Coated Glass Co., Ltd., Eastside of Middle of Rongchi Road Xianqiao, Rongcheng District, Jieyang City, Guangdong Province, the PRC on Tuesday, 30 June 2026 at 3:00 p.m. to transact the following business:

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

2. (a) To re-elect Mr. WEI Jiakun as an Executive Director.

   (b) To re-elect Mr. JIA Xiaogang as an Independent Non-Executive Director.

3. To authorise the Board of Directors to fix the Directors' remuneration.

4. To re-appoint Prism Hong Kong Limited as the auditors of the Company and to authorise the Board of Directors to fix their remuneration.

5. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debenture convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate number of shares (including any sale or transfer of treasury shares out of treasury) of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any other persons of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the "**Articles of Association**"); or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

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

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

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

"**Rights Issue**" means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer)

on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases 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, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company)."

6. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

"**THAT**:

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

(b) the aggregate number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

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

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

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

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

7. To consider and, if thought fit, pass (with or without amendments), the following resolution as an ordinary resolution:

"**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors (including any sale or transfer of treasury shares out of treasury) pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company at the date of the passing of this resolution."

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

By Order of the Board
**China Hongguang Holdings Limited**
**LIN Weishan**
*Chairwoman and Executive Director*

Hong Kong, 5 June 2026

*Notes:*

1. A member entitled to attend and vote at the meeting 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. A proxy need not be a member of the Company.

2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.

3. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.

4. According to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the annual general meeting will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

5. Where there are joint holders of any share, any one of such joint holders may vote at the meeting either personally or by proxy, in respect such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the votes of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders and, for this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.

6. With regard to ordinary resolutions set out in paragraphs 2, 5 to 7 of this notice, a circular giving details of the re-election of Directors and general mandates to issue and to repurchase shares will be despatched to the shareholders of the Company. Details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular dated 5 June 2026 (the "**Circular**").

7. An explanatory statement containing information regarding ordinary resolution in item 6 of this notice is set out in Appendix I to the Circular.