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 stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in MAN SHING GLOBAL HOLDINGS LIMITED (the "**Company**"), you should at once hand this circular and the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker, registered securities dealer or other agents 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 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.

Man Shing Global Holdings Limited
萬成環球控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8309)

(1) PROPOSALS FOR GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("**AGM**") of the Company to be held at 9/F., No. 33 Des Voeux Road Central, Central, Hong Kong on 14 August 2026 (Friday) at 2:30 p.m. is set out on pages 14 to 17 of this circular.

A form of proxy is enclosed with this circular. If you are unable 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 branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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 of The Stock Exchange of Hong Kong Limited website at www.hkexnews.hk for a minimum period of 7 days from the date of its posting and on the website of the Company at www.manshing.com.hk.

29 June 2026

CHARACTERISTICS OF GEM

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

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 9/F., No. 33 Des Voeux Road Central, Central, Hong Kong on 14 August 2026 (Friday) at 2:30 p.m., the notice of which is set out on pages 14 to 17 of this circular
"AGM Notice"	the notice convening the AGM set out on pages 14 to 17 of this circular
"Articles of Association"	the third amended and restated articles of association of the Company adopted on 9 August 2024 and as amended from time to time
"Board"	the board of Directors
"close associate(s)"	has the same meaning ascribed to it under the GEM Listing Rules
"Company"	Man Shing Global Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
"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 of the Stock Exchange
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with the Shares of up to 20% of the issued share capital of the Company as at the date of AGM as set out in resolution number 5 of the AGM Notice

"Latest Practicable Date"	18 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Date"	13 April 2017, the date on which the Shares were initially listed on GEM
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares up to 10% of the issued share capital of the Company as at the date of AGM, as set out in resolution number 6 in the AGM Notice
"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) with nominal value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
"%"	per cent.

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

Man Shing Global Holdings Limited
萬成環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8309)

Executive Directors:
Mr. Wong Chong Shing
Mr. Wong Man Sing
Mr. Wong Chi Ho
Ms. Wong Ka Man

Independent non-executive Directors:
Mr. Au-Yeung Tin Wah
Mr. Chiu Ka Wai
Mr. Woo Yiu Chung

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Unit 10, 11/F., Trans Asia Centre
18 Kin Hong Street
Kwai Chung, New Territories
Hong Kong

29 June 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSALS FOR GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (2) RE-ELECTION OF DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with: (i) details of the grant of the Issue Mandate and Repurchase Mandate to the Directors and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) an explanatory statement regarding the Repurchase Mandate; (iii) details of the proposed re-election of Directors; (iv) details of the proposed re-appointment of auditors; and (v) notice of the AGM at which resolutions will be proposed for the Shareholders to consider, and if thought fit, approve at the AGM.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its Shareholders at the annual general meeting held on 15 August 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 new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the issued share capital of the Company as at the date of the passing of the proposed relevant resolution.

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

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares 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 applicable 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**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis 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 otherwise deal with a maximum of 120,000,000 new Shares under the Issue Mandate, representing 20% of the issued share capital of the Company as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its Shareholders at the annual general meeting held on 15 August 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 a new general and unconditional mandate to repurchase Shares of up to 10% of the issued share capital of the Company as at the date of the passing of the proposed relevant resolution. The Repurchase Mandate allows the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 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 60,000,000 Shares under the Repurchase Mandate, representing 10% of the issued share capital of the Company as at the date of the AGM.

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 article 16.18 of the Articles of Association, Mr. Wong Chi Ho ("**Mr. C.H. Wong**") and Mr. Chiu Ka Wai ("**Mr. Chiu**") will retire from office as Directors by rotation and being eligible, have offered themselves for re-election as Directors at the AGM. In accordance with article 16.2 of the Articles of Association, Mr. Woo Yiu Chung ("**Mr. Woo**") will retire from office as Director and being eligible, has offered herself for re-election as Director at the AGM.

In nominating the retiring Directors for re-election, the nomination committee (the "**Nomination Committee**") of the Company has considered, amongst other things, the perspectives, skills and experience that each of them could bring to the Board and their respective contribution to the diversity of the Board.

Mr. Chiu is a highly-valued and experienced independent non-executive Director. With his extensive management experience, Mr. Chiu has provided independent judgement on issues of strategy, policy, performance, resources and standard of conduct of the Group.

Mr. Chiu has served on the Board as an independent non-executive Director for more than nine years. Hence, his re-election will be subject to a separate resolution to be approved by the Shareholders pursuant to code provision B.2.3 of the Appendix C1 of the GEM Listing Rules. Mr. Chiu confirmed that he satisfies all the criteria for independence as set out in Rule 5.09 of the GEM Listing Rules. During the years of Mr. Chiu's appointment, he has not been involved in the daily operations of the Company nor in any relationship or circumstances which would affect his independent judgement and he has been able to provide independent and professional views to the Company's affairs. Having considered his confirmation of independence, skills, knowledge and experience, the Board believes that Mr. Chiu will continue to provide independent, balanced and objective view to the affairs of the Company and bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Mr. C.H. Wong, has always offered distinctive guidance and insight to the Board with his in-depth knowledge and understanding of the environmental cleaning industry. Mr. Woo has extensive experience and knowledge in his professional and commercial field. Hence, the broad spectrum of knowledge and expertise that the aforesaid Directors brought to the Board renders each of them to be a valuable member and an active contributor of the Board.

The Nomination Committee has also reviewed and evaluated the independence of Mr. Chiu and Mr. Woo based on the independence guidelines stated in Rule 5.09 of the GEM Listing Rules. Saved as disclosed in this circular, Mr. Chiu and Mr. Woo did not hold any cross-directorships or have significant associations with other Directors through involvements in other companies that could give rise to conflicts of interests in relation to the role of an independent non-executive Director of the Company and which could likely influence his independent judgement. Thus, the Nomination Committee considers that Mr. Chiu and Mr. Woo remains independent.

After evaluating the performance and contribution of the retiring Directors during the last financial year of the Company, the Nomination Committee are of the view that they have demonstrated their respective commitment to their roles and contributions to the Board, and that they would continue to make effective contributions to the Board.

Therefore, the Nomination Committee recommended the re-election of the retiring Directors to the Board. The Board has endorsed the nomination by the Nomination Committee and recommended them to stand for re-election at the AGM.

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.

RE-APPOINTMENT OF AUDITORS

The appointment of Messrs. CCTH CPA Limited as auditors of the Company was approved by its Shareholders at the annual general meeting of the Company held on 15 August 2025. The term for such appointment shall end on the conclusion of the AGM.

Based on the prevailing standards for audit fees in the market and combined with the actual situation of the financial audit work of the Company, the Board submits resolution to the AGM to consider and, if thought fit, to approve the proposed reappointment of Messrs. CCTH CPA Limited as the auditor for a term ending on the conclusion of the annual general meeting of the Company for the year ended 31 March 2027, and to authorize the Board to fix their remuneration. The estimated audit fee payable to Messrs. CCTH CPA Limited for the audit of the Company in Hong Kong for the year ending 31 March 2027 is expected to be in the range from approximately HK$500,000 to approximately HK$580,000. The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Messrs. CCTH CPA Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the professional capabilities of Messrs. CCTH CPA Limited, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit. The final audit fees will be determined based on factors including but not limited to the Group's actual business operations and market conditions.

AGM

A notice convening the AGM to be held at 9/F., No. 33 Des Voeux Road Central, Central, Hong Kong on 14 August 2026 (Friday) at 2:30 p.m. is set out on pages 14 to 17 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 by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. If you are unable to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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 at the AGM or any adjournment thereof (as the case may be) should you so desire.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

For determining the entitlement to attend and vote at the AGM, the record date is 14 August 2026 and the register of members of the Company will be closed from Tuesday, 11 August 2026 to Friday, 14 August 2026, both dates inclusive, during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the forthcoming AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 10 August 2026.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the best 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.

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
Man Shing Global Holdings Limited
Wong Chong Shing
Chairman and Executive Director

This appendix serves as an explanatory statement to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 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 between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 60,000,000 Shares during the Relevant Period, representing 10% of the issued share capital of the Company (excluding treasury shares) as at the date of the AGM.

In the event that the Directors exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate, the Company may choose to cancel the repurchase Shares and/or hold them as treasury Shares having taken into account the then market conditions, capital needs of the Company, and other factors at the material times.

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 repurchase 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 Repurchase Mandate, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders as a whole. 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 repurchase of the Shares will benefit the Company and Shareholders as a whole.

4. SHARE PRICES

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

	Share Price	
	Highest	**Lowest**
	HK$	*HK$*
2025		
June	0.066	0.064
July	0.064	0.057
August	0.060	0.054
September	0.060	0.056
October	0.062	0.060
November	0.062	0.061
December	0.064	0.061
2026		
January	0.065	0.062
February	0.072	0.065
March	0.071	0.067
April	0.068	0.065
May	0.074	0.067
June (up to the Latest Practicable Date)	0.074	0.066

5. EXERCISE OF POWERS

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Company confirms that neither this 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, each of the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full *(Note 1)*
Man Shing Global Limited *(Note 1)*	175,500,000	Beneficial owner	29.25%	32.5%
Mr. Wong Chong Shing *(Note 1, 5)*	369,000,000	Interest of a controlled corporation; Interest in persons acting in concert	61.5%	68.33%
Lik Hang Investment Company Limited *(Note 2)*	175,500,000	Beneficial owner	29.25%	32.5%
Mr. Wong Man Sing *(Note 2, 5)*	369,000,000	Interest of a controlled corporation; Interest in persons acting in concert	61.5%	68.33%
Chun Shing Investment Limited *(Note 3)*	18,000,000	Beneficial owner	3%	3.33%
Mr. Wong Chi Ho *(Note 3, 5)*	369,000,000	Interest of a controlled corporation; Interest in persons acting in concert	61.5%	68.33%
Ms. Wan Wing Ting *(Note 4)*	369,000,000	Interest of spouse	61.5%	68.33%

Notes:

1. Man Shing Global Limited is a company wholly owned by Mr. Wong Chong Shing, our executive Director. Accordingly, Mr. Wong Chong Shing is deemed to be interested in all the Shares in which Man Shing Global Limited is interested for the purpose of the SFO. As such, 369,000,000 Shares in the Company in which Mr. Wong Chong Shing is interested in consist of (i) 175,500,000 Shares held by Man Shing Global Limited, a company wholly owned by Mr. Wong Chong Shing, and which Mr. Wong Chong Shing is deemed to be interested for the purpose of the SFO; and (ii) 193,500,000 Shares in which Mr. Wong Chong Shing is deemed to be interested as a result of being a party acting in concert with Mr. Wong Man Sing and Mr. Wong Chi Ho. Mr. Wong Chong Shing is the younger brother of Mr. Wong Man Sing and the uncle of Mr. Wong Chi Ho and Ms. Wong Ka Man, our executive Director.

2. Lik Hang Investment Company Limited is a company wholly owned by Mr. Wong Man Sing, our executive Director. Accordingly, Mr. Wong Man Sing is deemed to be interested in all the Shares in which Lik Hang Investment Company Limited is interested for the purpose of the SFO. As such, 369,000,000 Shares in the Company in which Mr. Wong Man Sing is interested in consist of (i) 175,500,000 Shares held by Lik Hang Investment Company Limited, a company wholly owned by Mr. Wong Man Sing, and which Mr. Wong Man Sing is deemed to be interested in for the purpose of the SFO; and (ii) 193,500,000 Shares in which Mr. Wong Man Sing is deemed to be interested in as a result of being a party acting in concert with Mr. Wong Chong Shing and Mr. Wong Chi Ho. Mr. Wong Man Sing is the elder brother of Mr. Wong Chong Shing and the father of Mr. Wong Chi Ho and Ms. Wong Ka Man, our executive Director.

3. Chun Shing Investment Limited is a company wholly owned by Mr. Wong Chi Ho, our executive Director. Accordingly, Mr. Wong Chi Ho is deemed to be interested in all the Shares in which Chun Shing Investment Limited is interested for the purpose of the SFO. As such, 369,000,000 Shares in the Company in which Mr. Wong Chi Ho is interested in consist of (i) 18,000,000 Shares held by Chun Shing Investment Limited, a company wholly owned by Mr. Wong Chi Ho, and which Mr. Wong Chi Ho is deemed to be interested for the purpose of the SFO; and (ii) 351,000,000 Shares in which Mr. Wong Chi Ho is deemed to be interested in as a result of being a party acting in concert with Mr. Wong Man Sing and Mr. Wong Chong Shing. Mr. Wong Chi Ho is the son of Mr. Wong Man Sing, the nephew of Mr. Wong Chong Shing and the brother of Ms. Wong Ka Man, our executive Director.

4. Ms. Wan Wing Ting, who is the spouse of Mr. Wong Chi Ho, is deemed to be interested in all the Shares in which Mr. Wong Chi Ho is interested.

5. On 30 March 2016, a deed of acting in concert was entered into between Mr. Wong Chong Shing, Mr. Wong Man Sing and Mr. Wong Chi Ho in which it was confirmed that in respect of Man Shing Cleaning Service Company Limited, Man Shing Environmental Company Limited and Jasen Services Limited (collectively, the "**Relevant Companies**") during the two financial years ended 31 March 2015 and 31 March 2016 and the six months ended 30 September 2016 and thereafter from the date of the deed, the parties to the deed have been acting in concert (as defined under the Takeovers Code) to jointly reach a consensus in relation to all matters in respect of the management and business operations of each of the Relevant Companies including but not limited to voting unanimously in respect of matters that require shareholders' or directors' approval and the execution of documents for the purpose of furthering and expanding the business operations of the Relevant Companies. By virtue of the SFO, Mr. Wong Chong Shing, Mr. Wong Man Sing and Mr. Wong Chi Ho are deemed to be interested in the Shares which are interested by each other.

On the basis of the aforesaid increase of shareholding held the Shareholders set out above, the Directors are not aware of any repurchases of Shares that would result in any other Shareholder, or other group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. 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 will not repurchase the Shares on GEM if the repurchase would result in the number of issued Shares which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

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

(i) 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.

(ii) As at the Latest Practicable Date, no core connected person of the Company had notified the Company that he/she/it had a present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

Having considered the financial position of the Company as at 31 March 2026 (being the date to which the latest audited accounts of the Company have been made up), the Directors are of the view that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases 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 purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

The details of the Directors who will offer themselves for re-election at AGM are set out as follows:

EXECUTIVE DIRECTOR

Mr. Wong Chi Ho (黃志豪) ("**Mr. C.H.Wong**"), aged 36, was appointed as an executive Director on 18 March 2016. He was also appointed as the deputy chairman of the Board of our Group on 12 August 2016. Mr. C.H. Wong is responsible for the overall strategic planning, business development and corporate policy making as well as the day-to-day management, marketing and administration of our Group's business operation. Mr. C.H. Wong is the son of Mr. M.S. Wong, the nephew of Mr. C.S. Wong and the brother of Ms. Wong Ka Man.

Mr. C.H. Wong joined our Group as the managing director of Jasen Services Limited on 19 December 2012 and has been managing the business of Jasen Services Limited since then. As a managing director of Jasen Services Limited, Mr. C.H. Wong has been responsible for its business development, tendering of cleaning contracts, improving its customer service, cost control and purchasing matters as well as overseeing its financial operations. Apart from being a managing director of Jasen Services Limited, Mr. C.H. Wong served as the vice chairman of the Hong Kong Waste Disposal Industry Association for the year of 2020–2023.

Mr. C.H. Wong obtained a higher diploma in Business Administration from the School of Business and Information Systems of the Vocational Training Council in July 2010 and graduated from the Queensland University of Technology in Brisbane, Australia with a Bachelor of Business (Management) degree in July 2013.

As at the Latest Practicable Date, Mr. C.H. Wong was interested in 369,000,000 Shares. 369,000,000 Shares in which Mr. C.H. Wong was interested consisted of (i) 18,000,000 Shares held by Chun Shing Investment Limited, a company wholly owned by Mr. C.H. Wong, and which Mr. C.H. Wong was deemed to be interested for the purpose of the SFO; and (ii) 351,000,000 Shares in which Mr. C.H. Wong is deemed to be interested in as a result of being a party acting in concert with Mr. Wong Man Sing and Mr. Wong Chong Shing.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chiu Ka Wai (招家煒) ("**Mr. Chiu**"), aged 65, was appointed as an independent non-executive Director on 12 August 2016. Mr. Chiu is responsible for providing independent judgment on issues of strategy, policy, performance, resources and standards of conduct of our Group.

Mr. Chiu has over 28 years of experience in management. He has worked at Collier Petty Chartered Surveyors and was promoted to the position of management officer in April 1986. He then went on to work as estate manager at Pokfulam Development Company Limited ("**Pokfulam Development**"), a company listed on the Main Board of the Stock Exchange (Stock Code: 225), from June 1986 to September 2009. In June 1989, he was appointed as a director of Pokfulam Property Management Limited, a property management subsidiary of Pokfulam Development, and served in that capacity until September 2009. Mr. Chiu completed secondary education in Hong Kong in 1980 and a Certificate Programme on Estate Management organised by The Hong Kong Management Association in October 1985.

Mr. Chiu has entered into an appointment letter with the Company for an initial term of three years commencing on the Listing Date (the "**Three-Year Term**"), which shall continue and remain in effect for and throughout the duration of the term of three years unless and until terminated by either party giving to the other not less than three months' prior notice in writing. Such appointment shall continue upon the expiry of the Three-Year Term on a yearly basis up to a maximum of three years subject to termination by either party giving to the other one month's prior notice in writing or the Director ceasing to be a director of the Company for any reason whatsoever at any particular time. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association. Mr. Chiu is entitled to a director's fee of HK$162,000 per annum, which is determined with reference to his duties and responsibilities with the Group and the prevailing market conditions.

Mr. Woo Yiu Chung (胡耀忠) ("**Mr. Woo**"), aged 51, graduated from The Hong Kong Polytechnic University with a bachelor's degree in Bachelor of Arts (Honours) in Accountancy in 1997. Mr. Woo has become a Fellow of The Association of Chartered Certified Accountants (FCCA) since 2005 and a Fellow of Hong Kong Institute of Certified Public Accountants (FCPA) since 2008. Mr. Woo has over 25 years of experience in auditing, accounting and finance. He began his career in Ernst & Young and worked for 6 years where his last position was audit manager. Since then, Mr. Woo served as the chief financial officer of Hong Kong and overseas listed companies for over 10 years. He is currently the Honorary Financial Consultant of Hong Kong Light Charity.

A letter of appointment has been entered into between the Company and Mr. Woo in respect of his appointment as an independent non-executive Director commencing on 1 June 2026. Mr. Woo's appointment is for a term of three years subject to retirement and re-election in accordance with the provision of the articles of association of the Company. During his term of office as the independent non-executive Director, Mr. Woo will be entitled to an annual director's fee of HK$162,000 which is recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

OTHER INFORMATION

Save as disclosed above, as at the Latest Practicable Date, each of Mr. C.H. Wong, Mr. Chiu and Mr. Woo did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; and (v) have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders in respect of the re-election of Mr. C.H. Wong, Mr. Chiu and Mr. Woo, nor is there any information to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Man Shing Global Holdings Limited
萬成環球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8309)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of Man Shing Global Holdings Limited (the "**Company**") will be held at 9/F., No. 33 Des Voeux Road Central, Central, Hong Kong on 14 August 2026 (Friday) at 2:30 p.m. for the purpose of considering 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, the report of the directors of the Company (the "**Directors**") and the report of the auditors of the Company for the year ended 31 March 2026.

2. (i) To authorise the board of Directors (the "**Board**") to fix all the Directors' remuneration; and

   (ii) To re-elect:

   (a) Mr. Wong Chi Ho as an executive Director; and

   (b) Mr. Woo Yiu Chung as an independent non-executive Director.

3. To re-elect Mr. Chiu Ka Wai as an independent non-executive Director.

4. To re-appoint Messrs. CCTH CPA LIMITED as auditors of the Company and to authorise the Board to fix their remuneration.

5. "**THAT**:

   (a) subject to paragraph (c) of this resolution, 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 otherwise deal with additional shares (including any sale or transfer of treasury shares) ("**Share**") 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 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 (as hereinafter defined) 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 (as hereinafter defined);

(c) the aggregate number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) 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 or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum of association of the Company the ("**Memorandum**") and the articles of association of the Company (the "**Articles of Association**") in force 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 aggregate number of issued shares of the Company (excluding treasury shares) as at the time 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 date of 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 date by which the next annual general meeting of the Company is required by the Articles of Association of the Company or laws of the Cayman Islands; and

(iii) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

"**Rights Issue**" means the allotment, issue, or grant of Shares or other securities which would or might require shares to be allotted and issued pursuant to an offer of 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 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 of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the company)."

6. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 5(d)) of all the powers of the Company to repurchase shares in the share capital of the Company on 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 such 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 (as defined in resolution 5(d)) to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the aggregate number of Shares 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 (as defined in resolution 5(d)) shall not exceed 10% of the aggregate number of issued shares of the Company (excluding treasury shares) as at the time of the passing of this resolution, and the said approval shall be limited accordingly."

7. "**THAT** conditional upon the passing of resolutions 5 and 6 (as set out in the notice of this Meeting), the unconditional general mandate granted to the directors of the Company pursuant to resolution 5 (as set out in the notice of this Meeting) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 6 (as set out in the notice of this Meeting), provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company (excluding treasury shares) as at the date of passing this Resolution."

By order of the Board
Man Shing Global Holdings Limited
Wong Chong Shing
Chairman and Executive Director

Hong Kong, 29 June 2026

Notes:

1. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member. In addition, a proxy or proxies representing a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the 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. The register of members of the Company will be closed from 11 August 2026 (Tuesday) to 14 August 2026 (Friday), both days inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for attending and voting at the Meeting, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 10 August 2026.

4. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.

5. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof should such member so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.

6. Where there are joint holders of any Share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled to vote, but if more than one of such joint holders are present at the Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.

7. In compliance with the GEM Listing Rules, all resolutions to be proposed at the AGM convened by this notice will be voted on by way of poll.

8. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

As at the date of this notice, the board of Directors comprises four executive Directors, namely, Mr. Wong Chong Shing, Mr. Wong Man Sing, Mr. Wong Chi Ho and Ms. Wong Ka Man; and three independent non-executive Directors, namely Mr. Au-Yeung Tin Wah, Mr. Chiu Ka Wai and Mr. Woo Yiu Chung.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of The Stock Exchange of Hong Kong Limited website at www.hkexnews.hk for at least 7 days from the date of publication and on the website of the Company at www.manshing.com.hk.