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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhong Ying International Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ZHONG YING INTERNATIONAL GROUP LIMITED

中盈國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8516)

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED RE-APPOINTMENT OF AUDITOR;
(3) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening an annual general meeting (the “**Annual General Meeting**”) of Zhong Ying International Group Limited (the “**Company**”) to be held at Unit 1417, 14/F., Star House, 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Friday, 18 September 2026 at 4:00 p.m. is set out in this circular. A form of proxy for use by shareholders of the Company at the Annual General Meeting is sent to you with this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, 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 Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the Company’s general meeting.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication and on the Company’s website at www.zyinternational.com.

24 July 2026

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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

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

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 1417, 14/F., Star House, 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Friday, 18 September 2026 at 4:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 28 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force and “Article” shall mean an article of the Articles of Association
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CCASS”	the central clearing and settlement system established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Zhong Ying International Group Limited 中盈國際集團有限公司, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange
“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 as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“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 Shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the issued share capital of the Company (excluding any treasury shares) on the date of the Annual General Meeting as set out in resolution numbered 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	17 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum”	the memorandum of association of the Company currently in force
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company (excluding any treasury shares) on the date of the Annual General Meeting as set out in resolution numbered 5 of the notice of the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“treasury shares”	has the same meaning ascribed to it under the GEM Listing Rules which came into effect on 11 June 2024, as amended and supplemented from time to time
“%”	per cent

LETTER FROM THE BOARD



ZHONG YING INTERNATIONAL GROUP LIMITED
中盈國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8516)

Executive Directors:

Mr. Chu Jinzhe (*Chairman*)

Ms. Jiao Yue

Mr. Yuan Bin

Non-executive Directors:

Mr. Hua Yansong

Mr. Chen Jianjun

Independent Non-executive Directors:

Mr. Li Lizeng

Ms. Liu Yuchao

Mr. So Ting Kong

Registered Office:

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and Principal Place
of Business in Hong Kong:*

Unit 1417, 14/F., Star House

3 Salisbury Road

Tsim Sha Tsui

Hong Kong

24 July 2026

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
(2) PROPOSED RE-APPOINTMENT OF AUDITOR;
(3) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of 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 retiring Directors; (iv) furnish you with details of the re-appointment of auditor; and (v) give you the notice of the Annual General Meeting.

2. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of eight Directors, including three executive Directors, namely Mr. Chu Jinzhe, Ms. Jiao Yue and Mr. Yuan Bin; two non-executive Directors, namely Mr. Hua Yansong and Mr. Chen Jianjun and three independent non-executive Directors, namely Mr. Li Lizeng, Ms. Liu Yuchao and Mr. So Ting Kong.

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but no less than one-third), shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years.

Pursuant to Article 108(b) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Chen Jianjun, Ms. Liu Yuchao and Mr. So Ting Kong shall retire from office by rotation and being eligible for re-election, has offered themselves for re-election at the Annual General Meeting.

Pursuant to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Company after his/her appointment and be subject to

LETTER FROM THE BOARD

re-election. Any Director appointed under Article 112 of the Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Accordingly, Mr. Yuan Bin and Mr. Li Lizeng shall retire from by rotation and being eligible for re-election, have offered themselves for re-election at the Annual General Meeting.

Recommendation by the Nomination Committee with respect to the Independent Non-executive Directors subject to re-election at the Annual General Meeting

The Nomination Committee has received the written confirmations of independence of each of the independent non-executive Directors, including Mr. Li Lizeng, Ms. Liu Yuchao and Mr. So Ting Kong who has offered themselves for re-election at the Annual General Meeting, and assessed their independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee is satisfied that all of them (including Mr. Li Lizeng, Ms. Liu Yuchao and Mr. So Ting Kong) remain independent in accordance with Rule 5.09 of the GEM Listing Rules.

In addition, the Nomination Committee evaluated the performance of the independent non-executive Directors and is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs. The Nomination Committee is of the view that Mr. Li Lizeng, Ms. Liu Yuchao and Mr. So Ting Kong would bring to the Board, their own perspectives, skills and experience, as set out in Appendix I to this circular.

The Nomination Committee, after taking into account the qualifications, skills, experience, time commitment and contribution as set out in the board diversity policy of the Company, the director nomination policy of the Company and the corporate strategy of the Company, is of the view that Mr. Li Lizeng, Ms. Liu Yuchao and Mr. So Ting Kong can contribute to the diversity of the Board.

Therefore, the Board, with the recommendation of the Nomination Committee has nominated Mr. Li Lizeng, Ms. Liu Yuchao and Mr. So Ting Kong for re-election as independent non-executive Directors at the Annual General Meeting.

The brief details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board has recommended to re-appoint OOP CPA & Co. as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the ensuing year. OOP CPA & Co. has indicated their willingness to be re-appointed as the auditor of the Company for the said period.

After discussion with OOP CPA & Co., and taking into account factors including but not limited to the Group's business scale, industry, financial position, audit timetable, complexity of the audit work, the audit fees for the Company for the year ending 31 March 2027 is estimated to be in the range from approximate HK\$900,000 to HK\$950,000. This estimate is based on the audit work performed for the financial year ended 31 March 2026, and assumes no material variation in the audit scope for the year ending 31 March 2027, no material change to the Group's structure, business models or operations during the financial year, and barring any unforeseen circumstances. The fees are determined based on prevailing market rates, the size and seniority of the audit term serving the Company, the auditor's reputation, qualifications and experience, as well as the Company's size, complexity, and risk profile. The Audit Committee has considered the auditor/s independence. The Audit Committee has considered the auditor's independence, objectivity, relevant guidelines issued by the Accounting and Financial Reporting Council and the appropriateness of the proposed audit fees. The final amount of auditor's remuneration will be further discussed and determined with the auditor and the Board on a reasonable basis.

OOP CPA & Co. will retire as the independent auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the Audit Committee, the Board proposed that, subject to the approval of the Shareholders at the Annual General Meeting, OOP CPA & Co. be appointed as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

4. REPURCHASE MANDATE

At the annual general meeting of the Company held on 30 September 2025, an ordinary resolution was passed by the then Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing of the relevant resolution.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the total number of Shares in issue was 57,548,400 (excluding treasury shares, if any). Subject to the passing of the ordinary resolution numbered 5 set out in the notice of the Annual General Meeting and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of the Annual General Meeting will be 5,754,840 Shares, representing 10% of the total number of Shares in issue (excluding any treasury shares) as at the Latest Practicable Date.

The Board noted that, effective from 11 June 2024, the GEM 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 the 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 numbered 6 of the notice of the Annual General Meeting and made in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

The Repurchase Mandate, if granted, shall continue to be in force during the period from the date of passing of the ordinary resolution for the approval of the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles of Association to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution(s) of the Shareholders in a general meeting, whichever occurs first.

An explanatory statement containing information relating to the Repurchase Mandate and in compliance with the GEM Listing Rules is set out in Appendix II to this circular. The information in the explanatory statement is to provide the Shareholders with the relevant information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate to the Directors.

5. ISSUE MANDATE

At the annual general meeting of the Company held on 30 September 2025, an ordinary resolution was passed by the then Shareholders to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and

LETTER FROM THE BOARD

when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to grant the Directors a new general and unconditional mandate to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the total number of Shares in issue was 57,548,400 (excluding treasury shares). Subject to the passing of the ordinary resolutions for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) to allot, issue and deal with a maximum of 11,509,680 Shares (including any sale or transfer of treasury shares out of treasury), representing not more than 20% of the total number of Shares in issue (excluding any treasury shares) as at the Latest Practicable Date.

In addition, subject to a separate approval of the ordinary resolution numbered 7 of the notice of the Annual General Meeting, the number of Shares purchased by the Company under the ordinary resolution numbered 5 will be added to extend the Issue Mandate as mentioned in the ordinary resolution numbered 6 provided that such additional value shall not exceed 10% of the total of issued Shares (excluding any treasury shares) as at the date of passing the resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have no immediate plan to issue any new Shares (including to sell or transfer any treasury shares out of treasury) pursuant to the Issue Mandate. The Issue Mandate (including the extended Issue Mandate), if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles of Association to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) by ordinary resolution(s) of the Shareholders in a general meeting, whichever occurs first.

Details of the Issue Mandate and the extension of the Issue Mandate are set out in ordinary resolutions as referred to in resolutions numbered 6 and numbered 7, respectively of the notice of the Annual General Meeting.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING, PROXY AND CORPORATE REPRESENTATIVE ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 28 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, inter alia, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and re-appointment of the auditor.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the Annual General Meeting do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the notice of the Annual General Meeting shall be put to vote by way of poll at the Annual General Meeting. An announcement on the results of the vote by poll will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

None of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the GEM Listing Rules and/or the Articles of Association. Separately, holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval of the Company's general meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zyinternational.com). Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and, return together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, 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 Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company's Articles of Association) (or its nominee)), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of

LETTER FROM THE BOARD

appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be).

7. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 15 September 2026 to Friday, 18 September 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 Annual General 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 14 September 2026. The Annual General Meeting record date is Friday, 18 September 2026.

8. GENERAL INFORMATION

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

9. RECOMMENDATIONS

The Directors consider that the proposed re-election of retiring Directors, re-appointment of auditor, granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company individually and collectively accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this

LETTER FROM THE BOARD

circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

For and on behalf of the Board

Zhong Ying International Group Limited

Chu Jinzhe

Chairman and Executive Director

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR

Mr. Yuan Bin (袁斌先生) (“Mr. Yuan”)

Mr. Yuan Bin, aged 40, was appointed as an executive Director on 1 November 2025. Mr. Yuan has obtained an associate degree in administrative management at the Shanghai Open University* (上海開放大學) in the People’s Republic of China.

Mr. Yuan has over ten years of industry experience in the PRC and has accumulated rich, practical and management experience in the construction, decoration and operation of travel agencies and tourism, real estate especially for the elderly. With his professional skills and extensive work experience, Mr. Yuan will be highly aligned with the company’s future development strategy in healthcare and China’s pharmaceutical construction.

Mr. Yuan entered into a service agreement with the Company for an initial term of one year commencing from 1 November 2025. Mr. Yuan is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Articles of Association. Mr. Yuan is entitled to receive a director’s fee of HK\$120,000 per annum, which was determined by the Board based on the recommendations of the Remuneration Committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yuan (i) does not hold any other positions with the Company or any other members of the Group, (ii) did not hold any directorship in any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationships with any Directors, senior management, substantial shareholders, or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; (iv) does not have any other major appointments and professional qualifications; and (v) does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. Yuan’s re-election.

* For identification purpose only

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

NON-EXECUTIVE DIRECTOR

Mr. Chen Jianjun (陳建軍先生) (“Mr. Chen”)

Mr. Chen, aged 47, was appointed as a non-executive Director with effect from 25 July 2025. Mr. Chen has over twenty years of management experience across various industries, such as management advisory. Mr. Chen is responsible for developing business opportunities in the PRC.

Currently, Mr. Chen is the founder of Ningbo Haishu Xinchengfang Water and Electrical Appliance Trading Company Limited* (寧波海曙鑫成方水電器貿易有限公司) since September 2014. He is the founder of Pinghu Zhongcheng Health Management Consulting Company Limited* (平湖眾誠健康管理諮詢有限公司) since August 2015. He is also the founder of Jiaxing Leyouyou Travel Agency Company Limited* (嘉興樂優優旅行社有限公司) since April 2017.

Mr. Chen entered into a service agreement with the Company for an initial term of one year commencing from 25 July 2025. Mr. Chen is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Articles of Association. Mr. Chen is entitled to receive a director’s fee of HK\$120,000 per annum, which was determined by the Board based on the recommendations of the Remuneration Committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) does not hold any other positions with the Company or any other members of the Group, (ii) did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationships with any Directors, senior management, substantial shareholders, or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; (iv) does not have any other major appointments and professional qualifications; and (v) does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. Chen’s re-election.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Lizeng (李立增先生) (“Mr. Li”)

Mr. Li, aged 53, was appointed as an independent non-executive Director and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee, respectively with effect from 5 September 2025. Mr. Li obtained a bachelor’s degree in international trade from the Ocean University of China* (中國海洋大學) (formerly known as “Qingdao Ocean University”) (前稱青島海洋大學) in 1996. Mr. Li is also a certified public accountant in the PRC.

Mr. Li has over twenty years of experience in financial accounting in various types of enterprises, he currently works in Shanghai Yingying Enterprise Management Consulting Co. Ltd.* (上海贏盈企業管理諮詢有限公司), providing financial and tax consulting since 2013. Mr. Li worked as a financial manager in few well-known domestic companies from 2008 to 2013. From graduating from university to 2008, Mr. Li worked as an auditor in large audit firms.

Mr. Li has entered into a letter of appointment with the Company for an initial term of one year commencing from 5 September 2025, and he is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Articles of Association. Mr. Li is entitled to receive a director’s fee of HK\$120,000 per annum, which was determined by the Board based on the recommendations of the Remuneration Committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) does not hold any other positions with the Company or any other members of the Group, (ii) did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationships with any Directors, senior management, substantial shareholders, or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; (iv) does not have any other major appointments and professional qualifications; and (v) does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, Mr. Li has confirmed to the Company that (a) he meets the independence factors as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (b) he did not and does not have any past or present financial or other interest in the business of the Company or did not and does not have any connection with any core connected person of the Company; and (c)

* For identification purpose only

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

there are no other factors that may affect his independence at the time of this confirmation. In view of the above-mentioned factors, to the best knowledge of the Company, the Company considers the independence Mr. Li acceptable.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. Li's re-election.

Ms. Liu Yuchao (劉玉超女士) ("Ms. Liu")

Ms. Liu, aged 30, was appointed as an independent non-executive Director and a member of the Audit Committee with effect from 29 October 2024. She was subsequently appointed as the chairlady of the Remuneration Committee and a member of the Nomination Committee with effect from 8 September 2025.

Ms. Liu graduated from Changchun Guanghua College* (長春光華學院) in 2019. Ms. Liu has over five years of experience in corporate financing. Ms. Liu has been the deputy financial controller of Beijing Jifu Innovation Investment Company Limited* (北京集富創新投資有限公司) from July 2021 to May 2024. She has been the costing and general ledger accountant of Shanghai Transformation Network Technology Development Company Limited* (上海蛻變網絡科技發展有限公司) from July 2019 to July 2021.

Ms. Liu has entered into a letter of appointment with the Company for an initial term of one year commencing on 29 October 2024. Ms. Liu is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Articles of Association. She is entitled to receive a director's fee of HK\$120,000 per annum, which was determined by the Board based on the recommendations of Remuneration Committee with reference to her duties and responsibilities as well as prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Liu (i) does not hold any other position with the Company or any other members of the Group; (ii) did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; (iv) does not have any other major appointments and professional qualifications; and (v) does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

* For identification purpose only

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed in this circular, Ms. Liu has confirmed to the Company that (a) she meets the independence factors as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (b) she did not and does not have any past or present financial or other interest in the business of the Company or did not and does not have any connection with any core connected person of the Company; and (c) there are no other factors that may affect her independence at the time of this confirmation. In view of the above-mentioned factors, to the best knowledge of the Company, the Company considers the independence of Ms. Liu acceptable.

Save as disclosed above, there is no information which is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Ms. Liu's re-election.

Mr. So Ting Kong (蘇定江先生) (“Mr. So”)

Mr. So, aged 39, was appointed as an independent non-executive Director on 25 July 2025. He was subsequently appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee with effect on 6 September 2026.

Mr. So has over 10 years of experience in financial management and regulatory compliance. He is an independent advisor since October 2022 and specializes in providing expert advisory services to SFC licensed corporations, focusing on regulatory compliance, risk management, and strategic financial planning.

Prior to joining the Group, Mr. So was an accounting manager at Silverbricks Securities Company Limited from July 2020 to September 2022 and was a financial controller at Gransing Securities Co., Limited from June 2015 to July 2020, where he managed the accounting department, implemented internal controls, collaborated with external auditors for regulatory audits, and led the financial reporting processes. Mr. So worked at Kreston CAC CPA Limited from September 2011 to May 2015 and at Cheng & Cheng Limited from July 2008 to July 2011, where he conducted financial audits and prepared audit reports for various clients. He was an independent non-executive director of Kafelaku Coffee Holding Limited, which is listed on the Stock Exchange (Stock Code: 1869.HK) from November 2023 to June 2024 and from 23 January 2026 he is also an independent non-executive director of Zhong Jia Guo Xin Holdings Company Limited, which is listed on the Stock Exchange (Stock Code: 899.HK).

Mr. So became a member of the Institute of Chartered Accountants in England and Wales in 2021, a member of the Hong Kong Institute of Certified Public Accountants in 2015 and a member of the Hong Kong Institute of Accredited Accounting Technicians in 2010.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. So has entered into a service agreement with the Company for an initial term of one year commencing from 25 July 2025, and he is subject to retirement by rotation and re-election at the annual general meeting pursuant to the Articles of Association. Mr. So is entitled to receive a director's fee of HK\$120,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee with reference to his duties and responsibilities as well as the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. So (i) does not hold any other position with the Company or any other members of the Group; (ii) did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have any relationship with other Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; (iv) does not have any other major appointments and professional qualifications; and (v) does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, Mr. So has confirmed to the Company that (a) he meets the independence factors as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (b) he did not and does not have any past or present financial or other interest in the business of the Company or did not and does not have any connection with any core connected person of the Company; and (c) there are no other factors that may affect his independence at the time of this confirmation. In view of the above-mentioned factors, to the best knowledge of the Company, the Company considers the independence of Mr. So acceptable.

Save as disclosed above, there is no information which is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. So's re-election.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 57,548,400 Shares of HK\$0.01 each.

Subject to the passing of the ordinary 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 Annual General Meeting, the Company will be allowed to repurchase a maximum of 5,754,840 Shares, representing 10% of the total number of Shares in issue (excluding any treasury shares, if any) as at the date of the Annual General Meeting.

2. REASONS FOR THE SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Shares and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to the compliance with the GEM Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for Share repurchase in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
August	1.79	1.55
September	1.75	1.03
October	1.37	1.05
November	1.00	0.72
December	1.80	0.70
2026		
January	1.32	0.80
February	1.54	0.74
March	1.69	1.16
April	1.34	1.00
May	1.93	1.06
June	1.75	1.63
July (up to the Latest Practicable Date)	1.67	1.67

6. GENERAL

As at the Latest Practicable Date, none of the Directors nor to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands. The Company confirms that the explanatory statement set out in this Appendix II contains the information required under Rule 13.08 of the GEM Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

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 Share repurchases.

For treasury shares (if any) deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

7. 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of and belief of the Company, as at the Latest Practicable Date, Mr. Chu Jinzhe and a company controlled by him (i.e., Zhongying Venture Capital Holdings Group Limited), being the single largest Shareholder, is interested in and deemed to be interested in 9,029,053 Shares, representing approximately 15.69% of the total number of Shares in issue (excluding treasury shares). On such basis, if the Repurchase Mandate is fully exercised by the Company (assuming the number of Shares in which Mr. Chu Jinzhe and a company controlled by him are interested in as at the Latest Practicable Date remains the same), the aggregate percentage of shareholding in the Company of Mr. Chu Jinzhe and a company controlled by him would be increased to approximately 17.43% of the total number of Shares in issue (excluding treasury shares). In the opinion of the Directors, such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Board is also not aware of any other Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code if the Board exercises the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate.

The GEM Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such minimum percentage as approved by Stock Exchange) of the issued Shares would be in public hands. The Directors do not propose to exercise the Repurchase Mandate which would result in less than prescribed minimum percentage of Shares in public hands. The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to such extent that the aggregate number of Shares held by the public will fall below the prescribed minimum percentage as determined by the Stock Exchange.

8. SHARE REPURCHASES MADE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on GEM or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



ZHONG YING INTERNATIONAL GROUP LIMITED 中盈國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8516)

Notice of Annual General Meeting

Notice is hereby given that an annual general meeting (the “AGM”) of Zhong Ying International Group Limited (the “Company”) will be held at Unit 1417, 14/F., Star House, 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Friday, 18 September 2026 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 March 2026.
2. To consider and approve, each as a separate resolution, if though fit, the following resolutions:
 - (a) to re-elect Mr. Yuan Bin as an executive Director;
 - (b) to re-elect Mr. Chen Jianjun as a non-executive Director;
 - (c) to re-elect Mr. Li Lizeng as an independent non-executive Director;
 - (d) to re-elect Ms. Liu Yuchao as an independent non-executive Director; and
 - (e) to re-elect Mr. So Ting Kong as an independent non-executive Director.
3. To authorise the board of Directors to fix the Directors’ remuneration.
4. To re-appoint OOP CPA & Co. as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and paragraph 5(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph 5(a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph 5(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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 convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.

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

“THAT:

- (a) subject to compliance with the prevailing requirements of GEM Listing Rules and paragraph 6(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules coming into effect on 11 June 2024) out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined above) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph 6(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment 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,

shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph 6(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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 convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.

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

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution.”

By order of the Board
Zhong Ying International Group Limited
Chu Jinzhe
Chairman and Executive Director

Hong Kong, 24 July 2026

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to GEM Listing Rules. The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy does not need to be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company's articles of association) (or its nominee)), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be).
5. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 15 September 2026 to Friday, 18 September 2026, both dates inclusive, during which period no transfer of shares will be registered. The Annual General Meeting record date is Friday, 18 September 2026. In order to be eligible to attend and vote at the Annual General 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 14 September 2026.
6. If a tropical cyclone warning signal number 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning is/are in force or is expected to be hoisted or in force in Hong Kong between 6:00 a.m. and 8:00 a.m. on Friday, 18 September 2026, the Annual General Meeting will automatically postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
7. For the avoidance of doubt, holder of treasury share of the Company (if any) are not entitled to vote at the Annual General Meeting.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. CHU Jinzhe, Ms. JIAO Yue and Mr. YUAN Bin; the non-executive Directors are Mr. HUA Yansong and Mr. CHEN Jianjun; the independent non-executive Directors are Mr. LI Lizeng, Ms. LIU Yuchao and Mr. SO Ting Kong.

NOTICE OF ANNUAL GENERAL MEETING

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 on the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its publication. This notice will also be published on the Company’s website at www.zyinternational.com.