THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Kin Shing Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Kin Shing Holdings Limited
建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1630)

PROPOSALS FOR (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS, (2) RE-ELECTION OF RETIRING DIRECTORS, (3) RE-APPOINTMENT OF AUDITORS, (4) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, AND NOTICE OF 2025 ANNUAL GENERAL MEETING

A notice convening the 2025 annual general meeting ("**2025 AGM**") of Kin Shing Holdings Limited to be held at 16/F., Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 August 2025 at 10:30 a.m. is set out on pages 25 to 29 of this circular.

Whether or not you are able to attend the 2025 AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 10:30 a.m. on Wednesday, 13 August 2025) before the time appointed for holding the 2025 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or any adjournment thereof should you so wish.

17 July 2025

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

"2025 AGM"	the 2025 annual general meeting of the Company to be held at 16/F., Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 August 2025 at 10:30 a.m.
"2025 Annual Report"	the annual report of the Company for the financial year ended 31 March 2025 despatched to the Shareholders together with this circular
"Articles"	the articles of association of the Company as amended from time to time
"Auditors"	the auditors of the Company for the time being
"Board"	the board of directors
"Close Associate(s)"	has the meaning as defined in the Listing Rules
"Company"	Kin Shing Holdings Limited 建成控股有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the Stock Exchange (Stock code: 1630)
"Companies Act"	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
"Controlling Shareholder"	has the meaning as defined in the Listing Rules
"core connected person(s)"	has the meaning as defined in the Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate

"Group"	the Company and its subsidiaries
"HK$" and "HK cents"	Hong Kong dollars and Hong Kong cents, respectively, 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 the power of the Company to allot, issue or otherwise deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing of the relevant resolution at the 2025 AGM
"Latest Practicable Date"	11 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
"Listing Date"	16 June 2017
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the 2025 AGM
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Share(s)"	ordinary share(s) with a 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
"substantial shareholder(s)"	has the meaning as defined in the Listing Rules
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers
"%"	Per cent.

Kin Shing Holdings Limited
建成控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1630)

Executive Directors:
Mr. Leung Chi Kit *(Chairman)*
Ms. Tso Yuk Ching
Mr. Chow Dik Cheung *(Chief Executive Officer)*
Mr. Chan Sik Mau

Independent Non-executive Directors:
Mr. Lam Kai Yeung
Mr. Wong Yuk Lun, Alan
Mr. Lam Wai Hung

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 D, 9/F
Billion Plaza 2
10 Cheung Yue Street
Cheung Sha Wan
Kowloon
Hong Kong

17 July 2025

Dear Shareholders

PROPOSALS FOR (1) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND REPORTS OF DIRECTORS AND AUDITORS, (2) RE-ELECTION OF RETIRING DIRECTORS, (3) RE-APPOINTMENT OF AUDITORS, (4) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, AND NOTICE OF 2025 ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the 2025 AGM and to provide you with details of the resolutions to be proposed at the 2025 AGM including (i) the adoption of audited consolidated financial statements and the reports of the Directors and the Auditors; (ii) the proposed re-election of the retiring Directors; (iii) the proposed re-appointment of the Auditors; (iv) the granting of the Issue Mandate; (v) the granting of the Repurchase Mandate; and (vi) the granting of the Extension Mandate and seek your approval of the resolutions relating to these matters at the 2025 AGM.

RESOLUTION (1) ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2025

The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2025 together with the Reports of the Directors and the Auditors, are set out in the 2025 Annual Report which has been uploaded to the Company's website (www.kinshingholdings.com.hk) and the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk) on 17 July 2025. The audited consolidated financial statements have been reviewed by the audit committee of the Company (the "**Audit Committee**").

RESOLUTION (2) RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung.

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung shall retire from office as Directors at the 2025 AGM of the Company, being eligible, offer themselves for re-election.

The nomination committee of the Company (the "**Nomination Committee**") which has reviewed the re-election of Directors recommended that the re-election of Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau as Executive Directors ("**ED**") and the re-election of Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung as Independent Non-executive Directors ("**INED**") be proposed for Shareholders' approval in the 2025 AGM.

The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

In recommending Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau to stand for re-election as EDs and Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung to stand for re-election as INEDs, the Nomination Committee has considered the following background and attributes of the nominees concerned:

(a) Mr. Leung Chi Kit has over 37 years of experience in formwork works and related construction works in Hong Kong.

(b) Ms. Tso Yuk Ching has over 15 years of experience in business management.

(c) Mr. Chow Dik Cheung has over 22 years of experience in the engineering and construction industry. He obtained (i) a Bachelor's Degree of Engineering in Mechatronic Engineering from the City University of Hong Kong in November 1999; (ii) a Certificate in a Construction Safety Supervisor Course from the Construction Industry Training Authority in October 2001; (iii) a Bachelor's Degree of Engineering in Building Engineering (Construction Engineering and Management) from the City University of Hong Kong in November 2008; and (iv) a Professional Diploma in Occupational Safety & Health from the School of Continuing Education Hong Kong Baptist University in September 2011.

(d) Mr. Chan Sik Mau has over 37 years of experience in formwork works and construction work in Hong Kong.

(e) Mr. Wong Yuk Lun, Alan has over 25 years of experience in merger and acquisitions, financial management, taxation, audit and non-audit services. Mr. Wong obtained a Bachelor's Degree in Accounting and Financial Management from the University of Sunderland in 2010.

(f) Mr. Lam Wai Hung is a member of the Association of Chartered Certified Accountants. He has over 20 years of experience in related to financial management, corporate finance, merger and acquisitions, investor relationship and corporate governance. Mr. Lam holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University.

(g) Mr. Lam Kai Yeung is (i) a fellow of the Association of Chartered Certified Accountants; (ii) a fellow of the Hong Kong Institute of Certified Public Accountants; and (iii) a Certified Dealmaker in China. Mr. Lam obtained a Bachelor's Degree of Accounting from the Xiamen University in July 1990 and a Master's Degree in Business Administration from the Oxford Brookes University in the United Kingdom in July 2010. Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance ("**SFO**").

The Nomination Committee considered that in view of their diverse and different educational background and professional knowledge and experience in the construction industry, structural engineering, accounting, legal, business administration/management and finance, the appointments of Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau as EDs and the appointments of Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung as INEDs will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

The Nomination Committee has also assessed the independence of all the INEDs. All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 3.13 of the Listing Rules and each has provided to the Company an annual written confirmation of his independence.

The biographical details of abovementioned Directors proposed to be re-elected at the 2025 AGM are set out in Appendix II to this circular.

RESOLUTION (3) RE-APPOINTMENT OF AUDITORS

The Board (which agreed with the view of the Audit Committee of the Company) recommended that, subject to the approval of the Shareholders at the 2025 AGM, HLB Hodgson Impey Cheng Limited proposed to be re-appointed as the auditors of the Company at the 2025 AGM.

RESOLUTION (4) ISSUE MANDATE

At the 2025 AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the 2025 AGM. As at the Latest Practicable Date, a total of 1,500,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the 2025 AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 300,000,000 Shares.

RESOLUTION (5) REPURCHASE MANDATE

At the 2025 AGM, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the 2025 AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the 2025 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 150,000,000 Shares.

An explanatory statement containing information regarding the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

RESOLUTION (6) EXTENSION MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2025 AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of Shares representing the aggregate nominal value of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2025 AGM; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Act or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

THE 2025 ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the 2025 AGM is set out on pages 25 to 29 of this circular. At the 2025 AGM, resolutions will be proposed to approve, among other matters, the adoption of the audited consolidated financial statements of the Company for the year ended 31 March 2025 together with the reports of the Directors and the Auditors, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of the Extension Mandate, the re-election of retiring Directors and the re-appointment of the Auditors.

A form of proxy for use at the 2025 AGM is enclosed with this circular. Whether or not you are able to attend the 2025 AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours (i.e. 10:30 a.m. on Wednesday, 13 August 2025) before the time appointed for holding the 2025 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or any adjournment thereof should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the 2025 AGM shall be conducted by way of poll and the results of the 2025 AGM will be announced by the Company in compliance with the Listing Rules.

VOTING AT THE 2025 ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the 2025 AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2025 AGM will be made by the Company after the 2025 AGM, in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposed granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and the re-appointment of the Auditors are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issue Mandate and the Extension Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 March 2025, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the 2025 AGM.

CLOSURE OF REGISTER OF MEMBERS

The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Friday, 15 August 2025. The register of members of the Company for the 2025 AGM will be closed from Tuesday, 12 August 2025 to Friday, 15 August 2025, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the 2025 AGM or any adjournment thereof, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. All transfer forms must be lodged no later than 4:30 p.m. on Monday, 11 August 2025.

RESPONSIBILITY OF DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

GENERAL INFORMATION

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

LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board of
Kin Shing Holdings Limited
Leung Chi Kit
Chairman and Executive Director

This Appendix I includes an explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

Subject to certain restrictions, the Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange and on any other stock exchange on which securities of the Company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong.

Among such restrictions, the Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,500,000,000 Shares.

Subject to the passing of the proposed resolution in respect of granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the 2025 AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 150,000,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

3. REASONS FOR THE REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and its Shareholders for the granting of the Repurchase Mandate. Repurchases of shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

4. FUNDING AND IMPACT OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the Cayman Companies Law and other applicable laws, rules and regulations.

Taking into account the current financial position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position disclosed in its latest published audited consolidated financial statements as at 31 March 2025. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, none of the Directors or any of their Close Associates has any present intention, in the event that the proposed Repurchase Mandate is granted by the shareholders and exercised, to sell their Shares to the Company pursuant to the Repurchase Mandate. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

6. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange up to the Latest Practicable Date were as follows:

	Shares prices (per Share)	
	Highest	**Lowest**
	HK$	*HK$*
2024		
June	0.033	0.021
July	0.058	0.019
August	0.032	0.024
September	0.035	0.023
October	0.190	0.030
November	0.060	0.044
December	0.053	0.041
2025		
January	0.059	0.040
February	0.058	0.040
March	0.053	0.042
April	0.052	0.034
May	0.052	0.037
June	0.047	0.036
July (up to the Latest Practicable Date)	0.048	0.037

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares, 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 purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or the group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's or the group of Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 32 of the Takeovers Code for all the Shares not ready owned by such Shareholder or group of Shareholder.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate" while the respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the 2025 AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the 2025 AGM) is shown under the column "Approximate % of the issued share capital should the Repurchase Mandate be exercised in full":

Name	**Capacity/Nature of Interest**	**Position**	**Number of Shares/ underlying Shares held**	**Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate**	**Approximate % of the issued share capital should the Repurchase Mandate be exercised in full**
Mr. Leung Chi Kit *(Notes 1 and 3)*	Interest in controlled corporation; interests held jointly with other people	Long	1,125,000,000	75%	83%
Ms. Tso Yuk Ching *(Note 2)*	Family interest	Long	1,125,000,000	75%	83%
Mr. Chow Siu Yu *(Note 1)*	Interest in controlled corporation; interests held jointly with other people	Long	1,125,000,000	75%	83%
Five Continental Enterprise Limited ("**Five Continental**") *(Notes 2 and 3)*	Beneficial owner; interests held jointly with other people	Long	1,125,000,000	75%	83%

Name	Capacity/Nature of Interest	Position	Number of Shares/ underlying Shares held	Approximate % of the issued share capital before a possible exercise of the Repurchase Mandate	Approximate % of the issued share capital should the Repurchase Mandate be exercised in full
Ample Cheer Limited ("**Ample Cheer**") *(Note 4)*	Interest in controlled corporation	Long	1,125,000,000	75%	83%
Chu Yuet Wah ("**Mrs. Chu**") *(Note 4)*	Interest in controlled corporation	Long	1,125,000,000	75%	83%
Kingston Finance Limited ("**Kingston**") *(Note 4)*	Interest in controlled corporation	Long	1,125,000,000	75%	83%

The above are calculated based on 1,500,000,000 shares in issue as at the Latest Practicable Date.

Notes:

1. On 5 August 2016, Mr. Leung Chi Kit, Ms. Tso Yuk Ching and Mr. Chow Siu Yu entered into a Concert Parties Confirmatory Deed (as defined in the Prospectus dated 31 May 2017) to acknowledge and confirm, among other things, that they are parties acting in concert in respect of (i) Leung Pui Form Mould & Engineering Co., Limited ("**Leung Pui**") and Ho Yip Construction Company Limited ("**Ho Yip**") since the incorporation of Leung Pui and Ho Yip and (ii) each of the members of our Group upon the Listing Date and will continue so as of and after the date of the Concert Parties Confirmatory Deed. As such, pursuant to the parties acting in concert arrangement, each of Mr. Leung, Ms. Tso and Mr. Chow is deemed to be interested in 75% of the issued share capital of our Company.

2. Five Continental is owned as to 85% by Mr. Leung Chi Kit and 15% by Mr. Chow Siu Yu, who is the uncle of the Executive Director Mr. Chow Dik Cheung. As Ms. Tso Yuk Ching is the spouse of Mr. Leung, Ms. Tso Yuk Ching is deemed to be interested in the shares of Five Continental held by Mr. Leung. Accordingly, Mr. Leung is deemed to be interested in the Shares held by Five Continental under the SFO.

3. On 17 July 2018, Five Continental pledged 1,125,000,000 Shares in favour of Kingston, an independent third party, as a security of a loan granted to Five Continental in the amount of HK$500,000,000.

4. Based on the notices of disclosure of interest filed by Ample Cheer, Mrs. Chu and Kingston on 17 July, 2018, Mrs. Chu and Ample Cheer are deemed to be interested in 1,125,000,000 shares of the Company in which Kingston has an interest.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate will not result in any party becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, 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.

As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. UNDERTAKING OF THE BOARD

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of Cayman Islands.

The following are the particulars of the Directors proposed to be re-elected at the 2025 AGM:

1. Mr. Leung Chi Kit – Executive Director

Mr. Leung Chi Kit（梁志杰）("**Mr. Leung**"), aged 65, is the spouse of Ms. Tso Yuk Ching and is one of the founders of the Group. He is an Executive Director and the Chairman of the Board. Mr. Leung attained his secondary school education in 1973 in the PRC. Mr. Leung has over 37 years of experience in formwork works and related construction works in Hong Kong. Mr. Leung is primarily responsible for formulation of overall business development strategy, overall management and administration and major business decisions of our Group. Prior to establishing our Group in March 1994, Mr. Leung worked in several construction companies in Hong Kong and was responsible for formwork works and related construction works. Leveraging on his experience gained in the industry, he started to venture his own business as a construction contractor in 1981.

Mr. Leung obtained a fellowship award from Social Enterprise Research Academy in May 2018. He has been appointed as the Vice President of Hong Kong China Chamber of Commerce since 30 August 2018. On 6 January 2019, Mr. Leung obtained the top ten Outstanding Chinese Business Enterprise Elite Awards from Hong Kong China Chamber of Commerce.

Mr. Leung has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from the Listing Date renewable automatically until terminated by not less than three months' notice served by either party on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Mr. Leung by giving not less than three months' notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Mr. Leung is entitled to a Director's emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK$2,592,000 per annum, which is determined by reference to his duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting. In addition, Mr. Leung is entitled to a discretionary bonus if so recommended by the remuneration committee of the Company (the "**Remuneration Committee**") and approved by the Board having regard to the operating results of the Group and his performance as an Executive Director, provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him.

Save as disclosed above and being the chairman of the Nomination Committee, Mr. Leung did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

Save as disclosed in Appendix I, as at the Latest Practicable Date, Mr. Leung did not have any interest in Shares within the meaning of Part XV of the SFO.

2. Ms. Tso Yuk Ching – Executive Director

Ms. Tso Yuk Ching（曹玉清）("**Ms. Tso**"), aged 65, is the spouse of Mr. Leung Chi Kit. She is an Executive Director of the Company, the sole director of Kin Wo Form Mould Engineering Limited ("**Kin Wo**") and has been the general manager (administration) of Leung Pui Form Mould & Engineering Co. Limited ("**Leung Pui**") since March 2016. Prior to joining the Company, Mrs. Leung has over 15 years of experience in business management while she acted as the director in Kin Wo. She has been involved in assisting Mr. Leung in the management of Leung Pui since its incorporation. Starting from June 2009, Mrs. Leung contributed further in the management of Leung Pui by advising on its administrative matters. Her duties include overseeing human resources matters, as well as co-ordinating among different departments to ensure sufficiency of office support for the operation of Leung Pui.

Ms. Tso has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from the Listing Date renewable automatically until terminated by not less than three months' notice served by Ms. Tso on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Ms. Tso by giving not less than three months' notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Ms. Tso is entitled to a Director's emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK$1,890,000 per annum, which is determined by reference to her duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting. In addition, Ms. Tso is entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and her performance as an Executive Director, provided that she shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to her.

Save as disclosed above, Ms. Tso did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company or any associates of any of them.

As at the Latest Practicable Date, Ms. Tso does not have any interest in Shares within the meaning of Part XV of the SFO.

3. Mr. Chow Dik Cheung – Executive Director

Mr. Chow Dik Cheung（周迪將）("**Mr. Chow**"), aged 49, is the nephew of Mr. Chow Siu Yu, one of the controlling shareholders of the Company and is an Executive Director and the Chief Executive Officer of the Company. He has over 22 years of experience in the engineering and construction industry. Mr. Chow is responsible for making major operation decisions for the Department of Commerce, Department of Safety and Department of Project Management. Mr. Chow obtained his Bachelor's Degree of Engineering in Mechatronic Engineering from the City University of Hong Kong in November 1999. He obtained a Certificate in Construction Safety Supervisor Course from the Construction Industry Training Authority in October 2001. Mr. Chow obtained his Bachelor's Degree of Engineering in Building Engineering (Construction Engineering and Management) from the City University of Hong Kong in November 2008. He further obtained a Professional Diploma in Occupational Safety & Health from the School of Continuing Education, Hong Kong Baptist University in September 2011. Mr. Chow joined our Group in May 2000 as a quantity surveyor.

Mr. Chow has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from the Listing Date renewable automatically until terminated by not less than three months' notice served by either party on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Mr. Chow by giving not less than three months' notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Mr. Chow is entitled to a Director's emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK$832,320 per annum, which is determined by reference to his duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting. In addition, Mr. Chow is entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and his performance as a Executive Director, provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him.

Save as disclosed above, Mr. Chow did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Chow does not have any interest in Shares within the meaning of Part XV of the SFO.

4. Mr. Chan Sik Mau – Executive Director

Mr. Chan Sik Mau（陳錫茂）("**Mr. Chan**"), aged 70, is an Executive Director of the Company. He has over 37 years of experience in formwork works and construction work in Hong Kong. He has been working with Mr. Leung Chi Kit since 1996 and assisted Mr. Leung since the incorporation of our Group. Starting from January 2004, he was employed by Leung Pui as a site agent. Based on his experience and understanding of our Group, he has been assigned to manage several major construction sites and provide advice and execute the business strategy of our Group.

Mr. Chan has entered into a service agreement with the Company with an initial fixed term of 3 years commencing from the Listing Date renewable automatically until terminated by not less than three months' notice served by either party on the other expiring at the end of the initial term or any time thereafter. The Company may terminate the service agreement with Mr. Chan by giving not less than three months' notice in writing at any time during the service period and is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of the Company. Mr. Chan is entitled to a Director's emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK$832,320 per annum, which is determined by reference to his duties and responsibilities and market conditions and to be authorised by the Shareholders at the Annual General Meeting. In addition, Mr. Chan is entitled to a discretionary bonus if so recommended by the Remuneration Committee of the Company and approved by the Board having regard to the operating results of the Group and his performance as an Executive Director, provided that he shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual emolument, management bonus and other benefits payable to him.

Save as disclosed above, Mr. Chan did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Chan does not have any interest in Shares within the meaning of Part XV of the SFO.

5. Mr. Wong Yuk Lun, Alan – Independent Non-executive Director

Mr. Wong Yuk Lun, Alan（黃玉麟）("**Mr. Wong**"), aged 50, has been appointed as an independent non-executive Director on 16 December 2021. Mr. Wong obtained a Bachelor's Degree in Accounting and Financial Management from the University of Sunderland in 2010. Mr. Wong had worked for various accounting firms and commercial companies and has over 25 years of experience in merger and acquisitions, financial management, taxation, audit and non-audit services.

Mr. Wong has been appointed as a non-executive director of TFG International Group Limited (stock code: 542) with effect from 3 March 2023, the issued shares of which are listed on the Stock Exchange.

Mr. Wong has also served as an independent non-executive director of (i) Smart City Development Holdings Limited (stock code: 8268, formerly known as Deson Construction International Holdings Limited, a company listed on the GEM of the Stock Exchange); and (ii) Temir Corp. (stock code: TMRR, a company listed on OTCQB Venture Market).

Mr. Wong was an executive director, the chairman of the board, chief executive officer, the chairman of the nomination committee, a member of remuneration committee, an authorised representative and process agent of NOVA Group Holdings Limited ("**NOVA**") (stock code: 1360, a company listed on the Main Board of the Stock Exchange) from 6 April 2023 to 9 January 2025.

Mr. Wong has entered into a letter of appointment with the Company from 16 December 2021 with no fixed term of service, subject to retirement by rotation and reelection at annual general meetings in accordance with the articles of association of the Company and the Listing Rules. Pursuant to the aforesaid letter of appointment, Mr. Wong will be entitled to a Director's fee and allowances of HK$180,000 per annum, which was determined with reference to his background, duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market situation and to be authorised by the Shareholders at the Annual General Meeting.

Save as disclosed above and being the chairman of the Remuneration Committee, Mr. Wong did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Wong does not have any interest in Shares within the meaning of Part XV of the SFO.

6. Mr. Lam Wai Hung – Independent Non-executive Director

Mr. Lam Wai Hung（林偉雄）("**Mr. Lam**"), aged 45, has been appointed as an independent non-executive Director on 31 December 2021. Mr. Lam holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University and is a member of the Association of Chartered Certified Accountants. He had been working in various companies listed on the Stock Exchange, and was responsible for works related to financial management, corporate finance, merger and acquisition, investor relationship and corporate governance.

Mr. Lam is currently an independent non-executive director of Far East Holdings International Limited (Stock code: 36, a company listed on the Main Board of the Stock Exchange) and Smart City Development Holdings Limited (Stock code: 8268, formerly known as Deson Construction International Holdings Limited) which was listed on the GEM of the Stock Exchange.

Mr. Lam was an executive director of NOVA Group Holdings Limited (Stock code: 1360, a company listed on the Main Board of the Stock Exchange) from 6 April 2023 to 9 January 2025.

Mr. Lam has entered into a letter of appointment with the Company from 31 December 2021 with no fixed term of service, subject to retirement by rotation and reelection at annual general meetings in accordance with the articles of association of the Company and the Listing Rules. Pursuant to the aforesaid letter of appointment, Mr. Lam will be entitled to a Director's fee and allowances of HK$180,000 per annum, which was determined with reference to his background, duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market situation and to be authorised by the Shareholders at the Annual General Meeting.

Save as disclosed above, Mr. Lam did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Lam does not have any interest in Shares within the meaning of Part XV of the SFO.

7. Mr. Lam Kai Yeung – Independent Non-executive Director

Mr. Lam Kai Yeung（林繼陽）("**Mr. Lam**"), aged 55, is an Independent Non-executive Director of the Company. He is a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants and a Certified Dealmaker in China. Mr. Lam obtained a Bachelor's Degree of Accounting from the Xiamen University in July 1990 and a Master Degree in Business Administration from the Oxford Brookes University in the United Kingdom in July 2010. Mr. Lam is a licensed person for type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance ("**SFO**").

Mr. Lam is an executive director and the chief executive officer of Hang Pin Living Technology Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1682). Mr. Lam has been an independent non-executive director of A Metaverse Company, formerly known as Starrise Media Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1616) since June 2012.

Mr. Lam was an independent non-executive director of Shi Shi Services Limited (a company listed on the GEM of the Stock Exchange, Stock Code: 8181) from October 2015 to 2 December 2024.

Mr. Lam has entered into a service agreement with the Company with no fixed term of service, subject to retirement by rotation and re-election at annual general meeting in accordance with the articles of association of the Company. Mr. Lam is entitled to a Director's fee and allowance of HK$180,000 per annum, which was determined with reference to his background, duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market situation and to be authorised by the Shareholders at the Annual General Meeting.

Save as disclosed above and being the chairman of the Audit Committee, Mr. Lam did not hold any directorships in other listed companies in the past three years and does not have any relationship with any other Directors, senior management, substantial shareholders or Controlling Shareholders of the Company or any associates of any of them.

As at the Latest Practicable Date, Mr. Lam does not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matters in relation to the re-election of the abovementioned retiring Directors that need to be brought to the attention of the Shareholders and there is no information relating to the abovementioned retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Kin Shing Holdings Limited
建成控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1630)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting ("**2025 AGM**") of Kin Shing Holdings Limited 建成控股有限公司 (the "**Company**") will be held at 16/F., Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 15 August 2025 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. to adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("**Directors**") of the Company and the Company's Auditors for the year ended 31 March 2025.

2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. Leung Chi Kit as Executive Director.

   (b) to re-elect Ms. Tso Yuk Ching as Executive Director.

   (c) to re-elect Mr. Chow Dik Cheung as Executive Director.

   (d) to re-elect Mr. Chan Sik Mau as Executive Director.

   (e) to re-elect Mr. Wong Yuk Lun, Alan as Independent Non-executive Director.

   (f) to re-elect Mr. Lam Wai Hung as Independent Non-executive Director.

   (g) to re-elect Mr. Lam Kai Yeung as Independent Non-executive Director.

   (h) to authorise the Board of Directors to fix the Directors' remuneration.

3. to re-appoint HLB Hodgson Impey Cheng Limited as the Company's Auditors and to authorise the Board of Directors to fix their remuneration.

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

"**THAT**:

(a) subject to the following provisions of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 each in the share capital of the Company (the "**Shares**"), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company ("**Articles**"), shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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

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

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

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company ("**Shareholders**") in general meeting.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Directors of the Company to the holders of Shares or any class of Shares whose names appear on the registers 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 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)."

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

"**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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

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

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

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting."

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

"**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution."

By order of the Board
Kin Shing Holdings Limited
Leung Chi Kit
Chairman and Executive Director

Hong Kong, 17 July 2025

Notes:

1. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM will be Friday, 15 August 2025. For the purpose of determining the identity of the shareholders entitled to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Tuesday, 12 August 2025 to Friday, 15 August 2025, both dates inclusive, during which period no transfer of shares will be effected. All completed transfers forms accompanied by the relevant certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance centre, 16 Harcourt Road, Hong Kong. All completed transfers forms must be lodged no later than 4:30 p.m. on Monday, 11 August 2025.

2. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint proxy to attend and vote in his/her stead in accordance with the Articles of Association of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent the member.

3. 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 certified copy thereof, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited not less than 48 hours (i.e. 10:30 a.m. on Wednesday, 13 August 2025) before the time appointed for holding the 2025 AGM. Completion and return of the form of proxy will not preclude members from attending and voting in person at the 2025 AGM or any adjournment thereof should they so wish.

4. With respect to resolution no. 2 of this notice, Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung, Mr. Chan Sik Mau, Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung will retire and, being eligible, offer themselves for re-election at the 2025 AGM pursuant to articles 108 of the Company's Articles. Details of the retiring Directors which are required to be disclosed under the Listing Rules are set out in Appendix II of this circular.

5. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoons is expected to be in force at any time between 9:00 a.m. and 12:00 noon on the day of the 2025 AGM, then the 2025 AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Company's website (www.kinshingholdings.com.hk) and the website of the HKEx (www.hkexnews.hk).

   If Typhoon Signal No. 8 or above or a Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoons is cancelled at or before 8:00 a.m. on the day of the 2025 AGM, and where conditions permit, the 2025 AGM will be held as scheduled.

   The 2025 AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force.

   Shareholders should decide on their own whether they would attend the 2025 AGM under bad weather conditions bearing in mind their own situations and, if they do so, they are advised to exercise care and caution.

6. As at the date of this notice, the Board comprises (i) four Executive Directors, namely Mr. Leung Chi Kit, Ms. Tso Yuk Ching, Mr. Chow Dik Cheung and Mr. Chan Sik Mau and (ii) three Independent Non-executive Directors, namely Mr. Wong Yuk Lun, Alan, Mr. Lam Wai Hung and Mr. Lam Kai Yeung.