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IBI Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1547)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**2025 AGM**") of IBI Group Holdings Limited (the "**Company**") will be held at 2401–02, 24/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 5 September 2025 at 10:00 a.m. for the following purposes:

As ordinary business,

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "**Directors**") and independent auditor of the Company for the year ended 31 March 2025.

2. To re-elect the following retiring Directors:

   (i) Mr. Steven Paul Smithers as an executive Director;

   (ii) Mr. David John Kennedy as an independent non-executive Director; and

   (iii) Ms. Ka Wai Yeung as an independent non-executive Director.

3. To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration for the year ending 31 March 2026.

4. To declare a final dividend of HK0.5 cents per share of the Company for the year ended 31 March 2025.

5. To re-appoint BDO Limited as the independent auditor of the Company for the ensuing year and authorise the Board to fix its remuneration.

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

"**THAT**:

(a) subject to paragraph (c) of this resolution below, pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares of the Company (the "**Shares**") or securities convertible into or exchange for Shares, or options or warrants, for similar rights to subscribe for any Shares or to resell treasury shares of the Company (if permitted under the Listing Rules) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and 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 in force from time to time (the "**Articles of Association**"); or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for Shares, shall not exceed the aggregate of 20% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

(d) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands or any other applicable laws of the Cayman Islands; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company)."

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

"**THAT**:

(a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on the Stock Exchange of or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Commission**") and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purpose of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands or any other applicable laws of the Cayman Islands; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

8. "**THAT** subject to the passing of resolution nos. 6 and 7 set out in the notice convening the annual general meeting of the Company (the "**Notice**"), the authority of the Directors of the Company pursuant to resolution no. 6 set out in the Notice be and the same is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares (excluding treasury shares) repurchased pursuant to the authority granted pursuant to resolution no. 7 set out in the Notice provided that such number shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution."

By order of the board of
IBI Group Holdings Limited
Neil David Howard
Chairman

Hong Kong, 25 July 2025

Registered office:
One Nexus Way
Camana Bay
Grand Cayman
KY1-9005
Cayman Islands

Principal place of business in Hong Kong:
3/F, Bangkok Bank Building
18 Bonham Strand West
Hong Kong

As at the date of this Notice, the Directors are:

Executive Directors:
Mr. Neil David Howard *(Chairman and Chief Executive Officer)*
Mr. Steven Paul Smithers

Independent non-executive Directors:
Mr. David John Kennedy
Mr. Christopher John Brooke
Ms. Ka Wai Yeung

Notes:

1. Any member of the Company (the "**Member**") entitled to attend and vote at the 2025 AGM convened by this Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares in the Company, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the Articles of Association. A proxy need not be a Member but must be present in person at the 2025 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number and class of such Shares in respect of which such proxy is so appointed.

2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited located at 17/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong no later than 48 hours before the time appointed for holding the 2025 AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from subsequently attending in person and voting at the 2025 AGM or its adjourned meeting should he/she so wish.

3. For determining the Members' entitlement to attend and vote at the 2025 AGM, the register of Members will be closed from Tuesday, 2 September 2025 to Friday, 5 September 2025 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the 2025 AGM, all duly completed transfer documents, 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 located at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration no later than 4:30 p.m. on Monday, 1 September 2025. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the 2025 AGM will be Friday, 5 September 2025.

4. Subject to the approval of the Shareholders at the 2025 AGM, the proposed final dividend will be payable on or about Monday, 6 October 2025 to the Shareholders whose names appear on the register of members of the Company on Friday, 19 September 2025. To ascertain the entitlement of the Shareholders to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 16 September 2025 to Friday, 19 September 2025 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all duly 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, Admiralty, Hong Kong, no later than 4:30 p.m. on Monday, 15 September 2025. The record date for determining the Shareholders' respective entitlements to the proposed final dividend will be Friday, 19 September 2025.

5. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix I to the circular (the "**Circular**") of the Company dated 26 July 2025.

6. In relation to the proposed resolution no. 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.

7. In relation to the proposed resolutions nos. 6 and 8 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of the Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares.

8. In relation to the proposed resolution no. 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the Shares only in the circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.

9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll.

10. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the 2025 AGM, the 2025 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2025 AGM by a supplemental notice posted on the respective websites of the Company and the Stock Exchange.

    (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours or more before the appointed time of the 2025 AGM and where conditions permit, the 2025 AGM will be held as scheduled.

    (c) The 2025 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

    (d) After considering their own situations, Members should decide on their own whether or not they would attend the 2025 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Directors are Mr. Neil David Howard and Mr. Steven Paul Smithers; and the independent non-executive Directors are Mr. David John Kennedy, Mr. Christopher John Brooke and Ms. Ka Wai Yeung.