THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about 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 **Rongzun International Holdings Group Limited** (the "**Company**"), you should at once hand this circular with the enclosed form of proxy to the purchaser or 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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RONGZUN INTERNATIONAL HOLDINGS GROUP LIMITED
榮尊國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) PROPOSED RE-APPOINTMENT OF AUDITOR;
(3) PROPOSED RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED PAYMENT OF FINAL DIVIDEND;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held on Tuesday, 9 September 2025 at 12:00 noon at 2/F, Bonham Majoris, 40-44 Bonham Strand East, Sheung Wan is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof (as the case may be), should you so wish.

28 July 2025

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

"AGM"	the annual general meeting of the Company to be held on Tuesday, 9 September 2025 at 12:00 noon at 2/F, Bonham Majoris, 40-44 Bonham Strand East, Sheung Wan;
"AGM Notice"	the notice convening the AGM set out on pages 15 to 19 of this circular;
"Articles of Association"	the third amended and restated articles of association of the Company that is currently in force;
"Board"	the board of Directors;
"close associate(s)"	has the same meaning as defined in the Listing Rules;
"Companies Act"	the Companies Act (as revised) of the Cayman Islands as amended from time to time;
"Company"	Rongzun International Holdings Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
"core connected person"	has the same meaning as defined in the Listing Rules;
"Director(s)"	the directors of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares (including any sale and transfer of treasury shares out of treasury) set out as resolution no. 6 in the AGM Notice;
"Latest Practicable Date"	22 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

"Listing Date"	30 April 2019, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Memorandum and Articles of Association"	the third amended and restated memorandum and articles of association currently in-force;
"Nomination Committee"	the nomination committee of the Board;
"Remuneration Committee"	the remuneration committee of the Board;
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted of the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 7 in the AGM Notice;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
"Share(s)"	share(s) of par value HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	the holder(s) of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Repurchase as approved by the Securities and Futures Commission of Hong Kong;
"Treasury Shares"	Shares repurchased and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and/or the Articles of Association; and
"%"	per cent.

RONGZUN INTERNATIONAL HOLDINGS GROUP LIMITED
榮尊國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

Executive Director:
Dr. Hiroshi Kaneko *(Chief Executive Officer)*

Non-executive Directors:
Mr. Wang Xueyan *(Chairman)*
Ms. Song Ningning

Independent non-executive Directors:
Mr. Jin Fan
Mr. Sung Ka Woon
Mr. Yiu To Wa

Registered Office in the Cayman Islands:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Units 2803–2803A
Asia Trade Centre
No. 79 Lei Muk Road
Kwai Chung
New Territories
Hong Kong

28 July 2025

To the Shareholders,

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) PROPOSED RE-APPOINTMENT OF AUDITOR; (3) PROPOSED RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS; (4) PROPOSED PAYMENT OF FINAL DIVIDEND; AND (5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with details of the resolutions to be proposed at the AGM for, among other matters, (i) the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) the proposed re-appointment of auditor; (iii) furnishing you with details of the proposed re-election of retiring Directors; (iv) provide you with information regarding the proposed final dividend; (v) setting out an explanatory statement regarding the Repurchase Mandate; and (vi) giving you notice of the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its Shareholders at the annual general meeting of the Company held on 10 September 2024. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general and unconditional mandates:

(i) to allot, issue and otherwise deal with new Shares (including any sale and transfer of treasury shares out of treasury) with a total number of not exceeding 20% of the total number of the issued Shares as at the date of passing the proposed resolution at the AGM; and

(ii) to repurchase Shares with a total number of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the proposed resolution at the AGM.

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

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

As at the Latest Practicable Date, the issued share capital of the Company comprised 620,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general and unconditional mandates to issue Shares and repurchase Shares and on the basis of 620,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to allot, issue and otherwise deal with a maximum of 124,000,000 new Shares under the Issue Mandate (representing 20% of the total number of the issued Shares as at the date of the AGM), and the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 62,000,000 Shares (representing 10% of the total number of the issued Shares as at the date of the AGM).

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular containing requisite information regarding the Repurchase Mandate to the Shareholders.

EXTENSION TO ISSUE MANDATE

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 8 of the notice of the AGM.

RE-APPOINTMENT OF THE AUDITOR

Deloitte Touche Tohmatsu will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment as the auditor of the Company.

RE-ELECTION OF DIRECTORS

In accordance with Article 108(a) of the Articles of Association, at each of the annual general meeting, one third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest to but not less than one third, shall retire from office by rotation provided that every director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every 3 years.

Further, in accordance with Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article 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. Jin Fan, Mr. Yiu To Wa, Mr. Wang Xueyan and Ms. Song Ningning shall hold office of Director until the AGM and offer themselves form re-election as Directors.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and education background, professional experience and knowledge) with due regard for the benefit of board diversity, as set out under the board diversity policy of the Company, the Nomination Committee has reviewed the re-election of the Directors through:

(a) evaluating the performance, time commitment and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation as well as the Director's ability to discharge his or her responsibilities effectively, taking in account the factors as required by the Listing Rules; and

(b) assessing the independence of the independent non-executive Directors, being Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa, and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

(a) the performance of the retiring Directors was satisfactory and they contributed effectively to the operation of the Board; and

(b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa:

(i) fulfil the requirements as independent non-executive Directors under Rule 3.13 of the Listing Rules; and

(ii) are the persons of integrity and have independent personality and judgment.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered, the re-election of Mr. Jin Fan and Mr. Yiu To Wa as independent non-executive Directors and Mr. Wang Xueyan and Ms. Song Ningning as non-executive Directors, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the AGM. In this respect, the ordinary resolutions will be proposed to (a) re-elect Mr. Wang Xueyan as a non-executive Director; (b) re-elect Ms. Song Ningning as a non-executive Director; (c) re-elect Mr. Jin Fan as an independent non-executive Director; (d) re-elect Mr. Yiu To Wa as independent non-executive Director at the forthcoming AGM.

Details of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

CLOSURE OF REGISTER

For the purpose of determining entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Thursday, 4 September 2025 to Tuesday, 9 September 2025, both days inclusive, during which period no transfer of the Shares can be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 9 September 2025 will be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 September 2025.

FINAL DIVIDEND

As stated in the announcement of the Company dated 27 June 2025 relating to the annual results of the Company for the year ended 31 March 2025, the Directors resolved to recommend the payment of a final dividend of HK4.0 cents per share for the year ended 31 March 2025 ("**Final Dividend**") to Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 19 September 2025. In order to establish entitlements to the proposed Final Dividend, all transfers of shares of the Company accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 September 2025. The register of members of the Company will be closed from Wednesday, 17 September 2025 to Friday, 19 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Tuesday, 9 September 2025 at 12:00 noon at 2/F, Bonham Majoris, 40–44 Bonham Strand East, Sheung Wan is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you intend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.

RECOMMENDATION

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

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the AGM and contained in the AGM Notice will be voted by way of a poll by the Shareholders.

At the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.bnd-strategic.com.hk as prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

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

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Rongzun International Holdings Group Limited
Dr. Hiroshi Kaneko
Executive Director and Chief Executive Officer

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders providing the requisite information to Shareholders for consideration of the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain 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. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

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

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 620,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis of 620,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 62,000,000 Shares.

5. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Kyosei Technology Inc. ("**Kyosei Inc.**") held 465,000,000 Shares representing 75% of the issued share capital of the Company (the "**Shares**"). Kyosei Inc. is legally and beneficially owned as to 28.05% by Dr. Hiroshi Kaneko ("**Dr. Kaneko**"). Kyosei Inc. are a group of Controlling Shareholders within the meaning of the Listing Rules.

By virtue of the SFO,

(a) Dr. Kaneko is deemed, or taken to have an interest in the above Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

(b) Dr. Kaneko is the director of Kyosei Inc., the substantial shareholder of the Company.

If the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate, if approved by the Shareholders, is exercised in full), the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 62,000,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date). The shareholding percentage of the Controlling Shareholders will be increased to approximately 83.33% of the issued share capital of the Company immediately following the full exercise of the Repurchased Mandate. Such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell 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.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) from the Listing Date and ended on the Latest Practicable Date.

The Company intends to cancel the repurchased shares following settlement of any such repurchase and does not intend to hold the repurchased shares as Treasury Shares.

8. SHARE PRICES

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

	Share Prices	
	Highest	**Lowest**
	HK$	*HK$*
2024		
July	1.8	1.31
August	1.45	1.44
September	1.59	1.26
October	1.59	1.21
November	1.38	1.29
December	1.29	1.05
2025		
January	1.19	1.05
February	1.14	1.05
March	1.1	0.85
April	1	0.87
May	1.09	0.96
June	1.14	0.88
July (until the Latest Practicable Date)	1.45	1.15

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

RE-ELECTION OF DIRECTORS

1. Mr. Wang Xueyan (王薛儼先生) ("Mr. Wang")

Mr. Wang Xueyan, aged 38, was a general manager of Guangzhou Yingzheng Culture Communication Company Limited* (廣州瀛正文化傳播有限公司) during the period from 2015-2021 and he has been a general manager of Yingzheng Culture (Guangdong) Company Limited* (瀛正文化(廣東)有限公司) since 2021.

The Company has signed a service agreement with Mr. Wang for an initial term of three (3) years commencing from 24 September 2024 in respect of his directorship. He will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Wang will also be subject to retirement by rotation and re-election pursuant to the third amended and restated articles of association of the Company.

Mr. Wang confirms that save as disclosed above, as at the date of this circular, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the SFO; and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Listing Rules.

2. Ms. Song Ningning (宋寧寧女士) ("Ms. Song")

Ms. Song Ningning, aged 37, possesses extensive experience in managing hotels and the public relations service industry. Her leadership skills and strategic insights have significantly contributed to the success and growth of numerous projects within these sectors. She is a highly valued professional in her field. She graduated from Harbin University of Science and Technology with a bachelor's degree in laws in 2010.

The Company has signed a service agreement with Ms. Song for an initial term of three (3) years commencing from 19 December 2024 in respect of her directorship. She will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Ms. Song will also be subject to retirement by rotation and re-election pursuant to the third amended and restated articles of association of the Company and the Listing Rules. Ms. Song is entitled to a remuneration of US$1,500 (approximately HK$12,000) per month, which is determined by the Board with reference to her duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee.

Ms. Song confirms that save as disclosed above, as at the date of her confirmation, she (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the SFO; and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Listing Rules.

3. Mr. Jin Fan (金帆先生) ("Mr. Jin")

Mr. Jin Fan, aged 37, has been appointed as an Independent Non-executive Director of the Company since 4 December 2023.

Mr. Jin was the legal representative (法定代表人) of Suzhou Jinjude Information Consulting Co., Ltd.* (蘇州金聚德信息諮詢有限公司) during the period from December 2020 to September 2021, and the materials department specialist of Suzhou Rail Transit Operation Company* (蘇州軌道交通有限公司運營分公司) from July 2012 to July 2015. Mr. Jin graduated from Jilin University in July 2015 with a bachelor's degree in administration.

The Company has entered into a contract for appointment with Mr. Jin for an initial term of two years from 4 December 2023. The contract of appointment may be terminated by, among other factors, either party by written notice of one month. Mr. Jin is subject to retirement by rotation and re-election in annual general meeting(s) of the Company in accordance with the second amended and restated articles of association of the Company and the Listing Rules. Mr. Jin is entitled to a remuneration of HK$15,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Mr. Jin confirms that save as disclosed above, as at the date of this circular, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the SFO; and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Listing Rules.

4. Mr. Yiu To Wai (姚道華先生) ("Mr. Yiu")

Mr. Yiu To Wai, aged 42, has been appointed as an Independent Non-executive Director of the Company since 4 December 2023.

Mr. Yiu obtained his bachelor's degree of business administration in professional accountancy program from The Chinese University of Hong Kong in 2005 and has been a certified public accountant of Hong Kong Institute of Certified Public Accountants since 2008. Mr. Yiu has over 15 years of experience in financial accounting and auditing of listed companies in Hong Kong. Mr. Yiu is currently an independent non-executive director of China Environmental Energy Investment Limited (stock code: 986) and Yuk Wing Group Holdings Limited (stock code: 1536), both of which are listed on the Main Board of the Stock Exchange. He was an executive director of DeTai New Energy Group Limited (stock code: 559), which is listed on the Main Board of the Stock Exchange, from May 2021 to July 2021.

The Company has entered into a contract for appointment with Mr. Yiu for an initial term of two years from 4 December 2023. The contract of appointment may be terminated by, among other factors, either party by written notice of one month. Mr. Yiu is subject to retirement by rotation and re-election in annual general meeting(s) of the Company in accordance with the Articles of Association. Mr. Yiu is entitled to a remuneration of HK$15,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Mr. Yiu confirms that save as disclosed above, as at the date of this circular, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the SFO; and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Listing Rules.

RONGZUN INTERNATIONAL HOLDINGS GROUP LIMITED
榮尊國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of Rongzun International Holdings Group Limited (the "**Company**") will be held on Tuesday, 9 September 2025 at 12:00 noon at 2/F, Bonham Majoris, 40–44 Bonham Strand East, Sheung Wan for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

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

2. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board (the "**Board**") of Directors of the Company to fix their remuneration.

3. (a) To re-elect Mr. Wang Xueyan (王薛儼先生) as a non-executive Director of the Company;

   (b) To re-elect Ms. Song Ningning (宋寧寧女士) as a non-executive Director of the Company;

   (c) To re-elect Mr. Jin Fan (金帆先生) as an independent non-executive Director of the Company; and

   (d) To re-elect Mr. Yiu To Wai (姚道華先生) as an independent non-executive Director of the Company.

4. To declare a final dividend of HK$0.04 per share for the year ended 31 March 2025.

5. To authorise the Board of the Company to fix the remuneration of the Directors of the Company.

6. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares) in the share capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the share capital of the Company) during or after the end of the Relevant Period;

(C) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend in accordance with the Articles of Association from time to time, or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued shares of the Company (excluding treasury shares, if any) at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

"**Relevant Period**" means the period from the time 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 by the Company's Memorandum and Articles of Association or the Companies Law or any other applicable laws of the Cayman Islands to be held; or

(iii) the date on which the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (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 recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly."

7. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(C) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

"**Relevant Period**" means the period from the time 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 by the Company's Memorandum and Articles of Association or the Companies Law or any other applicable laws to be held; or

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

8. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the ordinary resolutions Nos. 6 and 7 as set out in this notice convening the Meeting of which this resolution forms part ("**this Notice**"), the general and unconditional mandate granted to the Directors pursuant to resolution no. 6 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to resolution no. 7 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing resolution no. 7."

By Order of the Board
Rongzun International Holdings Group Limited
Dr. Hiroshi Kaneko
Executive Director and Chief Executive Officer

Hong Kong, 28 July 2025

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. 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. On a poll, votes may be given either personally or by proxy.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

3. A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

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

6. Completion and delivery of the form of a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 6 as set out in this Notice is enclosed in this circular.

8. The Register of Members of the Company will be closed from Thursday, 4 September 2025 to Tuesday, 9 September 2025, both days inclusive. During such period, no share transfers will be effected. Shareholders whose names appear on the register of members of the Company on Tuesday, 9 September 2025 will be entitled to attend and vote at the AGM. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 3 September 2025.

9. In order to establish entitlements to the proposed final dividend, all transfers of shares of the Company accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 16 September 2025. The register of members of the Company will be closed from Wednesday, 17 September 2025 to Friday, 19 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered.

10. Concerning agenda item 3 above, each of Mr. Wang Xueyan, Ms. Song Ningning, Mr. Jin Fan and Mr. Yiu To Wa is proposed to be re-elected as Directors of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Wang Xueyan, Ms. Song Ningning, Mr. Jin Fan and Mr. Yiu To Wa are set out on pages 12 to 14 in Appendix II in this circular.

11. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.

12. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at www.bnd-strategic.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.