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FAIRWOOD HOLDINGS LIMITED
大快活集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 52)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of Fairwood Holdings Limited (the "Company") will be held at Conference Room, 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong on Friday, 5 September 2025 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the Directors and Independent Auditor for the year ended 31 March 2025.

2. To declare a final dividend.

3(i). To re-elect Mr LO Fai Shing Francis as an Executive Director; and

3(ii). To re-elect Mr YIP Cheuk Tak as an Independent Non-executive Director.

4. To authorise the Board of Directors to fix the remuneration of the Directors.

5. To re-appoint Deloitte Touche Tohmatsu as Auditor of the Company and to authorise the Board of Directors to fix their remuneration.

6. As special business to consider, and if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:-

   A. "**THAT**:

   (a) subject to paragraph (c) 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 otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which 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 authorise the Directors of the Company 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 an option or otherwise) 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 subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares of the Company, (iii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company in force from time to time, shall not exceed the aggregate of (aa) 20% of the number of issued shares of the Company as at the date of passing this Resolution plus (bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of issued shares of the Company bought back by the Company subsequent to the passing of this Resolution (up to a maximum number equivalent to 10% of the number of issued shares of the Company as at the date of passing such separate ordinary 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 Company's bye-laws or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

"Rights Issue" means an offer of shares open for a period fixed by the Directors of the Company to the holders of ordinary shares of the Company on its register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusion 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 outside Hong Kong applicable to the Company)."

B. "**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (which shall have the same meaning for the purpose of this Resolution, *mutatis mutandis*, as given in paragraph (d) of the resolution set out as Resolution 6A in the notice of this Meeting) of all powers of the Company to buy back shares of par value of HK$1.00 each in the capital of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs, 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 of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and

(b) the aggregate number of shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution 6B during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly."

C. "**THAT** conditional upon the passing of the resolutions set out in Resolutions 6A and 6B in the notice of this Meeting, the Directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (a) of the resolution set out as Resolution 6A in the notice of this Meeting in respect of the number of issued shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution."

By Order of the Board
Fairwood Holdings Limited
CHAN Kang Tung
Company Secretary

Hong Kong, 30 July 2025

Notes :

1. *Any member of the Company entitled to attend and vote at the Meeting may appoint one or more proxies to attend, and on a poll, vote in his stead. A proxy need not be a member of the Company.*

2. *To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be deposited at the head office and principal place of business of the Company at 2nd Floor, TRP Commercial Centre, 18 Tanner Road, North Point, Hong Kong not less than 48 hours before the appointed time for the holding the Meeting or at any adjournment thereof (as the case may be).*

3. *In order to determine shareholders' entitlement to attend and vote at the Meeting, the Register of Members of the Company will be closed from Tuesday, 2 September 2025 to Friday, 5 September 2025 (both days inclusive), during which period no transfer of shares will be registered. All completed transfer*

forms accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Monday, 1 September 2025 for registration. The record date for determining the eligibility of shareholders to attend and vote at the Meeting is Friday, 5 September 2025.

4. *In order to determine shareholders' entitlement to the proposed final dividend, the Register of Members of the Company will also be closed from Friday, 12 September 2025 to Tuesday, 16 September 2025 (both days inclusive), during which period no transfer of shares will be registered. All completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 11 September 2025 for registration. The record date for determining shareholders' entitlement to the proposed final dividend is Tuesday, 16 September 2025.*

5. *Concerning Resolution 3 above, the biographical details and interests in the shares of the Company of the Directors to be re-elected at the Meeting are set out in Appendix II to the circular of the Company dated 30 July 2025 (the "Circular").*

6. *Concerning Resolutions 6A and 6C above, approval is being sought from members for a general mandate to authorise the allotment and issue of shares of the Company under the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").*

7. *Concerning Resolution 6B above, approval is being sought from members for a general mandate to buy back shares of the Company under the Listing Rules. An Explanatory Statement setting out the terms and conditions upon which such power to be exercised is set out in Appendix I to the Circular.*

8. *Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Meeting must be taken by poll and the Company will announce the results of the poll on the respective websites of the Company (www.fairwoodholdings.com.hk) and the Stock Exchange (www.hkexnews.hk).*

9. *If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by The Government of the Hong Kong Special Administrative Region ("HKSAR Government") is/are in force in Hong Kong at any time after 12:00 noon on the day of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the respective websites of the Company (www.fairwoodholdings.com.hk) and the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and venue of the rescheduled Meeting.*

   The Meeting 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 Meeting under bad weather conditions having regard to their own situations and, if they choose to do so, they are advised to exercise care and caution.

As at the date of this announcement, the Directors of the Company are:
Non-executive Director: Mr Dennis Lo Hoi Yeung (Chairman)
Executive Directors: Mr Lo Fai Shing Francis (Vice Chairman) and Ms Peggy Lee (Chief Executive Officer); and
Independent Non-executive Directors: Mr Joseph Chan Kai Nin, Dr Peter Lau Kwok Kuen, Dr Peter Wan Kam To and Mr Yip Cheuk Tak.

Website: www.fairwoodholdings.com.hk