THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

TUNGTEX (HOLDINGS) COMPANY LIMITED
同得仕（集團）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00518)

PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2025 annual general meeting of Tungtex (Holdings) Company Limited (the "**Company**") to be held at Function Room 1, The Executive Centre, Level 23, One Island East, No. 18 Westlands Road, Taikoo Place, Quarry Bay, Hong Kong on Thursday, 28 August 2025 at 3:30 p.m. at which the above proposals will be considered is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you intend to attend the meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company's share registrar no later than 3:30 p.m. on Tuesday, 26 August 2025. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjournment thereof if you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

No gifts, food or beverages will be provided at the meeting.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

30 July 2025

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Notice of 2025 Annual General Meeting AGM-1

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

"2025 AGM"	the 2025 annual general meeting of the Company to be held on Thursday, 28 August 2025 at 3:30 p.m. or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-5 of this circular
"Articles"	the existing articles of association of the Company
"Board"	the board of Directors
"Buy-back Mandate"	a general and unconditional mandate to be granted to the Directors to exercise all powers of the Company to buy back Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution
"Close Associate(s)"	has the same meaning as ascribed thereto in the Listing Rules
"Companies Ordinance"	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong as amended from time to time
"Company"	Tungtex (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Core Connected Person(s)"	has the same meaning as ascribed thereto in the Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate to be granted to the Directors to the effect that any Shares repurchased under the Buy-back Mandate will be added to the total number of Shares which may be allotted, issued or dealt with under the Issue Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), 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 to be granted to the Directors to issue, allot and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution
"Latest Practicable Date"	25 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong as amended from time to time
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	the registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
"%"	per cent.

TUNGTEX (HOLDINGS) COMPANY LIMITED
同得仕（集團）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00518)

Executive Directors:
Mr. Martin Tung Hau Man *(Chairman)*
Mr. Billy Tung Chung Man *(Vice Chairman)*
Mr. Raymond Tung Wai Man *(Managing Director)*

Independent non-executive Directors:
Mr. Tony Chang Chung Kay
Mr. Kenneth Yuen Ki Lok
Mr. Wilson Yu Wing Sang
Ms. Lee Siu Mei

Registered Office:
Office A, 26th Floor
EGL Tower
No. 83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

30 July 2025

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2025 AGM, as required by the Listing Rules and the Companies Ordinance. These include ordinary resolutions relating to (i) the granting to the Directors the Buy-back Mandate, the Issue Mandate and the Extension Mandate; and (ii) the re-election of each of the retiring Directors.

THE BUY-BACK MANDATE AND THE ISSUE MANDATE

On 26 August 2024, general mandates were granted to the Directors to exercise the powers of the Company to buy back Shares and to issue, allot and deal with additional Shares. Such mandates will lapse at the conclusion of the 2025 AGM.

It is therefore proposed to seek the Shareholders' approval of an ordinary resolution to be proposed at the 2025 AGM to grant to the Directors the Buy-back Mandate to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution. In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Buy-back Mandate. This explanatory statement is set out in Appendix I to this circular.

An ordinary resolution will also be proposed at the 2025 AGM to grant to the Directors the Issue Mandate to issue, allot and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution, which is equivalent to 90,213,511 Shares on the basis that no Shares are issued or repurchased by the Company during the period from the Latest Practicable Date up to the date of the 2025 AGM.

In addition, an ordinary resolution will be proposed at the 2025 AGM to grant to the Directors the Extension Mandate to extend the Issue Mandate by adding to it the number of Shares bought back by the Company pursuant to the Buy-back Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In relation to resolution 3 set out in the notice of the 2025 AGM, Mr. Martin Tung Hau Man, Mr. Tony Chang Chung Kay and Mr. Wilson Yu Wing Sang will retire by rotation as Directors at the 2025 AGM pursuant to article 97(A) of the Articles. All the above retiring Directors, being eligible, will offer themselves for re-election at the 2025 AGM pursuant to the Articles.

The nomination committee of the Board (the "**Nomination Committee**") considered and assessed the suitability of the above retiring Directors for re-election. The assessment encompassed their time commitment and contribution to the Board as well as their ability to effectively discharge their responsibilities. The Nomination Committee also took into account the structure, size and composition (including skills, knowledge, experience and diversity profile) of the Board as set out in the diversity policy of the Company. The Nomination Committee is of the view that the above retiring Directors are able to continue to fulfill their roles as required and are appropriate to stand for re-election and their re-appointment would enhance the diversity of the Board.

The Nomination Committee has reviewed the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules given by each of Mr. Tony Chang Chung Kay and Mr. Wilson Yu Wing Sang, and was of the view that both of them have also satisfied all the criteria for independence as set out in Rule 3.13 of the Listing Rules.

Pursuant to code provision B.2.3 of the Corporate Government Code as set out in Appendix C1 of the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by Shareholders. Mr. Tony Chang Chung Kay has served as independent non-executive director of the Company for more than 9 years since 1995, the Nomination Committee considered his extensive knowledge and expertise in the business management and China market brought valuable insights to the Board and the Company. In addition, the Nomination Committee has assessed Mr. Chang's role as an independent non-executive director, taking into account factors including but not limited to his reputation for integrity, expression of objective views and provision of independent advice. He has exercised impartial judgments and given independent guidance to the Company during his tenure of office. The Nomination Committee has assessed and is satisfied of the independence of Mr. Tony Chang Chung Kay and considers that Mr. Tony Chang remains independent of the management and free of any relationship which could materially interfere with the exercise of his independent judgment. The Nomination Committee is of the view that he is still independent.

The Board, having considered the recommendation of the Nomination Committee, is of the view that Mr. Tony Chang Chung Kay has continued to maintain his independence having regard to the independence factors referred to Rule 3.13 of the Listing Rules and he will continue to bring valuable business experience, knowledge and professionalism to the Board and the Company for its efficient and effective functioning. Therefore, the Board has accepted the recommendations made by the Nomination Committee and believes that the re-election of each of the retiring Directors is in the best interest of the Company and its Shareholders as a whole.

Biographical details of the above retiring Directors proposed for re-election at the 2025 AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Notice of the 2025 AGM is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy is dispatched with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (www.tungtex.com). Whether or not you intend to attend the 2025 AGM, you are requested to complete and sign the form of proxy in accordance with the instructions stated thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the 2025 AGM or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company's share registrar no later than 3:30 p.m. on Tuesday, 26 August 2025. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2025 AGM or at any

adjournment thereof if you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of 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. Accordingly, the chairman of the 2025 AGM will demand a poll on each and every resolution stated in the notice of the 2025 AGM pursuant to article 79 of the Articles. In accordance with Rule 13.39(5) of the Listing Rules, an announcement on the poll results will be published on the websites of the Stock Exchange and of the Company after the holding of the 2025 AGM.

RECOMMENDATION

The Directors consider that the proposed granting of the Buy-back Mandate, the Issue Mandate and the Extension Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the 2025 AGM.

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.

Yours faithfully,
For and on behalf of the Board
Tungtex (Holdings) Company Limited
Martin Tung Hau Man
Chairman

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2025 AGM in relation to the granting of the Buy-back Mandate. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 451,067,557 issued Shares.

Subject to the passing of resolution 6 as set out in the notice of the 2025 AGM for the granting of the Buy-back Mandate and on the basis that no further Shares are issued or bought back by the Company during the period from the Latest Practicable Date up to the holding of the 2025 AGM, the Company would be allowed under the Buy-back Mandate to buy back up to a maximum of 45,106,755 fully paid up Shares, representing 10% of the total number of issued Shares as at the date of passing of the relevant resolution for granting the Buy-back Mandate.

2. REASONS FOR BUY-BACKS

The Directors believe that the Buy-back Mandate is in the interests of the Company and the Shareholders as a whole. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share. The buy-backs will also be made when the Directors consider that the Shares are trading at a relative low price per Share and do not reflect the underlying value of the Shares.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company shall only apply funds legally available for such purpose in accordance with the then prevailing articles of association of the Company and the Companies Ordinance. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.

4. IMPACT OF BUY-BACKS

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 March 2025) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

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

Month	Share Prices Per Share	
	Highest	Lowest
	HK$	*HK$*
2024		
July	0.235	0.210
August	0.213	0.160
September	0.187	0.161
October	0.210	0.173
November	0.200	0.180
December	0.182	0.170
2025		
January	0.184	0.170
February	0.201	0.182
March	0.211	0.190
April	0.200	0.165
May	0.215	0.196
June	0.210	0.181
July (up to and including the Latest Practicable Date)	0.221	0.202

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective Close Associates, has any present intention to sell any Shares to the Company under the Buy-back Mandate if such is approved by the Shareholders.

The Directors will, so far as the same may be applicable, exercise the powers of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Companies Ordinance and the regulations set out in the then prevailing articles of association of the Company.

The Company has not been notified by any Core Connected Person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, in the event that the Buy-back Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of the voting rights for the purposes of Rule 32 of the Takeovers Code and accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Corona Investments Limited, which is beneficially owned equally by Mr. Benson Tung Wah Wing, and his spouse, Madam Wong Fung Lin, had interest in 150,059,268 Shares, representing approximately 33.27% of the total number of issued Shares. In the event that the Directors exercised in full the power to buy back Shares under the Buy-back Mandate, the interest of Corona Investments Limited in the Company would be increased to approximately 36.96% of the reduced total number of issued Shares after the buy-back. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would not reduce the number of Shares held by the public to less than the minimum public float requirement. The Directors do not intend to exercise the Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer under the Takeovers Code.

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any of the Shares, whether on the Stock Exchange or otherwise, during the last six months preceding the Latest Practicable Date.

The following are the biographical details of the retiring Directors proposed for re-election at the 2025 AGM:

(1) Mr. Martin Tung Hau Man, Chairman and Executive Director

Mr. Martin Tung Hau Man ("Mr. Martin Tung"), aged 50, joined the Group in 2000 and was promoted to assistant director in 2002. Mr. Martin Tung was appointed as an executive Director and Chairman of the Board in 2010 and 2018 respectively. He is the chairman of the nomination committee and a member of the remuneration committee of the Company and he also holds directorships in some subsidiaries of the Company. He holds a Bachelor of Arts Degree in Economics from Simon Fraser University and a Master of Science Degree in Engineering Business Management from The University of Warwick. Mr. Martin Tung is a director of The Federation of Hong Kong Garment Manufacturers. He has also awarded the qualification of Certified ESG Planner by the International Chamber of Sustainable Development.

Mr. Martin Tung does not at present, nor did he in the last three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Martin Tung is the son of Mr. Benson Tung Wah Wing and Ms. Wong Fung Lin, who together own the entire equity interest in Corona Investments Limited, the substantial and controlling shareholder of the Company, the brother of Mr. Billy Tung Chung Man, the cousin of Mr. Raymond Tung Wai Man, both being executive Directors and the brother-in-law of Mr. Li Ka Ki, the sales director of manufacturing and sales of garment products division of the Group. Mr. Martin Tung is a director of Corona Investments Limited.

Mr. Martin Tung has entered into a service contract with the Company for a term of three years subject to retirement by rotation at least once every three years in accordance with the provisions of the Articles. Under the service contract, Mr. Martin Tung is entitled to receive a monthly base salary of HK$175,000, an annual director's fee of HK$190,000, an end of year payment equals to one month monthly base salary, and a discretionary bonus. His remuneration package is determined, among other things, with reference to his duties and responsibilities in the Company, his experience in the industry, the prevailing market conditions and the performance of the Group, by the remuneration committee, with delegated responsibility from the Board, in accordance with the Company's remuneration policy pursuant to the authority given by the Shareholders in the annual general meeting. The total emoluments of Mr. Martin Tung for the year ended 31 March 2025 were HK$2,689,000 which were wholly covered by the service contract.

As at the Latest Practicable Date, Mr. Martin Tung held 1,604,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Martin Tung has confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

(2) Mr. Tony Chang Chung Kay, Independent Non-Executive Director

Mr. Tony Chang Chung Kay ("Mr. Chang"), aged 69, was appointed as a non-executive director of the Company in 1994 and re-designated as an independent non-executive director of the Company in 1995. Mr. Chang is also a chairman of remuneration committee, the member of audit committee and nomination committee of the Company. He is a director of a famous shirt making private company and has over 45 years' experience in the garment industry. He holds a Bachelor of Science Degree from McGill University.

Mr. Chang does not have any relationships with any other directors or senior management or substantial or controlling shareholders of the Company. He does not at present, nor did he in the last three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Chang has entered into a service contract with the Company for a term of three years subject to retirement by rotation at least once every three years in accordance with the provisions of the Articles. Under the service contract, Mr. Chang is entitled to a director's fee as determined with reference to his duties and responsibilities in the Company and the prevailing market conditions, as approved by the Board in accordance with the Company's remuneration policy pursuant to the authority given by the Shareholders in annual general meeting. The total director's fee paid to him for the year ended 31 March 2025 was HK$207,984 which was wholly covered by the service contract.

As at the Latest Practicable Date, Mr. Chang held 3,844,760 Shares, being 0.85% of the total number of issued Shares, within the meaning of Part XV of the SFO. He has no intention to increase his shareholding in the Company in excess of 1% of the Company's total number of issued shares.

Save as disclosed above, Mr. Chang has confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

(3) Mr. Wilson Yu Wing Sang, Independent Non-Executive Director

Mr. Wilson Yu Wing Sang ("Mr. Yu"), aged 59, was appointed as an independent non-executive Director in 2021. Mr. Yu holds a Diploma in Legal Studies from the University of Hong Kong, School of Professional and Continuing Education. He has over 25 years' experience in advising and handling company legal matters and conveyancing business. Mr. Yu has joined a law firm since 2004 and is currently a legal executive.

Mr. Yu does not have any relationships with any other Directors or senior management or substantial or controlling shareholders of the Company. He does not at present, nor did he in the last three years, hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Yu has entered into a service contract with the Company for a term of three years subject to retirement by rotation at least once every three years in accordance with the provisions of the Articles. Under the service contract, Mr. Yu is entitled to a director's fee as determined with reference to his duties and responsibilities in the Company and the prevailing market conditions, as approved by the Board in accordance with the Company's remuneration policy pursuant to the authority given by the Shareholders in annual general meeting. The total director's fee paid to him for the year ended 31 March 2025 was HK$100,000 which was wholly covered by the service contract.

As at the Latest Practicable Date, Mr. Yu did not have any interests in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yu has confirmed that there is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

TUNGTEX (HOLDINGS) COMPANY LIMITED
同得仕（集團）有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00518)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the "**Meeting**") of Tungtex (Holdings) Company Limited (the "**Company**") will be held at Function Room 1, The Executive Centre, Level 23, One Island East, No. 18 Westlands Road, Taikoo Place, Quarry Bay, Hong Kong on Thursday, 28 August 2025 at 3:30 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor for the year ended 31 March 2025.

2. To declare a final dividend for the year ended 31 March 2025.

3. (a) To re-elect Mr. Martin Tung Hau Man as an executive director.

   (b) To re-elect Mr. Tony Chang Chung Kay as an independent non-executive director.

   (c) To re-elect Mr. Wilson Yu Wing Sang as an independent non-executive director.

4. To authorise the board of directors to fix the directors' remuneration.

5. To re-appoint D & PARTNERS CPA LIMITED as auditor and to authorise the board of directors to fix their remuneration.

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

   "**THAT**:

   (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to buy back shares of the Company on The Stock Exchange of Hong Kong Limited subject to and in

accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission of Hong Kong and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;

(b) the aggregate number of shares of the Company which may be bought back by the Company pursuant to the mandate in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any subdivision or consolidation of shares after 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 date of passing of this resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

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

"**THAT**:

(a) subject to paragraph (c) below, a general and unconditional mandate be and is hereby given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers;

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

(c) the aggregate number of shares of the Company issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, other than an issue and allotment of shares pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options which may be granted under a share option scheme or exercise of rights of subscription or conversion under the terms of any securities which are convertible into shares or the exercise of warrants to subscribe for shares of the Company, or any scrip dividend or similar arrangement implemented pursuant to the articles of association of the Company from time to time, or any specific authority granted or to be granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any subdivision or consolidation of shares after 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 date of passing of this resolution until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Hong Kong to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors to the holders of shares of the Company or any class of shares of the Company 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 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 expenses 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, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

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

"**THAT** conditional upon the passing of resolutions 6 and 7 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 7 to exercise the powers of the Company to issue, allot and deal with additional shares of the Company be and is hereby extended by the addition thereto the number of shares of the Company bought back by the Company under the mandate granted pursuant to resolution 6."

For and on behalf of the Board
Tungtex (Holdings) Company Limited
Martin Tung Hau Man
Chairman

Hong Kong, 30 July 2025

Notes:

1. All resolutions stated in this notice to be proposed at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the poll results will be published on the websites of The Stock Exchange of Hong Kong Limited and of the Company in accordance with the Listing Rules.

2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Accordingly, the form of proxy must be delivered to the Company's share registrar no later than 3:30 p.m. on Tuesday, 26 August 2025. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or at any adjournment thereof, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

4. For determining the qualification as members to attend and vote at the Meeting, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration	4:30 p.m. on Thursday, 21 August 2025
Closure of register of members	Friday, 22 August 2025 to Thursday, 28 August 2025 (both days inclusive)
Record date	Friday, 22 August 2025

During the above closure period, no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong for registration no later than the abovementioned latest time.

5. Please refer to the circular to be sent with this notice for the memorandum required under section 239(2) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.

6. No gifts, food or beverages will be provided at the Meeting.

7. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

As at the date of this notice, the executive directors of the Company are Mr. Martin Tung Hau Man, Mr. Billy Tung Chung Man and Mr. Raymond Tung Wai Man; and the independent non-executive directors are Mr. Tony Chang Chung Kay, Mr. Kenneth Yuen Ki Lok, Mr. Wilson Yu Wing Sang and Ms. Lee Siu Mei.