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Sino Harbour Holdings Group Limited
漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sino Harbour Holdings Group Limited (the "**Company**" and the "**AGM**", respectively) will be held at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 19 September 2025 at 10:00 a.m. (or the adjournment thereof) to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

AS ORDINARY BUSINESSES

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

2. (a) To re-elect Mr. WONG Lam Ping as an executive Director;

   (b) To re-elect Mr. CHAN Kin Sang as a non-executive Director; and

   (c) To re-elect Mr. HE Dingding as an independent non-executive Director;

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

4. To re-appoint BDO Limited as the Company's independent auditor for the ensuing year and to authorise the Board to fix its remuneration;

AS SPECIAL BUSINESSES

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

"**THAT**:

(a) subject to paragraph (c) of this resolution below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined in paragraph (d) of this resolution below) of all the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) or securities convertible into or exchangeable for Shares, or options, for similar rights to subscribe for any Shares 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 above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the amended and restated bye-laws of the Company (the "**Bye-laws**") in force from time to time, shall not exceed the aggregate of:

(i) 20 per cent of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution; and

(ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to equivalent to 10 per cent of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

(d) for the purpose of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws, the applicable laws of Bermuda or any other applicable laws; or

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

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

Any reference to a/an allotment, issue, grant or offer of, or dealing in, Shares shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

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

"**THAT**:

(a) subject to paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution below) of all powers of the Company to repurchase its shares (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, subject to and otherwise in accordance with the rules and regulations of the SFC and the Stock Exchange as amended from time to time, the amended and restated bye-laws of the Company (the "**Bye-laws**") and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the total number of the Shares which may be repurchased or agreed 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 per cent of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws, the applicable laws of Bermuda or any other applicable laws; or

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

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

"**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening this annual general meeting (the "**Notice**"), the general and unconditional mandate granted to the directors of the Company pursuant to resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares in the capital of the Company (the "**Shares**") repurchased and cancelled by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10 per cent of the total number of Shares in issue (excluding treasury shares, if any) at the date of the passing of this resolution."

By Order of the Board
Sino Harbour Holdings Group Limited
WONG Lam Ping
Chairman, Chief Executive Officer,
Executive Director and General Manager

Hong Kong, 31 July 2025

Registered Office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal Place of Business in Hong Kong:
Room 1215, Tower B,
Hunghom Commercial Centre,
37-39 Ma Tau Wai Road,
Hunghom, Kowloon,
Hong Kong

Notes:

1. The register of members of the Company (the "**Register of Members**") will be closed from Monday, 15 September 2025 to Friday, 19 September 2025 , both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible for attending and voting at the AGM to be held on Friday, 19 September 2025, non-registered members of the Company (the "**Members**") must lodge all duly completed and signed transfer documents accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Friday, 12 September 2025.

2. A Member entitled to attend and vote at the AGM convened by the Notice is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A Member who is the holder of two or more Shares may appoint one or more proxies to attend the AGM and vote on his/her/its behalf. A proxy needs not be a Member. If more than one proxy is so appointed, the appointment shall specify the number and class of the Shares in respect of which each such proxy is so appointed.

3. A form of proxy for use in connection with the AGM is enclosed. If you are unable to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the AGM or its adjournment should he/she/it so wish and in such event, the authority of the proxy shall be deemed to be revoked.

4. 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 with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the AGM or its adjournment.

5. In the case of joint holders of any Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.

6. In relation to the proposed resolutions numbered 2(a) to 2(c) above, Mr. WONG Lam Ping, Mr. CHAN Kin Sang and Mr. HE Dingding will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 31 July 2025 (the "**Circular**").

7. In relation to the proposed resolution numbered 4 above, the board of Directors (the "**Board**") concurs with the views of the audit committee of the Board and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.

8. In relation to the proposed resolutions numbered 5 and 7 above, the Directors have no immediate plans to issue any new Shares.

9. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.

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

11. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force or an "extreme condition" announcement is made within three hours before the time fixed for the holding of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

    (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled or the extreme condition does not exist within three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.

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

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

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

As at the date of this notice, the Board comprises eight Directors, including four executive Directors, namely Mr. WONG Lam Ping (Chairman, Chief Executive Officer and General Manager), Mr. SHI Feng (Deputy Chairman), Mr. WONG Lui and Ms. GAO Lan; one non-executive Director, Mr. CHAN Kin Sang; and three INEDs, namely Mr. XIE Gang, Mr. HE Dingding and Mr. WONG Ping Kuen.