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 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 **Capital Realm Financial Holdings Group Limited** (the "**Company**"), you should at once hand this circular and 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.

CAPITAL REALM FINANCIAL HOLDINGS GROUP LIMITED
資本界金控集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED RE-APPOINTMENT OF THE AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Boardroom 7 at Business Centre, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 25 September 2025 at 10:30 a.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the 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 in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or at any adjournment thereof, should you so wish.

3 September 2025

CONTENTS

Pages

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I — EXPLANATORY STATEMENT 9

APPENDIX II — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION . 13

APPENDIX III — NOTICE OF ANNUAL GENERAL MEETING 17

ACCOMPANYING DOCUMENT — FORM OF PROXY

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 convened and held at Boardroom 7 at Business Centre, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 25 September 2025 at 10:30 a.m., notice of which is set out on pages 17 to 21 in this circular
"Board"	the board of Directors of the Company
"Business Day"	a day (excluding Saturday and other general holidays in Hong Kong) on which banks in Hong Kong are generally open for business
"Bye-laws"	the bye-laws of the Company as amended, modified or otherwise supplemented from time to time
"Company"	Capital Realm Financial Holdings Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
"Connected persons"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	directors of the Company
"General Mandate"	the general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution approving the grant of such mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	27 August 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Repurchase Mandate"	the general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of the relevant resolution approving the grant of such mandate
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holders of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subsidiary"	has the meaning ascribed to it in the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

CAPITAL REALM FINANCIAL HOLDINGS GROUP LIMITED
資本界金控集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

Executive Directors:
Mr. Chan Cheong Yee
Mr. Chan Yiu Pun Clement

Non-executive Directors:
Mr. Deng Dongping *(Chairman)*
Mr. Zhu Zhikun *(Deputy Chairman)*
Mr. Ge Zhifu *(Deputy Chairman)*
Ms. Mo Xiuping

Independent Non-executive Directors:
Mr. Shi Zhu
Ms. Chen Shunqing
Mr. Ding Jiasheng

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Unit 1701, 17/F
Wai Fung Plaza
664 Nathan Road
Kowloon
Hong Kong

3 September 2025

To the Shareholders:

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED RE-APPOINTMENT OF THE AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the proposed general mandates to repurchase and issue Shares; (ii) the proposed re-election of Directors and (iii) the proposed re-appointment of the Auditor.

REPURCHASE MANDATE

At the last annual general meeting of the Company held on 30 September 2024, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. At the AGM, the Board will propose an ordinary resolution to grant a general and unconditional mandate to the Directors to exercise all powers of and on behalf of the Company to purchase securities not exceeding 10% of the aggregate number of shares of the Company in issue at the date of passing of the resolution. In accordance with the Listing Rules, an explanatory statement as set out in Appendix I to this circular is required to provide you with the requisite information reasonably necessary to enable you to make an informed decision on the resolution to be proposed.

Under the proposed resolution on the Repurchase Mandate, the Repurchase Mandate will take effect during the period ("**Relevant Period**") from the time of the passing of the 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 Bye-laws or any applicable laws of the Bermuda to be held; and

(iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

The Company has no plan to repurchase Shares under the Repurchase Mandate (if so approved by the Shareholders at the AGM) as at the Latest Practicable Date.

Under the section Appendix I EXPLANATORY STATEMENT in this circular:

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. Pursuant to the applicable laws of Bermuda, Treasury Shares must be held in the name of the Company. If the Company intends to hold any repurchased Shares as Treasury Shares,

the Company shall, upon completion of the share repurchase, withdraw the repurchased Shares from CCASS and register the repurchased Shares in the Company's register of members in its own name as Treasury Shares. The Company may re-deposit its Treasury Shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and the Company will complete the resale as soon as possible.

For the avoidance of doubt, all reference to the Repurchase Mandate up to a maximum of 10% of the issued shares of the Company as at the date of passing the resolution granting the Repurchase Mandate shall exclude any Treasury Shares.

GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 30 September 2024, the Directors were granted a general unconditional mandate to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

The Directors will propose ordinary resolutions to grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding the sum of 20% of the aggregate number of shares of the Company in issue at the date of passing of the resolution and the number of shares of the securities of the Company purchased by the Company pursuant to the authority granted to the Directors referred to in the Repurchase Mandate. Under the proposed resolution on the General Mandate to issue Shares, such General Mandate will take effect during the Relevant Period (as defined in the above paragraph headed "REPURCHASE MANDATE") applicable to the resolution on the General Mandate.

As at the Latest Practicable Date, the Company had an aggregate of 207,545,940 Shares in issue, assuming that no further Shares are repurchased or issued from the Latest Practicable Date up to the date of AGM, it is expected that the refreshment of the General Mandate will result in the Directors being authorised to allot and issue up to 41,509,188 new Shares.

The Company has no plan to issue shares under the General Mandate (if so approved by the shareholders at the AGM) as at Latest Practicable Date.

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 153 of the Company's bye-laws, Mr. Zhu Zhikun ("**Mr. Zhu**"), Ms. Mo Xiuping ("**Ms. XP Mo**") and Mr. Shi Zhu ("**Mr. Shi**") shall retire by rotation at the AGM, and all of them being eligible, offered themselves for re-election thereat.

Mr. Shi has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules which also cover their immediate family members; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of his appointment. Both the Nomination Committee and the Board are satisfied with his independence. The Nomination Committee has considered the experience, skills and expertise of Mr. Shi as well as the overall board diversity according to the Board's diversity policy. The Board, based on the recommendation of the Nomination Committee, believes that Mr. Shi will continue to provide valuable insights and contribute to diversity to the Board.

Details of Mr. Zhu, Ms. XP Mo and Mr. Shi are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITOR

Fan, Chan & Co. Limited will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment as the auditor of the Company.

The Board proposed to re-appoint Fan, Chan & Co. Limited as the auditor of the Company and to hold office until the conclusion of next annual general meeting.

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. 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 should you so wish.

VOTING BY POLL AND POLL RESULTS

According to Rule 13.39(4) of the Listing Rules and the Bye-laws, 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. An announcement will be published by the Company on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.00204.com.hk**) as soon as possible after the conclusion of the AGM to inform the Shareholders of the voting results of the AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the record date of AGM is Thursday, 25 September 2025 and the register of members of the Company will be closed from Monday, 22 September 2025 to Thursday, 25 September 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 19 September 2025.

ANNUAL GENERAL MEETING

At the AGM, resolutions will be proposed to the Shareholders in respect of ordinary resolutions to be considered at the AGM, including the proposed grant of a General Mandate and Repurchase Mandate, re-election of Directors and re-appointment of the Auditor.

Notice of the AGM is set out on pages 17 to 21 of this circular.

RECOMMENDATIONS

The Directors are of the opinion that the proposed general mandates to repurchase and issue Shares, the proposed re-election of Directors of the Company and re-appointment of the Auditor, are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 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.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully
For and on behalf of the Board of
Capital Realm Financial Holdings Group Limited
Deng Dongping
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued shares of the Company as at the date of passing the resolution granting the Repurchase Mandate.

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Repurchase Mandate to be proposed at the AGM.

This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 207,545,940 Shares.

Subject to the passing of the relevant ordinary resolution to approve the grant of the Repurchase Mandate and assuming no change in the issued share capital of the Company between the Latest Practicable Date and the date of the AGM, the Company may under the Repurchase Mandate purchase a maximum of 20,754,594 Shares during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied.

2. REASON FOR SHARE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as it will give the Company additional flexibility. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Company's securities and/or its earnings per Share and will only be made if the Directors believe that such repurchase is in the interests of the Company and its Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may employ funds from internal resources and may only apply funds legally available for such purpose in accordance with all applicable laws of Bermuda, the Memorandum of Continuance of the Company and the Bye-laws. The Company is permitted under the Bye-laws to repurchase its Shares. Based on the audited consolidated financial

statements of the Company as at 31 March 2025 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that the exercise in full of the Repurchase Mandate to repurchase Shares at any time during the proposed repurchase period may potentially have a material adverse impact on the working capital position or gearing position of the Company as compared with its financial position as at 31 March 2025. The Directors do not propose to make any repurchase to the extent that it would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were:

	Highest	**Lowest**
	HK$	*HK$*
2024		
August	10.80	9.00
September	9.50	8.00
October	8.90	4.26
November	5.30	2.54
December	3.24	1.64
2025		
January	2.60	1.10
February	1.34	1.14
March	1.48	1.06
April	1.06	0.66
May	1.06	0.72
June	1.04	0.86
July	0.71	0.71
August *(up to the Latest Practicable Date)*	1.16	0.70

5. DIRECTORS AND THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell any Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Bermuda and the Memorandum of Continuance of the Company and the Bye-laws.

In addition, the Company has confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

8. THE TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of substantial shareholders of the Company in the voting rights of the Company which could give rise to an obligation 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 Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

	% in the issue share capital of the Company	
Name of Shareholder	**Existing**	**In the event the Repurchase Mandate is exercised in full**
He Jun	9.89%	10.99%
Li Jiawei	9.73%	10.81%
Cao Lin	9.68%	10.76%
China Hui Shang Enterpriser Association International Group Ltd.	9.65%	10.72%
Maofu Trade Co., Limited	9.64%	10.71%
Shuo Kang International Limited	9.64%	10.71%
Baocheng Holdings Limited	7.23%	8.03%

On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will not result the Shareholders in becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors also have no intention to exercise the Repurchase Mandate to such extent that would give rise an obligation to them to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25%.

Mr. Zhu Zhikun ("Mr. Zhu")

Mr. Zhu, aged 26, has been appointed as a non-executive Director of the Company since 6 August 2021 and as deputy chairman of the Board since 11 December 2023. Mr. Zhu has a wealth of experience in multi-dimensional investments and, in particular, mineral resources development and logistics information. Mr. Zhu is the founder of 湛江市江京投資有限公司 (unofficially translated as Zhanjiang City Jiangjing Investment Company Limited), as well as a shareholder of 千穀礦業有限公司 (unofficially translated as Qiangu Minerals Company Limited) and participating in its operations.

Mr. Zhu did not hold any directorship in any listed companies in Hong Kong or overseas in the past three years and did not hold any other positions with the Company or other members of the Company before. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhu is deemed to be interested in 244,500 ordinary shares of the Company, representing approximately 0.12% of the share capital of the Company.

Save as disclosed above, Mr. Zhu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO. The Company has signed a letter of appointment with Mr. Zhu for an initial term of one year commencing from 6 August 2021, which is renewable automatically for a successive term of one year upon expiry of every term of his appointment, unless terminated in accordance with the terms of the letter of appointment. His appointment is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws of the Company. Mr. Zhu is entitled to a remuneration of HK$120,000 per annum, which was determined and approved by the Board on the recommendation of the Remuneration Committee with reference to his duties and responsibilities, the Company's performance and the prevailing market conditions.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Zhu that needs to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of theListing Rules.

Ms. Mo Xiuping ("Ms. XP Mo")

Ms. XP Mo, aged 57, has been appointed as an independent non-executive Director of the Company since 23 September 2022 and re-designated as non-executive Director of the Company since 19 April 2023. Ms. XP Mo is graduated from Nanjing Tech University, majoring in management science and business administration, and is currently studying for a master's degree in

international finance. Ms. XP Mo holds China Intermediate Accountant Certificate. Ms. XP Mo has won honors such as "National Ten Thousand Talents Program", "Leading Talents in Scientific and Technological Innovation", and "Young and Middle-aged Experts with Outstanding Contributions in Jiangsu Province". Since December 2016, she has served as the chief financial officer, independent director and member of the board of directors of China area of JS Beauty Land Network Technology Inc, a US listed company. Since September 2018, she has concurrently served as the chief financial officer of Jiangsu Meiyunmei Technology Co., Ltd. Since November 2019, she has concurrently served as the chief financial officer of Yancheng Dafengzesheng Technology Co., Ltd.

Save as disclosed above, Ms. XP Mo has not held any directorship in any listed companies in Hong Kong or overseas in the past three years and did not hold any other positions with the Company or other members of the Company before. She does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. XP Mo does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"). The Company has signed a letter of appointment with Ms. XP Mo for an initial term of one year commencing from 23 September 2022, which is renewable automatically for a successive term of one year upon expiry of every term of her appointment. Her appointment is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws of the Company. Ms. XP Mo is entitled to a remuneration of HK$120,000 per annum, which was determined and approved by the Board on the recommendation of the Remuneration Committee with reference to her duties and responsibilities, the Company's performance and the prevailing market conditions.

Save as disclosed above, there is no other matter relating to the re-election of Ms. XP Mo that needs to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Shi Zhu ("Mr. Shi")

Mr. Shi, aged 57, has been appointed as an independent non-executive Director of the Company since 6 August 2021. Mr. Shi is a member of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Risk Management Committee of the Company. Mr. Shi obtained his first degree in Bachelor of Arts, majoring in English, from the Anhui Fuyang Teacher's University in the PRC in July 1989 and his second degree in Bachelor of law, majoring in Journalism, from the Communication University of China in July 1993. Mr. Shi worked at the Ministry of Commerce of the PRC for over 15 years. From November 1993 to May 2000, Mr. Shi

served various positions including front-page editor as well as deputy chief editor and chief editor of the English version of International Business Monthly under International Business Daily, a publishing entity under the Ministry of Commerce of the PRC. Mr. Shi was appointed by the Ministry of Commerce of the PRC to work at the Embassy of the PRC in New Zealand where he acted as the Commercial Consul and was in charge of economic and commercial affairs from June 2000 to December 2000 and Mr. Shi subsequently returned to International Business Daily and served various positions including chief editor of Important News, director of general office, chief editor of China-ASEAN Business Week, chief editor of Features from January 2001 to February 2008. After that, Mr. Shi migrated to Hong Kong under the Quality Migrant Admission Scheme in February 2008. Mr. Shi was the director of BOCHK Wealth Achieve Fund Series SPC, a serial investment fund company wholly owned by BOCHK Asset Management Limited from May 2017 to January 2020. Mr. Shi was also the chairman of Shenzhen Sanhong Asset Management Limited, a private equity company incorporated in the PRC which principally engaged in equity investment and supply chain finance in the PRC and South East Asia, from September 2015 to October 2020. In addition, Mr. Shi is a director of Joyful Capital Limited, a company incorporated in Hong Kong which principally engaged in investment and investment consultancy in Hong Kong and the PRC, since May 2008. Besides, Mr. Shi is an independent non-executive director of Hua Lien International (Holding) Company Limited (Stock Code: 969), a company listed on the main board of the Stock Exchange since December 2017 (suspension of duties since April 2025) and Pinestone Capital Limited (Stock Code: 804) since December 2024 (suspension of duties since April 2025). Mr. Shi has also been appointed as the 5th Chairman of the Chinese Academy of Governance (Hong Kong) Industrial and Commercial Professionals Alumni Association in June 2024.

Save as disclosed above, Mr. Shi has not held any directorship in any listed companies in Hong Kong or overseas in the past three years and did not hold any other positions with the Company or other members of the Company before. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Shi does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"). The Company has signed a letter of appointment with Mr. Shi for an initial term of one year commencing from 6 August 2021, which is renewable automatically for a successive term of one year upon expiry of every term of her appointment. His appointment is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws of the Company. Mr. Shi is entitled to a remuneration of HK$120,000 per annum, which was determined and approved by the Board on the recommendation of the Remuneration Committee with reference to his duties and responsibilities, the Company's performance and the prevailing market conditions.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Shi that needs to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules.

CAPITAL REALM FINANCIAL HOLDINGS GROUP LIMITED
資本界金控集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Capital Realm Financial Holdings Group Limited (the "**Company**") will be held at Boardroom 7 at Business Centre, Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 25 September 2025 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

AS ORDINARY BUSINESS

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

2. to re-elect the retiring Directors and to authorise the board of Directors to fix the Directors' remuneration;

3. to re-appoint the auditor of the Company and to authorise the board of Directors to fix the auditor's remuneration;

AS SPECIAL BUSINESS

to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions:

4. "**THAT**:

(a) subject to paragraph (c) of this resolution below, the exercise by the directors of the Company (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 and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval given in paragraph (a) of this resolution shall authorise the Directors 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 require the exercise of such powers during or 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 pursuant to the approval in paragraphs (a) and (b) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing this resolution; 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 bye-laws of the Company or any applicable laws of the Bermuda to be held; and

(iii) 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 issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the Board of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company or, where appropriate, such other securities (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 any recognised regulatory body or any stock exchange in any territory)."

5. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited or on any other stock exchanges on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchanges (as amended from time to time), 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 aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of 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 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 law or the bye-laws of the Company or any applicable law to be held; or

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

6. "**THAT** conditional upon the passing of resolutions numbered 4 and 5 set out in the notice of meeting of which this resolution forms part, the aggregate number of the shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution numbered 5 shall be added to the aggregate number of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with ordinary resolution numbered 4 above."

By order of the Board
Capital Realm Financial Holdings Group Limited
Deng Dongping
Chairman

Hong Kong, 3 September 2025

Register Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
Unit 1701, 17/F
Wai Fung Plaza
664 Nathan Road
Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, vote in his stead. A proxy need not be a member of the Company but must be an individual and be present in person at the meeting to represent the member. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each of such proxy is so appointed.

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules.

4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular despatched to the shareholders of the Company on the date hereof.

5. For the purpose of determining shareholders' entitlement to attend and vote at the meeting, the record date of AGM is Thursday, 25 September 2025 and the register of members of the Company will be closed from Monday, 22 September 2025 to Thursday, 25 September 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 19 September 2025.

6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoon announced by the Hong Kong Government is/are" in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.00204.com.hk and on the HKEXNEWS website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board comprises Mr. Chan Cheong Yee and Mr. Chan Yiu Pun Clement as executive Directors; Mr. Deng Dongping (Chairman), Mr. Zhu Zhikun, Ms. Mo Xiuping and Mr. Ge Zhifu as non-executive Directors; and Mr. Shi Zhu, Ms. Chen Shunqing and Mr. Ding Jiasheng as independent non-executive Directors.