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鵬高控股集團
Pengo Holdings Group Limited
香港聯交所主板股份代碼：1865

Pengo Holdings Group Limited
鵬高控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1865)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Pengo Holdings Group Limited (the "**Company**") will be held at 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 26 September 2025 at 10:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT**:

   (i) the authorised share capital of the Company be and is hereby increased from HK$100,000,000 divided into 1,000,000,000 Shares of par value of HK$0.1 each to HK$500,000,000 divided into 5,000,000,000 Shares of par value of HK$0.1 each by the creation of an additional 4,000,000,000 unissued Shares (the "**Increase in Authorised Share Capital**"); and

   (ii) any director of the Company (the "**Director**") be and is hereby authorised to sign, execute and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, necessary, desirable or expedient to give effect to and implement the Increase in Authorised Share Capital."

2. "**THAT**:

(i) the placing agreement dated 1 August 2025 (the "**Placing Agreement**") entered into between the Company, Sunhigh Financial Holdings Limited and Grand China Securities Limited, in relation to the placing of convertible bonds of the Company in the aggregate principal amount of up to HK$120,000,000, entitling the holders thereof to convert such principal amount into a maximum of 550,458,715 new shares (the "**Conversion Share(s)**") of the Company at the initial conversion price of HK$0.218 per Conversion Share (subject to adjustment), the transaction contemplated thereunder and any other ancillary documents, be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any Director may consider necessary, desirable or appropriate;

(ii) conditional upon the approval of the listing of and the dealing in the Conversion Shares (given by the Listing Committee of The Stock Exchange of Hong Kong Limited), the Directors be and are hereby granted the specific mandate (the "**Specific Mandate**") to allot and issue such Conversion Shares (such Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandate(s) which has/have been granted to the Directors by the shareholders of the Company prior to the passing of this resolution); and

(iii) any Director be and is hereby authorised to sign, execute and deliver all such documents and deeds, and do all such acts, matters and things as are, in the opinion of such Director, necessary, desirable or expedient to give effect to and implement the Placing Agreement and any ancillary documentation and transactions thereof."

Yours faithfully,
For and on behalf of the Board
Pengo Holdings Group Limited
Feng Jiamin
Chairman

Hong Kong, 5 September 2025

Notes:

(i) All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules.

(ii) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. On a poll, votes may be given either personally or by proxy.

(iii) In the case of joint holders, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(iv) A form of proxy for use at the EGM is enclosed. In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:30 a.m. on Wednesday, 24 September 2025) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment.

(v) The transfer books and register of members of the Company will be closed from Tuesday, 23 September 2025 to Friday, 26 September 2025, both days inclusive, during which period no share transfers can be registered. The record date will be Friday, 26 September 2025 and in order to qualify for attending the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong but in any event not later than 4:00 p.m. on Monday, 22 September 2025.

(vi) If typhoon signal no. 8 or above, or a "black" rainstorm warning, or extreme conditions is in effect any time after 7:00 a.m. on the date of the extraordinary general meeting, the extraordinary general meeting will be postponed. The Company will post an announcement on the websites of the Company at www.trendzon1865.com and the Stock Exchange at www.hkexnews.hk to notify the shareholders of the Company of the date, time and place of the rescheduled extraordinary general meeting.

As at the date of this announcement, the Board comprises Ms. Feng Jiamin, Mr. Liu Jianfu, Mr. Michael Shi Guan Wah, Ms. Zhao Jianhong, Mr. Leung Yiu Cho, Mr. Fong Hang Fai and Mr. Law Wai Yip as executive Directors; Mr. Dong Changzhou as non-executive Director and Mr. Wu Kai Tang, Mr. Shek Jun Chong, Mr. Qiu Yue and Ms. Tam Wing Yan as independent non-executive Directors.