Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

Easy Smart Group Holdings Limited
怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2442)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of Easy Smart Group Holdings Limited (the "**Company**") will be held on Monday, 3 November 2025 at 10:30 a.m. at Conference Room 1&2, 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and report of the directors (the "**Directors**") and the independent auditor of the Company and its subsidiaries for the year ended 30 June 2025.

2. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the board (the "**Board**") of Directors of the Company to fix their remuneration.

3. (a) To re-elect Mr. Ng Wing Woon Dave (吳榮煥) as an executive Director of the Company;

   (b) To re-elect Mr. Ng Wing Shing (吳榮盛) as an executive Director of the Company;

   (c) To re-elect Prof. Pong Kam Keung (龐錦強) as an independent non-executive Director of the Company;

   (d) To re-elect Ms. Cheng Shing Yan (鄭承欣) as an independent non-executive Director of the Company;

   (e) To re-elect Mr. Lo Chi Wang (羅智弘) as an independent non-executive Director of the Company;

   (f) To re-elect Mr. Wang Jun (王軍) as an executive Director of the Company.

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

5. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised 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 or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the share capital of the Company) during or after the end of the Relevant Period;

(C) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend in accordance with the Articles of the Company from time to time, or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; 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 Company's Memorandum and Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or

(iii) the time when such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly."

6. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, 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 total number of shares of the Company repurchased or agreed conditionally or unconditionally 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% of the total number of the issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; 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 Company's Memorandum and Articles or the Companies Act or any other applicable laws to be held; or

(iii) the time when such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

7. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the ordinary resolutions numbered 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part ("**this Notice**"), the general and unconditional mandate granted to the Directors pursuant to resolution numbered 5 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing resolution numbered 6."

8. To declare and pay to the Shareholders a final dividend of HK$0.05 per ordinary share of the Company for the year ended 30 June 2025 (the "**Final Dividend**") and authorise any Director to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.

SPECIAL RESOLUTION

9. To consider as special business, and if thought fit, to pass the following resolution number 9 as a special resolution of the Company:

"**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from "Easy Smart Group Holdings Limited" to "Bio Vista Harbour Holdings Group Limited" and "生命未來港控股集團有限公司" be adopted as the dual foreign name of the Company in Chinese in place of its existing dual foreign name of "怡俊集團控股有限公司" (the "**Proposed Change of Company Name**"), and that any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company."

By Order of the Board
Easy Smart Group Holdings Limited
Mr. Ng Wing Woon Dave
Chairman of the Board and Executive Director

Hong Kong, 10 October 2025

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorise to sign the same.

3. A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

5. Where there are joint registered holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

6. Completion and delivery of the form of a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution numbered 6 as set out in this notice is enclosed in this circular.

8. For the purpose of determining entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Tuesday, 28 October 2025 to Monday, 3 November 2025, both days inclusive, during which period no transfer of the Shares can be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 October 2025. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is Monday, 3 November 2025.

9. Concerning resolution numbered 3 above, each of Mr. Ng Wing Woon Dave, Mr. Ng Wing Shing, Mr. Wang Jun, Prof. Pong Kam Keung, Ms. Cheng Shing Yan and Mr. Lo Chi Wang is proposed to be re-elected as Director of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Ng Wing Woon Dave, Mr. Ng Wing Shing, Mr. Wang Jun, Prof. Pong Kam Keung, Ms. Cheng Shing Yan and Mr. Lo Chi Wang are set out on pages 13 to 19 in Appendix II in this circular.

10. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.

11. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at www.easysmart.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the Board comprises Mr. Ng Wing Woon Dave, Mr. Ng Wing Shing and Mr. Wang Jun as executive Directors; and Prof. Pong Kam Keung, Ms. Cheng Shing Yan and Mr. Lo Chi Wang as independent non-executive Directors.