THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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SUNWAH KINGSWAY
新華滙富

SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED
新華滙富金融控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00188)

NOTICE OF ANNUAL GENERAL MEETING

PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES OF THE COMPANY
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS

A notice convening an annual general meeting of Sunwah Kingsway Capital Holdings Limited (the "**Company**") to be held at 7th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Thursday, 27th November 2025 at 10:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed.

If you are unable to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

There will be NO distribution of gifts or service of refreshment at the Annual General Meeting.

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

24th October 2025

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

"Annual General Meeting"	an annual general meeting of the Company to be held at 7/F, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Thursday, 27th November 2025 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof;
"Board"	the board of Directors;
"Buy-back Mandate"	as defined in paragraph 2(a) of the Letter from the Board;
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
"Company"	Sunwah Kingsway Capital Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
"Current Bye-laws"	The current bye-laws adopted by the Company on 10th August 2000 as amended on 30th November 2004, 10th November 2009, 4th March 2011, 12th September 2011, 22nd November 2018, 26th November 2020 and 25th November 2022;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its Subsidiaries and associates from time to time and any entity in which they hold any equity interest;
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Issuance Mandate"	as defined in paragraph 2(b) of the Letter from the Board;
"Latest Practicable Date"	16th October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange;
"SFC"	Securities and Futures Commission of Hong Kong;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Shareholder(s)"	holder(s) of Share(s);
"Shares"	ordinary share(s) of HK$0.10 each in the capital of the Company;
"Stock Exchange"	Stock Exchange of Hong Kong Limited;
"Subsidiary"	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as modified from time to time) of the Company whether incorporated in Bermuda, Hong Kong or elsewhere;
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC; and
"treasury shares"	shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the company and held or deposited with Central Clearing and Settlement System for sale on the Stock Exchange.

SUNWAH KINGSWAY
新華滙富

SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED
新華滙富金融控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00188)

Directors:
Dr. Jonathan Koon Shum Choi *(Chairman)*
Mr. Michael Koon Ming Choi
(Chief Executive Officer)

Non-executive Director:
Ms. Janice Wing Kum Kwan

Independent Non-executive Directors:
Mr. Robert Tsai To Sze
Ms. Elizabeth Law
Dr. Huanfei Guan
Ms. Julianne Pearl Doe

Company Secretary:
Mr. Vincent Wai Shun Lai

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

Principal Place of Business in Hong Kong:
7/F, Tower One
Lippo Centre
89 Queensway
Hong Kong

24th October 2025

To the Shareholders

Dear Sir/Madam,

PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES OF THE COMPANY AND PROPOSED RE-ELECTION OF RETIRING DIRECTORS

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Buy-back Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of shares bought back by the Company under the Buy-back Mandate; and (iv) the re-election of retiring Directors.

2. PROPOSED GRANTING OF THE BUY-BACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 28th November 2024, general mandates were granted to the Directors to exercise the powers of the Company to buy back Shares and to allot and issue new Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

(a) to purchase Shares on the Stock Exchange of up to 10% of the number of issued shares of the Company on the date of passing of such resolution (excluding any treasury shares and such number of shares as adjusted to the extent there is a change to the number of the total issued shares of the Company after the date of passing this Resolution as a result of sub-division or consolidation of shares) (the "**Buy-back Mandate**");

(b) to allot, issue or deal with Shares of up to 20% of the number of issued shares of the Company on the date of passing of such resolution (excluding any treasury shares and such number of shares as adjusted to the extent there is a change to the number of the total issued shares of the Company after the date of passing this Resolution as a result of sub-division or consolidation of shares) (the "**Issuance Mandate**"); and

(c) to extend the Issuance Mandate by the number of shares bought back by the Company pursuant to and in accordance with the Buy-back Mandate.

The Buy-back Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 5 and 6 as set out in the notice of the Annual General Meeting. With reference to the Buy-back Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to buy back or issue any Shares pursuant thereto.

If the Company buys back Shares pursuant to the Buy-back Mandate, it may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, depending on market conditions and the Company's capital requirement at the time of the repurchase. If the Company retains Shares in treasury, any resale of those Shares will be governed by the ordinary resolution no. 5 set out in the notice of Annual General Meeting and made in accordance with the Listing Rules and relevant laws and regulations of Bermuda.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buy-back Mandate. The explanatory statement as required by the Listing Rules in connection with the Buy-back Mandate is set out in the Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Clause 86(2) of the Current Bye-laws, any Director appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Also, pursuant to Clause 87 of the Current Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Director(s) to retire by rotation shall be the person(s) who has/have been longest in office since his/her/their last re-election or appointment. As between persons who became or were last re-elected Directors on the same day, the person(s) to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Clause 86(2) of the Current Bye-laws shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. A retiring Director shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

According to the above provisions, Mr. Michael Koon Ming Choi, Ms. Janice Wing Kum Kwan and Ms. Elizabeth Law shall retire from office by rotation at the Annual General Meeting. Mr. Michael Koon Ming Choi, Ms. Janice Wing Kum Kwan and Ms. Elizabeth Law, being eligible, have offered themselves for re-election at the Annual General Meeting.

In respect of nominating the retiring Directors for re-election, the Nomination Committee of the Company considered, in accordance with the Nomination Policy, the Board Diversity Policy and the selection criteria, amongst others, experience, expertise, performance, time commitment and independence, if applicable, of the retiring Directors. Ms. Elizabeth Law, chairperson of the Nomination Committee, has abstained from voting on her own nomination when it was considered.

Ms. Elizabeth Law was appointed in 2011 and has served as Independent Non-executive Director of the Company for more than 9 years. She meets the independence criteria set out in Rule 3.13 of the Listing Rules and is not involved in the daily management of the Company nor in any relationships or circumstances which would interfere with the exercise of her independent judgment. In addition, she continues to demonstrate the attributes of an independent non-executive director and there is no evidence that her tenure has had any impact on her independence. The Nomination Committee is of the opinion that Ms. Elizabeth Law remains independent notwithstanding the length of her service and it believes that her professional knowledge in accounting, auditing and taxation continue to generate valuable contribution to the Company and the Shareholders as a whole.

Ms. Elizabeth Law has a good track record for attending meetings of the Company. The Nomination Committee was satisfied that she has devoted sufficient time and attention to the Board.

With the recommendation of the Nomination Committee, the Board was satisfied that Ms. Elizabeth Law has the required independence and experience to fulfil her role as the Independent Non-executive Directors, and the re-election of Mr. Michael Koon Ming Choi, Ms. Janice Wing Kum Kwan and Ms. Elizabeth Law is in the best interest of the Company and the Shareholders as a whole.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr. Michael Koon Ming Choi, Ms. Janice Wing Kum Kwan and Ms. Elizabeth Law are set out in Appendix II of this circular.

4. ANNUAL GENERAL MEETING, PROXY ARRANGEMENT AND VOTING

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares bought back pursuant to the Buy-back Mandate and the re-election of the retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll and therefore all the resolutions put to the vote at the Annual General Meeting shall be decided by way of a poll. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting. A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

5. 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.

6. RECOMMENDATION

The Directors consider that the granting of the Buy-back Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buy-back Mandate) and Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting) to this circular.

Yours faithfully,
Sunwah Kingsway Capital Holdings Limited
Michael Koon Ming Choi
Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buy-back Mandate.

1. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Buy-back Mandate is in the interests of the Company and the Shareholders.

Buy-backs of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of shares in issue of the Company was 760,261,441 Shares.

Subject to the passing of the ordinary resolution no. 6 set out in the notice of the Annual General Meeting in respect of the granting of the Buy-back Mandate and on the basis that the issued shares of the Company remain unchanged up to the date of the Annual General Meeting, the Directors would be authorised under the Buy-back Mandate to buy back a maximum of 76,026,144 Shares (representing 10% of the number of the issued Shares as at the Latest Practicable Date) during the period in which the Buy-back Mandate remains in force. The Company currently has no treasury shares.

If the Company buys back Shares pursuant to the Buy-back Mandate, it may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, depending on market conditions and the Company's capital requirement at the time of the repurchase. If the Company retains Shares in treasury, any resale of those Shares will be governed by the ordinary resolution no. 5 set out in the notice of Annual General Meeting and will comply with the Listing Rules and relevant laws and regulations of Bermuda.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("**CCASS**") pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

3. FUNDING OF BUY-BACKS

Buy-backs of Shares must be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company, the Current Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its memorandum of association and the Current Bye-laws to buy back Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share buy-back by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on buy-back may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are bought back.

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 accounts contained in the annual report of the Company for the year ended 30th June 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 an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, as a result of a Share buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, World Developments Limited ("**WDL**") holds approximately 24.43% of the issued shares of the Company. Pursuant to Part XV of the Securities and Futures Ordinance, Sun Wah Capital Limited ("**SWCL**") indirectly controls WDL and therefore is deemed to be interested in 24.43% of the issued shares of the Company owned by WDL. In addition to the deemed shareholding of 24.43% owned by WDL, SWCL directly holds 4.48% of the issued shares of the Company and therefore SWCL holds approximately a total of 28.91% of the issued shares of the Company. Assuming that the Company buys back 10% of the issued shares of the Company from its Shareholders other than from WDL or SWCL, WDL's shareholding and SWCL's direct and indirect shareholding of the Company will increase to 27.14% and 32.12% respectively. In the opinion of the Directors, such increase may give rise to an obligation of SWCL to make a mandatory offer under the Takeovers Code as a result of buying back 10% of the issued shares of the Company pursuant to the Buy-back Mandate. The Directors have no present intention to exercise the Buy-back Mandate to such an extent as would result in such mandatory offer obligation arising.

In the event that any exercise of the Buy-back Mandate would, to the knowledge of the Directors of the Company, result in the number of Shares held by the public falling below 25% of the total number of Shares in issue, the Directors would not exercise the Buy-back Mandate to such an extent. In any event, the Directors do not have any present intention to exercise the Buy-back Mandate up to the extent to reduce the public shareholding to less than 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the laws of Bermuda.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

Neither this explanatory statement nor the proposed Buy-back Mandate has any unusual features.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
October	0.375	0.220
November	0.229	0.220
December	0.243	0.221
2025		
January	0.233	0.230
February	0.244	0.228
March	0.239	0.230
April	0.234	0.228
May	0.237	0.228
June	0.275	0.224
July	0.380	0.234
August	0.295	0.270
September	0.285	0.265
October (up to the Latest Practicable Date)	0.285	0.265

8. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company did not buy back any Shares during the six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Current Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.

Mr. Michael Koon Ming Choi, aged 57, Executive Director

Mr. Choi is the Chief Executive Officer and Executive Director of the Company, a director of certain subsidiaries of the Company and a director of Sunwah International Limited, a substantial shareholder of the Company pursuant to Part XV of the Securities and Futures Ordinance ("**SFO**"). Mr. Choi has been appointed the CEO of the Company since 1st October 2010 and has been an Executive Director since 2000. Mr. Choi holds a Bachelor of Arts degree from the University of British Columbia. Mr. Choi joined the Group in 1995. Mr. Choi has been licensed with Securities and Futures Commission in various capacities since 1998.

Mr. Choi is currently the Chairperson of ESG Committee and a member of the Investment Committee of the Company.

Mr. Choi is an independent non-executive director of EPS Creative Health Technology Group Limited.

During the last 3 years, Mr. Choi was a non-executive director of China New Economy Fund Limited.

Save as disclosed, Mr. Choi has not held (i) any other position with the Group; (ii) any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years; and (iii) any other major appointments and professional qualifications.

Mr. Choi is the brother of Dr. Jonathan Koon Shum Choi, the Chairman of the Company and the brother-in-law of Ms. Janice Wing Kum Kwan, a Non-executive Director of the Company.

As at the Latest Practicable Date, Mr. Choi is interested or deemed to be interested in 80,419,387 Shares or underlying shares (representing approximately 10.58%) of the Company pursuant to Part XV of the SFO.

Mr. Choi has a service contract with a wholly-owned subsidiary of the Company which may be terminated by either party by written notice of not less than 6 months and is subject to retirement and is eligible for re-election at the general meetings of the Company in accordance with the Current Bye-laws. Currently, the annual remuneration of Mr. Choi includes salary of HK$2,280,000 and a retirement scheme contribution of HK$78,000, which were determined by the Board with reference to his qualification, experience, and scope of responsibilities. Mr. Choi will also be granted a lump sum payment of HK$600,000 per year provided that the Group records a consolidated profit after taxation and minority interest for the respective financial year. In addition, any bonus payment to be received by Mr. Choi consists of a discretionary bonus which will be determined by the Board with reference to Mr. Choi performance in meeting non-financial targets and a bonus calculated according to a formula with reference to the Company's financial performance.

Ms. Janice Wing Kum Kwan, BBS, MH, JP, *Chevalier de l'Ordre des Arts et des Lettres*, aged 68, Non-Executive Director

Ms. Kwan was appointed a Non-Executive Director of the Company on 1st February 2011. Ms. Kwan holds a bachelor degree of Law and Postgraduate Certificate in Laws awarded by the University of Hong Kong. She was admitted as a solicitor in Hong Kong in 1982 and has been in private practice since then. She was also qualified as a solicitor in England and Wales, as an advocate in Singapore and as a barrister & solicitor in Victoria, Australia. She has been a China Attesting Officer appointed by the PRC Government since 1993.

Ms. Kwan headed the legal department of an international bank and a listed company respectively during the period from 1986 to 1990. Currently she is a consultant to Angela Ho & Associate.

Ms. Kwan is a Standing Committee Member of the Tianjin Committee of the Chinese People's Political Consultative Conference and Executive Committee Member of All China Women's Association. She was awarded Medal of Honour in 2009, appointed as a Justice of the Peace in 2017, awarded Bronze Bauhinia Star (BBS) in 2019 by the HKSAR Government and awarded Chevalier de l'Ordre des Arts et des Lettres in 2018 by The Government of the French Republic.

Ms. Kwan is currently a member of the Corporate Governance Committee of the Company.

Save as disclosed, Ms. Kwan has not held (i) any other position with the Group; (ii) any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years; and (iii) any other major appointments and professional qualifications.

Ms. Kwan is the spouse of Dr. Jonathan Koon Shum Choi, the Chairman of the Company, and sister-in-law of Mr. Michael Koon Ming Choi, the Chief Executive Officer and Executive Director of the Company, and occupies the pro bono position of Advisor and Legal Director in Sunwah Group, of which Dr. Jonathan Choi is the Chairman.

Other than the interest in the 219,795,789 Shares or underlying shares (approximately 28.91%) Dr. Jonathan Choi is deemed to be interested in and 214,010,565 Shares or underlying shares (approximately 28.15%) Dr. Choi owns personally, both of which interests she is deemed to be interested in under the Part XV of the SFO, Ms. Janice Kwan does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

The Company has not entered into any director's service contract with Ms. Kwan. Ms. Kwan, if re-elected, will be appointed as Director with effect from the conclusion of the Annual General Meeting for a term of not more than approximately three years expiring at the conclusion of the Company's annual general meeting to be held in 2028, or at the conclusion of the Company's annual general meeting in which she stands for re-election, whichever is earlier. Ms. Kwan's appointment of director is also subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Current Bye-laws. The director's fee and emoluments of Ms. Kwan is HK$200,000 per annum, which was determined by the Board, with reference to the prevailing market condition, Ms. Kwan's qualification, working experience and scope of responsibility.

Ms. Elizabeth Law, MH, JP, aged 71, Independent Non-Executive Director

Ms. Law was appointed an Independent Non-Executive Director in November 2011. Ms. Law has experience in financial management, auditing and assurance, tax planning, mergers and acquisitions, internal control evaluations, corporate and tax investigations, and corporate restructuring. Ms. Law is the Managing Director of Law & Partners CPA Limited and Proprietor of Stephen Law & Company. She is a Chartered Professional Accountant of Canada, a fellow practising member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Institute of Chartered Accountants in England and Wales and a fellow member of CPA Australia.

Ms. Law is currently a member of the Audit Committee, the Chairperson of the Corporate Governance Committee, the Compensation Committee, and the Nomination Committee of the Company.

Ms. Law is an independent non-executive director of Clifford Modern Living Holdings Limited, The Wharf (Holdings) Limited, Onewo Inc., Starlite Holdings Limited and Wise Ally International Holdings Limited (the shares of all of the abovementioned companies are listed on the Stock Exchange).

Save as disclosed, Ms. Law has not held (i) any other position with the Group; (ii) any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years; and (iii) any other major appointments and professional qualifications.

As at the Latest Practicable Date, Ms. Law does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

The Company has not entered into any director's service contract with Ms. Law. Ms. Law, if re-elected, will be appointed as a Director with effect from the conclusion of the Annual General Meeting for a term of not more than approximately three years expiring at the conclusion of the Company's annual general meeting to be held in 2028, or at the conclusion of the Company's annual general meeting in which she stands for re-election, whichever is earlier. Ms. Law's appointment of director is also subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Current Bye-laws. The director's fee and emoluments of Ms. Law is HK$200,000 per annum, which was determined by the Board with reference to the prevailing market condition, Ms. Law's qualification, experience and scope of responsibilities.

Save as disclosed above, as at the Latest Practicable Date, and to the best knowledge and belief of the Board, each of the Directors proposed to be re-elected herein does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company. In addition, there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders pursuant to the Rule 13.51(2).

SUNWAH KINGSWAY
新華滙富

SUNWAH KINGSWAY CAPITAL HOLDINGS LIMITED
新華滙富金融控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00188)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the Company will be held at 7th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Thursday, 27th November 2025 at 10:00 a.m. and at any adjournment thereof, for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the Reports of the Directors and Auditors of the Company for the year ended 30th June 2025;

2. To approve and declare a final dividend for the year ended 30th June 2025;

3. (a) To re-elect Mr. Michael Koon Ming Choi as a Director

   (b) To re-elect Ms. Janice Wing Kum Kwan as a Director

   (c) To re-elect Ms. Elizabeth Law as a Director

   (d) To authorize the Board of Directors to fix the Directors' remuneration;

4. To re-appoint Ernst & Young as the Auditors of the Company and to authorize the Board of Directors to fix their remuneration;

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

   "**THAT**

   (a) subject to paragraph 5(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 5(d) below) of all powers of the Company to allot, issue or deal with additional shares of the Company or to grant any offers, agreements and options which might require the shares of the Company to be issued, allotted or disposed of be and is hereby generally and unconditionally approved;

(b) the approval in paragraph 5(a) above shall authorize the Directors of the Company during the Relevant Period to grant any offers, agreements and options which would or might require the shares of the Company to be issued, allotted or disposed of 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) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of shares of the Company or rights to acquire shares of the Company, shall not exceed 20% of the number of shares of the Company in issue as at the date of passing this Resolution (excluding any treasury shares and such number of shares as adjusted to the extent there is a change to the number of the total issued shares of the Company after the date of passing this Resolution as a result of sub-division or consolidation of shares), 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 earlier 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 applicable law of Bermuda and the Current Bye-Laws to be held; and

(iii) the revocation or variation of this Resolution by an ordinary resolution of the Shareholders of the Company in general meeting;

"Rights Issue" means an offer of shares or options to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements and having regard to any restrictions of obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).

Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 6(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph 6(d) below) of all the powers of the Company to buy back issued shares of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph 6(a) above shall be in addition to any other authorization given to the Directors of the Company;

(c) the aggregate number of Shares to be bought back by the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on another stock exchange recognized for this purpose by The Securities and Futures Commission and the Stock Exchange under Takeovers Code pursuant to the approval in paragraph 6(a) above during the Relevant Period, shall be no more than 10% of the number of issued shares of the Company as at the date of passing this Resolution (excluding any treasury shares and such number of shares as adjusted to the extent there is a change to the number of the total issued shares of the Company after the date of passing this Resolution as a result of sub-division or consolidation of shares), and the authority pursuant to the paragraph 6(a) above shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier 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 applicable law of Bermuda and the Current Bye-Laws to be held; and

(iii) the revocation or variation of this Resolution by an ordinary resolution of the Shareholders of the Company in 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 the Ordinary Resolution as set out in paragraph 6 above, the general mandate granted to the Directors pursuant to paragraph 5(a) above shall be extended by the addition thereto of such number of shares of the Company bought back by the Company under the authority granted in paragraph 6 above, provided that such number of shares of the Company shall not exceed 10% of the number of issued shares of the Company as at the date of passing this Resolution (or such number of shares as adjusted to the extent there is a change to the number of the total issued shares of the Company after the date of passing this Resolution as a result of sub-division or consolidation of shares)."

By Order of the Board
Vincent Wai Shun Lai
Company Secretary

Hong Kong, 24th October 2025

Notes:

(1) A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies, to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

(2) To be valid, the form of proxy together with the authorization letter or other authority (if any) under which is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting, or any adjournment thereof.

(3) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Annual General Meeting if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

(4) The register of members of the Company will be closed from Monday, 24th November 2025 to Thursday, 27th November 2025, both days inclusive, during which period no transfer of shares will be effected, to determine the eligibility of Shareholders (except for holders of treasury shares, if any) to attend and vote at the Annual General Meeting (or at any adjournment or postponement thereof). For the purposes of determining Shareholders' eligibility to attend and vote at the Annual General Meeting, latest time to lodge transfer documents for registration with the Company's registrar will be 4:30 p.m. on Friday, 21st November 2025.

(5) If a tropical warning signal no. 8 or above, or a Black Rainstorm warning signal is in force at or at any time after 9:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed or adjourned. The Company will post an announcement on the Stock Exchange's website (www.hkex.com.hk) and the Company's website (www.sunwahkingsway.com) to notify Shareholders of the date, time and place of the rescheduled Annual General Meeting.

The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather condition bearing in mind their own situations.