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 a 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 Huazhang Technology Holding Limited (the "**Company**"), you should at once hand this circular together with 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.

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华章科技
HUAZHANG TECHNOLOGY

HUAZHANG TECHNOLOGY HOLDING LIMITED

華章科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1673)

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

This circular together with a form of proxy will remain on the website of the Company at http://www.hzeg.com.

A notice convening the AGM to be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on 28 November 2025, at 10:00 a.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong 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 if you so wish.

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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

28 October 2025

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

"AGM"	the annual general meeting of the Company to be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on 28 November 2025 at 10:00 a.m.
"AGM Notice"	the notice convening the AGM set out on pages 13 to 16 of this circular
"Annual Report"	the annual report of the Company for the year ended 30 June 2025
"Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the same meaning as defined in the Listing Rules
"Board"	the board of Directors
"Companies Act"	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"Company"	Huazhang Technology Holding Limited, a company incorporated under the laws of the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the same meaning as defined in the Listing Rules
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with Shares of the Company as set out in resolutions 4 and 6 of the AGM Notice
"Latest Practicable Date"	19 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on Stock Exchange
"Main Board"	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM; for the avoidance of doubt, the Main Board excludes GEM
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares of the Company as set out in resolution numbered 5 of the AGM Notice
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Share Option Scheme"	the share option scheme adopted by the Company on 10 February 2022
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
"%"	per cent.

HUAZHANG TECHNOLOGY HOLDING LIMITED
華章科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1673)

Executive Directors:
Mr. Fang Hui *(Chairman)*
Mr. Chen Hongwei
Mr. Cai Haifeng

Independent Non-executive Directors:
Mr. Heng, Keith Kai Neng
Mr. Yao Yang Yang
Ms. Zhang Dong Fang

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Suite 901, 9/F
Ocean Centre
5 Canton Road
Tsim Sha Tsui
Hong Kong

28 October 2025

To the Shareholders

Dear Sir or Madam

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

INTRODUCTION

The Shareholders passed the resolutions to grant the general mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares (the "**Previous Mandates**") on 29 November 2024 in accordance with the Listing Rules. The Previous Mandates will lapse at the conclusion of the AGM. It is therefore proposed that the general mandates to issue and allot Shares and to repurchase Shares be renewed at the AGM.

The purpose of this circular is to provide you with information regarding (i) the proposed renewal of the general mandates to issue and allot Shares and to repurchase Shares; (ii) the proposed re-election of retiring Directors; and (iii) the proposed re-appointment of auditor of the Company, and to seek your approval of the resolutions relating to these matters at the AGM.

ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate to issue and allot the Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions nos. 4 and 6 of the AGM Notice. The Shares which may be issued and allotted pursuant to the Issue Mandate is limited to a maximum of 20 per cent. of the issued share capital of the Company at the date of passing of the resolution approving the Issue Mandate. On the basis that 1,596,134,067 Shares were in issue as at the Latest Practicable Date and no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 319,226,813 Shares being issued and allotted by the Company.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution numbered 5 of the AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10 per cent. of the issued share capital of the Company at the date of passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules, in particular Rule 10.06(1)(b), giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Fang Hui, Mr. Chen Hongwei and Mr. Cai Haifeng, and the independent non-executive Directors are Mr. Heng, Keith Kai Neng, Mr. Yao Yang Yang and Ms. Zhang Dong Fang.

Pursuant to articles 84(1) and 84(2) of the Articles of Association of the Company, Mr. Fang Hui and Mr. Heng, Keith Kai Neng shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITOR

KTC Partners CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint KTC Partners CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to approve the Issue Mandate and the Repurchase Mandate, to re-elect the retiring Directors and to re-appoint auditor of the Company are set out on page 13 to page 16 of this circular. According to Rule 13.39(4) of the Listing Rules, the voting on all resolutions at the AGM will be conducted by way of poll.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion of a form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting in person if you so wish.

RECOMMENDATIONS

The Directors believe that all the resolutions proposed for consideration and approval by the shareholders at the AGM, including, amongst others, the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

The Board is pleased to recommend the retiring Directors, to be re-elected as the Directors at the AGM. In addition, the Board also recommends all Shareholders to vote in favour of re-appointing KTC Partners CPA Limited as the auditor of the Company.

Yours faithfully
On behalf of the Board
HUAZHANG TECHNOLOGY HOLDING LIMITED
Fang Hui
Chairman

This appendix serves as an explanatory statement, as required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

On the basis that 1,596,134,067 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 159,613,406 Shares being repurchased by the Company during the period from the passing of resolution numbered 5 set out in the AGM Notice up to (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 Articles of Association (as may be amended from time to time) or any applicable laws of the Cayman Islands (as may be amended from time to time) to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the Repurchase Mandate, whichever occurs first.

As at the Latest Practicable Date, the Company has no treasury shares.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury in accordance with the Listing Rules, the Articles of Association and applicable laws and regulations of the Cayman Islands, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. For any treasury shares deposited with The Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, 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, which may include approval by the Board that (i) the Company would not (or would 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.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules (as may be amended from time to time). A listed company may not repurchase its own securities on Main Board for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Act, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of the Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 30 June 2025, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

4. UNDERTAKING

The Directors will exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands and that neither this explanatory statement nor the Repurchase Mandate has unusual features.

5. INTENTION TO SELL SHARES

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

6. TAKEOVERS CODE CONSEQUENCE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, the following persons were directly or indirectly interested in 10% or more of the nominal value of the issued ordinary shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of Issued Shares held/ interested	Approximate Percentage of Shareholding
Mr. Fang Hui *(Note 1)*	661,431,027	41.44%
Wealthy Land Investments Group Limited *(Note 2)*	230,326,400	14.43%

Notes:

1. 650,331,027 Shares are registered in the name of Dao He Investment Limited ("**Dao He**"), a company beneficially owned by Mr. Fang Hui while 11,100,000 shares are held by Mr. Fang Hui himself. Under the SFO, Mr. Fang Hui is deemed to be interested in all the Shares held by Dao He.

2. Wealthy Land Investments Group Limited ("**Wealthy Land**") is owned as to 42.00% by Mr. Yeung Wai and as to 36.00% by Mr. Yeung Yun Chuen. Under the SFO, Mr. Yeung Wai and Mr. Yeung Yun Chuen are deemed to be interested in all the Shares held by Wealthy Land.

If the Repurchase Mandate was exercised in full, the percentage shareholding of Wealthy Land Investments Group Limited would be increased to approximately 16.03% of the issued share capital of the Company. On the basis of the shareholding interests of Wealthy Land Investments Group Limited in the Company, an exercise of the Repurchase Mandate in full would not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The decrease of issued Shares resulting from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Mr. Fang Hui to increase from approximately 41.44% to approximately 46.04%. Accordingly, the Directors believe that such an increase will give rise to an obligation of Mr. Fang Hui to make a mandatory offer in respect of all the remaining issued Shares not owned by him under Rule 26 of the Takeovers Code as he will be regarded as having acquired in any period of 12 months additional Shares carrying more than

2% of the voting rights. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on Main Board or otherwise) in the six months prior to the Latest Practicable Date.

8. CONNECTED PERSON

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on Main Board during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Shares	
	Highest	**Lowest**
2024		
October	0.365	0.305
November	0.330	0.270
December	0.275	0.270
2025		
January	0.275	0.245
February	0.260	0.230
March	0.230	0.208
April	0.219	0.208
May	0.230	0.219
June	0.229	0.224
July	0.229	0.225
August	0.225	0.196
September	0.260	0.212
October (up to the Latest Practicable Date)	0.260	0.210

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles of Association.

Mr. Fang Hui ("**Mr. Fang**"), aged 37, was appointed as an executive director and a member of the Nomination Committee of the Company on 29 April 2021 and as the authorised representative of the Company on 10 January 2022. He is a member of remuneration committee. Mr. Fang has also been appointed as the chairman of our board on 3 May 2024. Mr. Fang is responsible for the overall business development direction and supervision of our Group and the operations management and development of solid waste metal resources recycling.

Mr. Fang has strong background in solid waste recycling and recovery, waste disposal and environmental protection and successfully secured the necessary licenses for the Group's recycling project in Dubai in 2019. Between 2013 and 2014, he was an assistant of the general manager at Chiho-Tiande (HK) Limited, a subsidiary of Chiho Environmental Group Limited ("**Chiho**"). Chiho is a global leader in metal recycling and environmental protection and is listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 0976). In 2015, Mr. Fang found a group of companies which seeks to identify and invest in environmental projects throughout the world and subsequently in 2017, a PRC joint venture company based in Taizhou, China, was established with a total investment amount of USD50 million with the aim to build a 500 mu waste recycling and recovery park in Taizhou, China. The park is intended to use modern technologies and practices to transform and upgrade the solid waste recycling industry in Taizhou, to enhance their competitiveness and to help Taizhou create its own version of the circular economy.

Mr. Fang obtained a Bachelor of Science degree in Economics from the University of Bradford, United Kingdom, in 2012. Mr. Fang is also a director of Hua Zhang Environmental Resources Investment Limited which is a wholly owned subsidiary of the Company.

Mr. Fang has entered into a service contract with the Company for an initial term of three years commencing from 29 April 2021 and the appointment has been extended for a further term of three years commencing on 29 April 2024 and ending on 28 April 2027, subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company and no director's fee will be paid to Mr. Fang in respect of his appointment as an executive Director.

Under his contract of employment with a subsidiary of the Company, Mr. Fang will receive a monthly salary of HK$100,000 and is eligible to receive a performance-related discretionary bonus.

As at the Latest Practicable Date, Mr. Fang directly holds 11,100,000 shares of the Company. He is the ultimate beneficial owner of Dao He, which also holds 650,331,027 shares of the Company. Mr. Fang is interested in a total of 661,431,027 shares of the Company (approximately 41.44% of the issued shares of the Company).

Save as disclosed above, to the best knowledge of the Directors, as at the Latest Practicable Date, Mr. Fang does not: (a) hold any other interests in the shares of the Company within the meaning of Part XV of the SFO; (b) have any relationship with any other directors, senior management, substantial shareholder or controlling shareholder of the Company; (c) hold any other positions with the Company or other members of the Group; and (d) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Heng, Keith Kai Neng ("**Mr. Heng**"), aged 46, was appointed as independent non-executive director on 2 January 2019, is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee, of the Company, and has been appointed as the chairman of the Audit Committee of the Company on 17 December 2021. Mr. Heng obtained a Bachelor of Arts degree in Accounting and Finance from The University of Manchester in 2001 and a Master of Corporate Governance from The Hong Kong Polytechnic University in 2018. Mr. Heng is a fellow of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants, an associate of The Hong Kong Chartered Governance Institute and an associate of The Chartered Governance Institute. Mr. Heng is currently a director of a secretarial firm. He has extensive experience in corporate governance, auditing and accounting in Hong Kong.

Mr. Heng has entered into a service contract with the Company for an initial term of three years commencing from 2 January 2019 to 1 January 2022. He has entered into a new letter of appointment with the Company for a term of three years commencing from 2 January 2022 and the appointment has been extended for a further term of three years commencing on 2 January 2025 and ending on 1 January 2028, terminable by the Company giving not less than three months' prior notice in writing without payment of compensation and subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company. Mr. Heng is entitled to a total remuneration of HK$120,000 per annum for his appointment as an independent non-executive Director of the Company. In addition, performance-based bonus(es) (in addition to any discretionary bonus) may be payable to Mr. Heng from time to time to be determined by the Board in recognition of his contribution to the Company. The remuneration was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to Mr. Heng's experience, duties, responsibilities and the prevailing market conditions as well as the remuneration package offered to the other independent non-executive Directors of the Company.

As at the Latest Practicable Date, Mr. Heng is interested in 332,016 share options granted by the Company under the Share Option Scheme. Save as disclosed above, Mr. Heng (i) does not have, and is not deemed to have, any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO; (ii) had not previously held and is not holding any position with the Company and/or its subsidiaries; (iii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) has not held any directorship in other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor has he held any other major appointment and qualifications.

The Board would consider to enhance its diversity with different expertise when appointing or re-electing an independent non-executive Director. Mr. Heng has met the independence guidelines set out in rule 3.13 of the Listing Rules and he has also given an annual confirmation of his independence to the Company this year. Given his extensive experience in accounting and secretarial services, the Nomination Committee of the Company and the Board are of the opinion that he continues to bring independent and objective perspectives to the Company's affairs. The Board considers Mr. Heng is independent and can bring further contributions to the Board and its diversity.

Save as disclosed herein, in relation to the re-election of the above-mentioned directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

* *For identification purpose only.*



HUAZHANG TECHNOLOGY HOLDING LIMITED

華章科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1673)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Huazhang Technology Holding Limited (the "**Company**") will be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on 28 November 2025, at 10:00 a.m. for the following purposes:

1. To receive and approve the audited financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 30 June 2025;

2. To re-elect the following retiring directors (as separate resolutions):

   (a) Mr. Fang Hui as an executive director;

   (b) Mr. Heng, Keith Kai Neng as an independent non-executive director; and

   (c) to authorise the board of directors of the Company to fix the remuneration of the directors;

3. To re-appoint KTC Partners CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

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

ORDINARY RESOLUTIONS

4. "**THAT**:

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the "**Listing Rules**"), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares (including any sale or transfer of treasury shares out of treasury) in the share capital of the Company and to make or grant offers, agreements and options, including bonds to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company 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 the aggregate of:

(aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

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

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase shares in the 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 such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution (on the basis that no shares are issued or repurchased by the Company before and up to the date of passing this resolution, the Company will be allowed to repurchase fully paid shares up to a maximum of 159,613,406 shares) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, "Relevant Period" shall have the same meaning as the resolution numbered 4(d) above."

6. "**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of the Company (including any sale or transfer of treasury shares out of treasury) which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company (excluding treasury shares, if any) purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above."

By order of the Board
HUAZHANG TECHNOLOGY HOLDING LIMITED
Yeung Wing Yan
Company Secretary

Hong Kong, 28 October 2025

Notes:

(1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.

(2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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 in respect of the joint holding.

(3) A form of proxy for use at the meeting is enclosed.

(4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.

(5) The record date for determining the entitlement of the holders of Shares to attend and vote at the AGM will be Friday, 28 November 2025. For the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 25 November 2025 (Tuesday) to 28 November 2025 (Friday), both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 24 November 2025 (Monday) for registration.

(6) According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll.

As at the date of this notice, the executive Directors are Mr. Fang Hui (Chairman), Mr. Chen Hongwei and Mr. Cai Haifeng and the independent non-executive Directors are Mr. Heng, Keith Kai Neng, Mr. Yao Yang Yang and Ms. Zhang Dong Fang.