THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Tak Lee Machinery Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Tak Lee Machinery Holdings Limited
德利機械控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2102)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover shall have the same respective meanings as those defined in the section headed "Definitions" of this circular.

A notice dated 3 November 2025 convening an annual general meeting of the Company to be held at 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Wednesday, 26 November 2025 at 11:00 a.m. is set out on pages 15 to 20 of this circular. Whether or not you are able to attend the AGM in person, you are requested to 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event no 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.

3 November 2025

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

"AGM"	the annual general meeting of the Company to be held at 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Wednesday, 26 November 2025 at 11:00 a.m. or any adjourned meeting thereof;
"Articles of Association"	the amended and restated articles of association of the Company;
"Audit Committee"	the audit committee of the Board;
"Board"	the board of Directors;
"Company"	Tak Lee Machinery Holdings Limited (德利機械控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2102);
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Latest Practicable Date"	27 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
"Memorandum and Articles of Association"	the amended and restated memorandum and articles of association of the Company;
"Nomination Committee"	the nomination committee of the Board;
"Remuneration Committee"	the remuneration committee of the Board;
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (as may be amended from time to time);

"Share Issue Mandate"	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding any treasury shares) as at the date of the resolution approving such mandate;
"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of the resolution approving such mandate;
"Shareholder(s)"	the holder(s) of the Shares;
"Share(s)"	fully-paid up shares of HK$0.01 each in the capital of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules;
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs;
"treasury shares"	has the meaning ascribed to it under the Listing Rules; and
"%"	per cent.

Tak Lee Machinery Holdings Limited
德利機械控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2102)

Executive Directors
Mr. Chow Luen Fat
(Chairman and Chief Executive Officer)
Ms. Liu Shuk Yee
Ms. Ng Wai Ying

Non-executive Director
Ms. Cheng Ju Wen

Independent non-executive Directors
Sir Kwok Siu Man KR
Mr. Law Tze Lun
Dr. Wong Man Hin Raymond

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

Headquarters and Principal Place of Business in Hong Kong
D.D. 111, Lot No. 117
Sheung Che Village
Pat Heung
Yuen Long
New Territories
Hong Kong

3 November 2025

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, (i) the re-election of the retiring Directors; (ii) the grant of the Share Issue Mandate and the grant of the Share Repurchase Mandate; and (iii) the extension of the Share Issue Mandate to include the Shares repurchased under the Share Repurchase Mandate. The notice of AGM is set out on pages 15 to 20 of this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Chow Luen Fat, Ms. Liu Shuk Yee and Ms. Ng Wai Ying; the non-executive Director was Ms. Cheng Ju Wen; and the independent non-executive Directors (the "**INED(s)**") were Sir Kwok Siu Man KR, Mr. Law Tze Lun and Dr. Wong Man Hin Raymond.

In accordance with Article 84 of the Articles of Association, 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 at each annual general meeting of the Company. Accordingly, Mr. Chow Luen Fat, Ms. Ng Wai Ying, Mr. Law Tze Lun and Dr. Wong Man Hin Raymond (collectively, the "**Retiring Directors**") will retire by rotation as Directors at the AGM and being eligible, offer themselves for re-election at the AGM.

Each of the INEDs has served the Board for approximately eight years and has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Based on the said confirmations and the assessment by reference to the independence criteria as set out in Rule 3.13 of the Listing Rules, the Nomination Committee confirmed that all of them, including Mr. Law Tze Lun and Dr. Wong Man Hin Raymond (both being Retiring Directors), remain independent. The Board is also of the view that all INEDs are independent in accordance with the independence criteria as set out in Rule 3.13 of the Listing Rules.

Having regard to the Board Diversity Policy and the Nomination Policy adopted by the Company, and after reviewing the structure, size and composition of the Board and the skill, knowledge, experience, capability and various diversity aspects of the Retiring Directors in the industry or listed companies as well as evaluating the performance of the Retiring Directors, including their regular attendance and active and constructive participation at Board and/or Board Committee meetings, the Nomination Committee is of the view that the Retiring Directors will continue to contribute to the Board with their respective perspectives, skills, knowledge and experience. The Nomination Committee has made recommendation to the Board on the re-election of all the Retiring Directors. With the recommendation of the Nomination Committee, the Board has proposed the Retiring Directors to stand for re-election by the Shareholders at the AGM.

Particulars of the Retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

GENERAL MANDATE TO ISSUE SHARES

The Directors were granted a general mandate to exercise the powers of the Company to allot, issue and deal with Shares pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 26 November 2024. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Share Issue Mandate to the Directors.

As at the Latest Practicable Date, the total number of Shares in issue was 1,000,000,000 Shares and the Company did not have any treasury shares. Assuming that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the resolution approving the Share Issue Mandate, and the Company does not have any treasury shares, the maximum number of Shares (including any sale or transfer of treasury shares out of treasury) which may be allotted, issued and dealt with pursuant to the Share Issue Mandate will be 200,000,000 Shares, being 20% of the total number of Shares in issue (excluding any treasury shares) as at the date of the resolution approving the Share Issue Mandate.

The Share Issue Mandate, if granted at the AGM, will end at the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution in relation to the Share Issue Mandate; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, or any other applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

The Directors were granted a general mandate to exercise the powers of the Company to repurchase Shares pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 26 November 2024. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Share Repurchase Mandate to the Directors.

As at the Latest Practicable Date, the total number of Shares in issue was 1,000,000,000 Shares and the Company did not have any treasury shares. Assuming that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the resolution approving the Share Repurchase Mandate, and the Company does not have any treasury shares, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate will be 100,000,000 Shares, being 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of the resolution approving the Share Repurchase Mandate.

The Share Repurchase Mandate, if granted at the AGM, will end at the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution in relation to the Share Repurchase Mandate; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, or any other applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Share Repurchase Mandate is set out in Appendix II to this circular.

EXTENSION OF SHARE ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions in relation to the Share Issue Mandate and the Share Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Share Issue Mandate by adding the number of Shares repurchased (excluding the repurchased Shares held as treasury shares) under the Share Repurchase Mandate.

FINAL DIVIDEND

Reference is made to the annual results announcement for the year ended 31 July 2025 of the Company dated 20 October 2025. The Board has recommended the payment of a final dividend of HK2.0 cents per Share for the year ended 31 July 2025. Subject to the approval of the Shareholders at the AGM, the proposed final dividend will be payable on or around Friday, 19 December 2025. The record date for ascertaining Shareholders' entitlement to the proposed final dividend will be Friday, 5 December 2025.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Wednesday, 26 November 2025 at 11:00 a.m. is set out on pages 15 to 20 of this circular. The record date for ascertaining Shareholders' entitlement to attend and vote at the AGM will be Wednesday, 26 November 2025. At the AGM, resolutions will be proposed to approve, among other matters, the re-election of the Retiring Directors, the Share Issue Mandate, the Share Repurchase Mandate, and the extension of the Share Issue Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event no 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.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions set out in the notice of AGM shall be put to vote by way of poll at the AGM.

Pursuant to Article 66(1) of the Articles of Association, on a poll every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for each Share of which he is the holder. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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.

RECOMMENDATION

The Board considers that the re-election of the Retiring Directors, the grant of the Share Issue Mandate and the Share Repurchase Mandate, and the extension of the Share Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board
Tak Lee Machinery Holdings Limited
Chow Luen Fat
Chairman and Chief Executive Officer

The following are particulars of Directors proposed for re-election at the AGM:

MR. CHOW LUEN FAT

Mr. Chow Luen Fat ("**Mr. Chow**"), aged 52, is the chairman of the Board and the chief executive officer of the Company. Mr. Chow was appointed as a Director on 11 December 2015 and was re-designated as an executive Director on 4 August 2016. Mr. Chow also holds directorships in all the subsidiaries of the Company. Mr. Chow is primarily responsible for overall management, strategic planning, procurement and development of the Group. Mr. Chow is the spouse of Ms. Cheng Ju Wen ("**Ms. Cheng**"), the non-executive Director. Mr. Chow is also a director and a shareholder of Generous Way Limited ("**Generous Way**"), a substantial shareholder of the Company.

Mr. Chow has more than 27 years of experience in the heavy equipment industry. Prior to founding the Group, Mr. Chow worked for Shing Lee Construction Machinery Co. Limited from March 1998 and his last position was purchasing and sales manager when he left in February 1999. From 1999 to 2001, Mr. Chow operated Tak Lee Machinery Company, an unlimited company in Hong Kong, which was engaged in the sales of used heavy equipment in Hong Kong. In March 2001, Mr. Chow co-founded Tak Lee Machinery Company Limited ("**Tak Lee Machinery**") with Ms. Cheng and acted as a director of Tak Lee Machinery.

Mr. Chow served on the Hong Kong Construction Machinery Association (which was subsequently incorporated as the Hong Kong Construction Machinery Association Company Limited on 24 December 2009) as the president from July 2005 to June 2006 and had served as the honorary president from July 2007 for a term of ten years ended in June 2017 and as the honorary president from July 2017 to May 2024.

Mr. Chow obtained a bachelor's degree in engineering from Tohwa University in Japan in March 1998.

Save as disclosed above, Mr. Chow did not hold directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chow was interested in 750,000,000 Shares, representing 75% of the issued Shares, through his controlled corporation, Generous Way, within the meaning of Part XV of the SFO. Generous Way is legally and beneficially owned as to 50% by Mr. Chow and 50% by Ms. Cheng.

Mr. Chow has entered into a service agreement with the Company for a term of three years commencing on 27 July 2023 subject to renewal and termination by either party in accordance with the terms thereof, and the retirement and re-election provisions in the Articles of Association. For the year ended 31 July 2025, Mr. Chow received a total remuneration of approximately HK$3,116,000 for acting as an executive Director. His remuneration was determined by the Board with reference to market terms, his duties and responsibilities within the Group upon the recommendation by the Remuneration Committee.

MS. NG WAI YING

Ms. Ng Wai Ying ("**Ms. Ng**"), CPA & FCCA, aged 52, was appointed as an executive Director and the company secretary of the Company on 4 August 2016. She has been appointed as the chief financial officer since May 2016 and a member of the Nomination Committee since 21 March 2025. Ms. Ng is primarily responsible for the overall financial affairs and management and company secretarial matters of the Group.

Ms. Ng has over 30 years of experience in auditing and financial management. From July 1995 to March 1997, Ms. Ng worked as an audit assistant in Morison Heng CPA Limited and was responsible for external auditing. Ms. Ng joined Deloitte Touche Tohmatsu in August 1997 and her last position was senior accountant when she left in May 2000, and she was responsible for various external auditing, initial public offering and due diligence projects. From July 2000 to July 2001, Ms. Ng joined Sino-i.com Limited as an accountant. From July 2001, Ms. Ng worked as the accounting manager at Asia Aluminum Holdings Limited and her last position was financial controller when she left in March 2009, and she was responsible for the overall financial affairs. From August 2009 to November 2015, Ms. Ng was the financial controller in Trillion New HK Limited and she was responsible for financial reporting, capital markets and financing activities and department management.

Ms. Ng graduated from The Hong Kong Polytechnic University with a bachelor's degree of arts in accountancy in October 1995. Ms. Ng has been admitted as a fellow member of The Association of Chartered Certified Accountants since October 2003. Ms. Ng has also been admitted as a member of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) since October 1998.

Save as disclosed above, Ms. Ng did not hold directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Ng does not have (i) any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and (ii) any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Ng has entered into a service agreement with the Company for a term of three years commencing on 27 July 2023 subject to renewal and termination by either party in accordance with the terms thereof, and the retirement and re-election provisions in the Articles of Association. For the year ended 31 July 2025, Ms. Ng received a total remuneration of approximately HK$1,291,000 for acting as an executive Director. Her remuneration was determined by the Board with reference to market terms, her duties and responsibilities within the Group upon the recommendation by the Remuneration Committee.

MR. LAW TZE LUN

Mr. Law Tze Lun ("**Mr. Law**"), aged 53, was appointed as an independent non-executive Director on 30 June 2017. He is primarily responsible for providing independent advice to the Board. He is also the chairman of the Audit Committee and a member of both the Nomination Committee and the Remuneration Committee. Mr. Law has over 32 years of experience in auditing, accounting and finance. From January 1992 to May 1997, he worked as an audit supervisor at Cheng, Kwok & Chang C.P.A. and was mainly responsible for audit work and supervision. Since July 1997, Mr. Law worked at Chiang & Lai C.P.A. as an officer and he was promoted to partner in April 2003, and he was responsible for reviewing all audit files and providing training to the staff. In February 2008, Mr. Law founded Law Tze Lun C.P.A., which provided accounting and auditing services. Since December 2010, Mr. Law has been a director of ANSA CPA Limited, which was principally engaged in the provision of auditing and accounting services.

Mr. Law has been serving as an independent non-executive director of Come Sure Group (Holdings) Limited (stock code: 794) since February 2009, which is listed on the Main Board of the Stock Exchange.

In March 1999, Mr. Law obtained a bachelor's degree in commerce (accounting) from Curtin University of Technology in Australia. Since August 2000, Mr. Law has been admitted as a certified practising accountant of the Australian Society of Certified Practising Accountants (currently known as CPA Australia). Mr. Law has also been admitted as an associate and certified public accountant of the Hong Kong Society of Accountants (currently known as Hong Kong Institute of Certified Public Accountants) in October 2000 and March 2003, respectively, and as a fellow member of the Hong Kong Institute of Certified Public Accountants since March 2014.

Save as disclosed above, Mr. Law did not hold directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Law does not have (i) any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and (ii) any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Law has been an independent non-executive Director for approximately eight years. Mr. Law has entered into an appointment letter with the Company for a term of one year commencing on 27 July 2025 subject to renewal and termination by either party in accordance with the terms thereof, and the retirement and re-election provisions in the Articles of Association. For the year ended 31 July 2025, Mr. Law received a total director's fee of HK$180,000 for acting as an independent non-executive Director. His director's fee was determined by the Board by reference to market terms as well as his duties and responsibilities within the Group upon the recommendation by the Remuneration Committee.

DR. WONG MAN HIN RAYMOND

Dr. Wong Man Hin Raymond ("**Dr. Wong**"), aged 59, was appointed as an independent non-executive Director on 30 June 2017. He is primarily responsible for providing independent advice to the Board. He is also the chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee. Dr. Wong has been serving as a director of companies listed on the Main Board of the Stock Exchange. Dr. Wong has been acting as an executive director since April 2002, the deputy chairman since April 2007 and the chairman since December 2021 of Raymond Industrial Limited (stock code: 229). Dr. Wong has also been serving as an independent non-executive director of Nan Nan Resources Enterprise Limited (stock code: 1229) since March 2008, Modern Healthcare Technology Holdings Limited (stock code: 919) since December 2009 and Guanze Medical Information Industry (Holding) Co., Ltd. (stock code: 2427) since December 2022.

Dr. Wong obtained a bachelor's degree in chemical engineering from Lehigh University in the United States in October 1988, a master's degree in economics from University of Hawaii at Manoa in December 1994 and a doctorate degree in business administration from The Hong Kong Polytechnic University in September 2018. Dr. Wong has been admitted a Certified Management Accountant and a member of American Institute of Certified Public Accountants since September 1998 and May 1999, respectively. Dr. Wong was also awarded a certificate in financial management by the Institute of Certified Management Accountants in April 1999.

Save as disclosed above, Dr. Wong did not hold directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Dr. Wong does not have (i) any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and (ii) any interests in the Shares within the meaning of Part XV of the SFO.

Dr. Wong has been an independent non-executive Director for approximately eight years. Dr. Wong has entered into an appointment letter with the Company for a term of one year commencing on 27 July 2025 subject to renewal and termination by either party in accordance with the terms thereof, and the retirement and re-election provisions in the Articles of Association. For the year ended 31 July 2025, Dr. Wong received a total director's fee of HK$180,000 for acting as an independent non-executive Director. His director's fee was determined by the Board by reference to market terms as well as his duties and responsibilities within the Group upon the recommendation by the Remuneration Committee.

Save as disclosed above, there are no other matters concerning the Retiring Directors that need to be brought to the attention of the Shareholders and there is no other information that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

This explanatory statement is made under the requirements of Rule 10.06(1)(b) of the Listing Rules, to provide all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Share Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,000,000,000 Shares and the Company did not have any treasury shares. Subject to the passing of the resolution approving the Share Repurchase Mandate, and assuming that there is no change in the total number of Shares in issue prior to the AGM, and the Company does not have any treasury shares, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 100,000,000 Shares, being 10% of the total number of Shares in issue (excluding any treasury shares) on the date of the resolution approving the Share Repurchase Mandate.

REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to be granted a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share if the repurchased Shares are wholly or partially cancelled. Shares repurchased by the Company and held as treasury shares may be resold on the market at full market prices as a means of fund raising or used for other purposes as allowed under Listing Rules, the applicable laws and regulations of the Cayman Islands and the Memorandum and Articles of Association. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the laws of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this regard, including profits and share premium of the Company or proceeds of a fresh issue of Shares made for the purpose of the repurchase.

IMPACT ON WORKING CAPITAL OR GEARING POSITION

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 latest published audited consolidated financial statements contained in the annual report for the year ended 31 July 2025 in the event that the Share Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or on the gearing position of the Company.

UNDERTAKINGS

The Directors, so far as the same may be applicable, will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of the Cayman Islands and the Memorandum and Articles of Association.

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

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he, she or it has a present intention to sell any Shares to the Company, or has undertaken not to sell any Shares to the Company, in the event that the Share Repurchase Mandate is granted.

The Directors confirm that neither this explanatory statement nor the proposed Share Repurchase Mandate has any unusual features.

The Shares repurchased by the Company shall be held as treasury shares and/or cancelled, depending on market conditions, the Company's capital management needs and funding arrangements at the time of repurchases. For any treasury shares deposited with Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company will (i) procure its stockbroker 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, 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. The Company will take appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as treasury shares.

THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, and the repurchased Shares are wholly or partially cancelled, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Generous Way Limited was beneficially interested in 750,000,000 Shares, representing 75% of the total number of Shares in issue. Generous Way Limited is owned as to 50% by Mr. Chow Luen Fat, an executive Director, the chairman of the Board and the chief executive officer of the Company and as to 50% by Ms. Cheng Ju Wen, the non-executive Director. Mr. Chow Luen Fat and Ms. Cheng Ju Wen are spouses. Accordingly, under the SFO, each of Mr. Chow Luen Fat and Ms. Cheng Ju Wen is deemed to be interested in 750,000,000 Shares held by Generous Way

Limited, representing 75% of the total number of Shares in issue. In the event that the Directors exercise in full the Share Repurchase Mandate, and the repurchased Shares are wholly cancelled, the interests in the Company of each of Mr. Chow Luen Fat and Ms. Cheng Ju Wen would be increased to approximately 83.33% of the total number of the Shares in issue and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Share Repurchase Mandate.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Share Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors confirm that the Share Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

SHARE PURCHASE MADE BY THE COMPANY

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

SHARE PRICES

The highest and lowest market prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Price (per Share)	
	Highest	**Lowest**
	HK$	*HK$*
2024		
October	0.145	0.108
November	0.160	0.129
December	0.137	0.130
2025		
January	0.148	0.130
February	0.190	0.136
March	0.231	0.175
April	0.222	0.189
May	0.208	0.190
June	0.217	0.196
July	0.216	0.201
August	0.215	0.202
September	0.255	0.208
October (up to the Latest Practicable Date)	0.330	0.239

Tak Lee Machinery Holdings Limited
德利機械控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2102)

NOTICE IS HEREBY GIVEN that the annual general meeting of Tak Lee Machinery Holdings Limited (the "**Company**") will be held at 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Wednesday, 26 November 2025 at 11:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Directors**" and the "**Board**", respectively) and the independent auditor of the Company for the year ended 31 July 2025;

2. To declare a final dividend of HK2.0 cents per ordinary share for the year ended 31 July 2025;

3. (a) To re-elect Mr. Chow Luen Fat as an executive Director;

   (b) To re-elect Ms. Ng Wai Ying as an executive Director;

   (c) To re-elect Mr. Law Tze Lun as an independent non-executive Director; and

   (d) To re-elect Dr. Wong Man Hin Raymond as an independent non-executive Director;

4. To authorise the Board to fix the Directors' remuneration;

5. To re-appoint RSM Hong Kong as the independent auditor of the Company and authorise the Board to fix their remuneration for the year ending 31 July 2026;

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

   "**THAT**:

   (a) subject to paragraphs (c) and (d) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares) (which shall have the meaning ascribed to it under the Listing Rules) and to make or grant offers, agreements or options (including any warrants, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including any warrants, bonds, notes, securities and debentures conferring any rights to subscribe for or otherwise receive shares of the Company) which might require the exercise of such power after the end of the Relevant Period (as defined below);

(c) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) (including the treasury shares to be resold or transferred) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time (the "**Articles of Association**"); or (iii) the grant of options under the share option scheme of the Company or other similar arrangement; or (iv) any specific authority granted by the shareholders of the Company (the "**Shareholders**") in general meeting, shall not exceed 20% of the aggregate number of the shares of the Company in issue (excluding any treasury shares) as at the date of passing this Resolution and such approval shall be limited accordingly;

(d) the exercise of the power under the approval of this Resolution shall be limited to applicable rules and requirements of The Stock Exchange of Hong Kong Limited as amended from time to time, including the restrictions to issue (i) securities convertible into new shares for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as defined below) of the shares at the time of the relevant placing, and (ii) warrants, options or similar rights to subscribe for new share or securities convertible into new shares for cash consideration; and

(e) for the purposes of this Resolution:

"**Relevant Period**" means the period from the date of passing 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 to be held by the Articles of Association, or any other applicable laws of the Cayman Islands; and

(iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this Resolution;

"**Rights Issue**" means an offer of shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for shares, open for a period fixed by the Directors, to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient (but in compliance with the relevant provisions of the Listing Rules) 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 applicable to the Company or any recognised regulatory body or any stock exchange in, any territory applicable to the Company); and

"**Benchmarked Price**" means the higher of:

(i) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) of this Resolution; and

(ii) the average closing price in the 5 trading days immediately prior to the earlier of:

(1) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities pursuant to the approval in paragraph (a) of this Resolution;

(2) the date of the placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) of this Resolution; and

(3) the date on which the placing or subscription price is fixed.";

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the shares may be listed and recognised by The Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with the rules and regulations of The Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of the shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding any treasury shares) as at the date of passing this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purposes of this Resolution:

"**Relevant Period**" means the period from the date of passing 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 to be held by the Articles of Association, or any other applicable laws of the Cayman Islands; and

(iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this Resolution."; and

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

"**THAT** conditional upon Resolution nos. 6 and 7 set out in the notice convening this meeting (the "**Notice**") being passed, the general mandate granted to the Directors pursuant to Resolution no. 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company repurchased (excluding the repurchased Shares held as treasury shares) under the authority granted pursuant to Resolution no. 7 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the shares of the Company in issue (excluding any treasury shares) as at the date of passing this Resolution."

Yours faithfully
For and on behalf of the Board
Tak Lee Machinery Holdings Limited
Chow Luen Fat
Chairman and Chief Executive Officer

Hong Kong, 3 November 2025

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

Headquarters and Principal Place of Business in Hong Kong
D.D. 111, Lot No. 117
Sheung Che Village
Pat Heung
Yuen Long
New Territories
Hong Kong

Notes:

1. Closure of Register of Members of the Company

   *For the annual general meeting (the "**AGM**")*

   The record date for ascertaining Shareholders' entitlement to attend and vote at the AGM will be Wednesday, 26 November 2025. The register of members of the Company (the "**Register of Members**") will be closed from Friday, 21 November 2025 to Wednesday, 26 November 2025, both days inclusive, during which period no transfer of the shares of the Company (the "**Share(s)**") will be registered. 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (the "**Hong Kong Branch Share Registrar**") for registration no later than 4:30 p.m. on Thursday, 20 November 2025.

   For the final dividend

   The record date for ascertaining Shareholders' entitlement to the proposed final dividend will be Friday, 5 December 2025. The Register of Members will be closed from Wednesday, 3 December 2025 to Friday, 5 December 2025, both days inclusive, during which period no transfer of the Shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar for registration no later than 4:30 p.m. on Tuesday, 2 December 2025.

2. A member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member.

3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong Branch Share Registrar no less than 48 hours before the time appointed for holding the AGM or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.

4. Completion and return of the form of proxy shall not preclude a member from subsequently attending and voting in person at the AGM or the adjournment thereof, and in such event, the form of proxy shall be deemed to be revoked.

5. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, 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 is present at the AGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, will 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. Several executors or administrators of a deceased member in whose name any Share stands shall for this purpose be deemed joint holders thereof.

6. With reference to Resolutions nos. 3(a) to (d) above, approval is being sought from members for the re-election of four Directors, who shall retire from office by rotation at the AGM. They are all eligible and have offered themselves for re-election at the AGM. Particulars of these retiring Directors are set out in Appendix I to the circular of the Company dated 3 November 2025 (the "**Circular**").

7. With reference to Resolution no. 6, approval is being sought from the members for a general mandate to issue Shares to be given to the Directors.

8. With reference to Resolution no. 7, approval is being sought from the members for a general mandate to repurchase Shares to be given to the Directors. The Explanatory Statement containing the information reasonably necessary to enable the members to make an informed decision on whether to vote for or against the resolution, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, is set out in Appendix II to the Circular.