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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)

NOTICE OF ANNUAL GENERAL MEETING

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

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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.

As at the date of this announcement, the executive Directors are Mr. Chow Luen Fat (chairman and chief executive officer), Ms. Liu Shuk Yee and Ms. Ng Wai Ying; the non-executive Director is Ms. Cheng Ju Wen; and the independent non-executive Directors are Sir Kwok Siu Man KR, Mr. Law Tze Lun and Dr. Wong Man Hin Raymond.