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GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Greenheart Group Limited (the "**Company**") will be held at Basement 2, Function Room, The Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong on Monday, 24 November 2025 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company. Terms defined in the circular of the Company dated 7 November 2025 bear the same meanings herein unless the context otherwise requires.

ORDINARY RESOLUTIONS

1. "**THAT**:

   (a) the SPAs, the terms and conditions thereof and transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

   (b) any one or more of the Directors be and is/are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such documents, instruments, deeds (whether or not with the affixation of common seal) and agreements, and to do all such acts, matters or things and take all such steps as he/she/they may in his/her/their discretion consider necessary, expedient, desirable or appropriate to effect the transactions contemplated under the SPAs, and to agree to variations or modifications or waivers or matters relating to the terms and conditions of the SPAs as are, in the opinion of the Directors, in the interest of the Company and the Shareholders as a whole."

2. "**THAT** subject to the fulfilment of the Special Dividend Conditions, the declaration and payment of the Special Dividend in cash of HK$0.01 per Share (the "**Special Dividend**") to Shareholders whose names appear on the register of members of the Company on the record date to be fixed by the Directors for determining the entitlements to the Special Dividend be and are hereby approved; and any Director be and is hereby authorised to take such action, do such things and execute such further documents (whether or not with the affixation of common seal) as the Director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend."

By Order of the Board
Greenheart Group Limited
Fung Ka Man
Company Secretary

Hong Kong, 7 November 2025

Notes:

1. A Shareholder entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-Laws of the Company, vote in his/her/its stead. A proxy need not be a Shareholder.

2. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a notarially 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 as soon as possible and in any event no later than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the SGM or any adjournment thereof.

3. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the SGM or any adjournment thereof should they so wish and, in such event, the appointment of proxy shall be deemed to be revoked.

4. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the SGM, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM or any adjournment thereof, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

5. For the purpose of determining Shareholders' eligibility to attend and vote at the SGM or at any adjournment thereof, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents for registration with the Company's branch share registrar and transfer office in Hong Kong	4:30 p.m. on 18 November 2025
Closure of the register of members of the Company	19 November 2025 to 24 November 2025 (both dates inclusive)
Record date	24 November 2025

During the above closure period, no transfer of Shares will be registered. To be eligible to attend and vote at the SGM or at any adjournment thereof, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with 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 no later than 4:30 p.m. on 18 November 2025.

6. Pursuant to Rule 13.39(4) of the Listing Rules, all the resolution(s) proposed to be approved at the SGM will be taken by poll except where the chairman of the SGM, 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.

7. If a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal or "extreme conditions" announced by the Hong Kong government is/are in force at any time after 9:30 a.m. on the date of the SGM; or the Hong Kong Observatory has issued an advanced notice that a tropical cyclone warning signal no. 8 or above is expected to be hoisted at any time after 9:30 a.m. on the date of the SGM, the SGM will be adjourned. The Hong Kong government may issue an announcement on "extreme conditions" in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons. Under such circumstances, the Company will publish an announcement on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.greenheartgroup.com to notify the Shareholders of the date, time and venue of the adjourned SGM.

   The SGM will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders and their proxy(ies) should decide on their own whether they should attend the SGM physically under bad weather conditions, having regard to their own circumstances and if they choose to do so, they are advised to exercise due care and caution.

   Shareholders may call the customer service hotline of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at (852) 2980 1333 during business hours (9:00 a.m. to 6:00 p.m., Monday to Friday, excluding Hong Kong public holidays) for the SGM arrangements.

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

As at the date hereof, the Board comprises one executive Director, namely Mr. Ding Wai Chuen, four non-executive Directors, namely Messrs. Cheng Chi-Him, Conrad, Kenneth Lau, Lie Ken Jie Remy Anthony Ket Heng and Ms. Suen Chung Yan, Julia and three independent non-executive Directors, namely Messrs. Wong Man Chung, Francis, Cheung Pak To, Patrick and To Chun Wai.