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SHIFANG HOLDING LIMITED
十方控股有限公司

(incorporated in the Cayman Islands and re-domiciled and continued in Bermuda with limited liability)

(Stock code: 1831)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of ShiFang Holding Limited (the "**Company**") will be held at 6/F, Hua Fu Mansion, No. 121 Gutian Road, Gulou District, Fuzhou, Fujian Province, PRC on Wednesday, 31 December 2025 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business, to consider and if thought fit, approve the following resolutions as ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Directors**") and Prism Hong Kong Limited, the external auditor of the Company (the "**Auditor**"), for the year ended 30 June 2025;

2. To re-elect Mr. Chen Zhi as an executive Director;

3. To re-elect Ms. Wang Bao Zhu as a non-executive Director;

4. To re-elect Mr. Chai Chung Wai as an independent non-executive Director;

5. To re-elect Mr. Lee Kam Wing Victor as an independent non-executive Director;

6. To re-elect Mr. Wei Hong as an independent non-executive Director;

7. To authorise the board of directors of the Company (the "**Board**") to fix the Directors' remuneration; and

8. To re-appoint the Auditor and to authorise the Board to determine the remuneration of the Auditor.

AS SPECIAL BUSINESS, to consider and, if thought fit, to pass, with or without amendments, the following Resolutions nos. 8, 9 and 10 as ordinary resolutions of the Company:

9. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back issued Shares, subject to and in accordance with all applicable laws and rules and the requirements of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy-back the Shares at a price determined by the Directors;

(c) the total number of the Shares which are authorised to be bought-back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of the Shares of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution, "**Relevant Period**" means the period from the date of passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company unless this authority is renewed either conditionally or unconditionally at such meeting; and

(ii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

10. "**THAT**:

(a) subject to paragraph (c) and (d) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company (the "**Issue Mandate**") to allot, issue, grant, distribute and deal with additional Shares and to make, issue or grant offers, agreements, options, securities convertible or exchangeable into Shares or similar rights which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as defined above) to make, issue or grant offers, agreements, options, securities convertible or exchangeable into Shares or similar rights, the making, issuing or granting of which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the total number of the Shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares; or (iii) the exercise of rights of conversion or exchange under the terms of any convertible securities or exchangeable securities issued by the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Memorandum and Bye-laws from time to time, shall not exceed 20 per cent of the total number of the Shares of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(d) the Issue Mandate shall be limited by the applicable rules and requirements of the Stock Exchange as amended from time to time, including the restrictions for using the Issue Mandate to issue (i) securities convertible into new Shares for cash consideration, if the initial conversion price of such convertible securities is lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing; and (ii) warrants, options or similar rights to subscribe for new Shares or securities convertible into new Shares for cash consideration;

(e) for the purposes of this Resolution:

"**Relevant Period**" shall have the same meaning as that ascribed to it under the Resolution no. 8 above; and "**Right Issue**" means an offer of Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).

"**Benchmarked Price**" means the higher of: (a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (b) the average closing price in the 5 trading days immediately prior to the earlier of: (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the Issue Mandate; (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and (iii) the date on which the placing or subscription price is fixed."

11. "**THAT** conditional upon the passing of the Resolutions nos. 9 and 10 above, the general mandate granted to the Directors to allot, issue, grant, distribute and deal with additional Shares pursuant to the Resolution no. 9 above be and is hereby extended by the addition thereof of an amount representing the total number of the Shares of the Company bought-back by the Company under the authority granted pursuant to the Resolution no. 9 above."

By Order of the Board of
SHIFANG HOLDING LIMITED
Chen Zhi
Executive Director (Chairman and Chief Executive Officer)

Hong Kong, 28 November 2025

Notes:

1. The Register of Members of the Company will be closed from 19 December 2025 to 25 December 2025 (both days inclusive) during which period no transfer of Shares will be registered.

2. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a shareholder of the Company.

3. In case of the joint registered holders of any Shares, any one of such persons may vote at any meeting, either in person or by proxy; but if more than one of such joint holders be present at any meeting in person or by proxy, the said person whose name stands first on the Register of Members of the Company shall alone be entitled to vote in respect thereof.

4. To be valid, a form of proxy in the prescribed form 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 lodged with the branch share registrar and transfer office of the Company 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 fixed for holding the Meeting.

5. With respect to the Resolutions no. 2 to no. 6 as set out in this notice, Mr. Chen Zhi, Ms. Wang Bao Zhu, Mr. Chai Chung Wai, Mr. Lee Kam Wing Victor, and Mr. Wei Hong will retire upon the conclusion of the Meeting and, being eligible, will offer themselves for re-election at the Meeting. The profiles of the above Directors have been set out in a circular (the "**Circular**") of the Company dated 28 November 2025 containing details of the Meeting.

6. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the Meeting shall be voted by poll.

7. The Circular and the accompanying form of proxy have been sent to the shareholders of the Company.

8. To ensure the health and safety of the attendees at the Meeting, the Company intends to implement precautionary measures at the Meeting including: (a) compulsory temperature checks at the entrance of the Meeting venue; (b) attendees are required to bring their own surgical masks and those who had high temperature or not wearing surgical masks might be denied access to the Meeting venue; (c) no corporate gift, refreshments or drinks will be provided at the Meeting; and (d) depending on circumstances, separate rooms connected by instant electronic conference facilities may be arranged at the Meeting venue to limit the number of attendees at each room.

As at the date of this notice, the executive Directors are Mr. Chen Zhi (Chairman and Chief Executive Officer) and Mr. Chen Ye; the non-executive Director is Ms. Wang Bao Zhu; and the independent non-executive Directors are Mr. Chai Chung Wai, Mr. Lee Kam Wing Victor and Mr. Wei Hong.

This Circular, in both English and Chinese versions, is available on the Company's website at www.shifangholding.com and the website of the Stock Exchange (www.hkexnews.hk).