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 **SAINT BELLA Inc.**, you should at once hand this circular 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 the transferee.

SAINT BELLA

SAINT BELLA Inc.

聖貝拉有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2508)

PROPOSED CHANGE OF COMPANY NAMES; PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION; AND NOTICE OF EGM

A notice convening the EGM of SAINT BELLA Inc. to be held at Level 2, Building 7, Information Port Phase 6, No. 666, Jianshe 2nd Road, Xiaoshan District, Hangzhou City, Zhejiang Province, PRC on Thursday, February 5, 2026 at 2:00 p.m. is set out on pages 9 to 11 of this circular.

A form of proxy for use at the EGM is also enclosed. Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. no later than 2:00 p.m. on Tuesday, February 3, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish. If you attend and vote in person at the EGM, the instrument appointing your proxy will be deemed to have been revoked. Such form of proxy is also published on the respective website of the Stock Exchange (www.hkexnews.hk) and the Company (www.saintbella.com).

References to dates and time in this circular are to Hong Kong dates and time. Where the context so permits or requires in this circular, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.

January 19, 2026

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

"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"Company"	SAINT BELLA Inc. (聖貝拉有限公司), a company incorporated in the Cayman Islands on July 4, 2023 as an exempted company with limited liability and whose shares are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at Level 2, Building 7, Information Port Phase 6, No. 666, Jianshe 2nd Road, Xiaoshan District, Hangzhou City, Zhejiang Province, PRC on Thursday, February 5, 2026 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the extraordinary general meeting which is set out on pages 9 to 11 of this circular, or any adjournment thereof
"Group"	the Company, its subsidiaries and the entities controlled by the Company through a series of contractual arrangements from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	January 14, 2026, being the latest practicable date prior to the printing of this circular for ascertaining information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time

"Memorandum and Articles of Association"	the Memorandum of Association and Articles of Association
"Memorandum of Association"	the memorandum of association of the Company, as amended from time to time
"PRC"	the People's Republic of China
"Proposed Change of Company Names"	the proposed change of the English name of the Company from "SAINT BELLA Inc." to "SAINT BELLA GROUP LIMITED" and the dual foreign name in Chinese of the Company from "聖貝拉有限公司" to "聖貝拉集團有限公司"
"Proposed M&A Amendments"	the proposed amendments to the existing second amended and restated memorandum of association and the existing third amended and restated articles of association of the Company, details of which are set out in the Appendix to this circular
"Registrar"	the Registrar of Companies in the Cayman Islands
"Share(s)"	ordinary share(s) of nominal value of US$0.0001 each in the capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

SAINT BELLA

SAINT BELLA Inc.

聖貝拉有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2508)

Executive Director:
Mr. Xiang Hua *(Chairman)*

Independent Non-executive Directors:
Ms. Wu Annie Suk Ching
Mr. Rainer Josef Bürkle
Mr. Sim Koon Yin Edmund

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

Principal Place of Business and Headquarters in the PRC:
Level 1, Building 6, Information Port Phase 6
No. 666, Jianshe 2nd Road
Xiaoshan District, Hangzhou City
Zhejiang Province
China

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

January 19, 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAMES;
PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION;
AND
NOTICE OF EGM**

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of EGM and the information of the Proposed Change of Company Names and Proposed M&A Amendments and seek your approval of the relevant special resolutions to be proposed at the EGM.

PROPOSED CHANGE OF COMPANY NAMES

The Board proposes to change the English name of the Company from "SAINT BELLA Inc." to "SAINT BELLA GROUP LIMITED", and to change the dual foreign name in Chinese of the Company from "聖貝拉有限公司" to "聖貝拉集團有限公司".

Conditions for the Proposed Change of Company Names

The Proposed Change of Company Names is subject to the satisfaction of the following conditions:

(i) the passing of the special resolution by the Shareholders at the EGM approving the Proposed Change of Company Names; and

(ii) the Registrar having approved the Proposed Change of Company Names by issuing a certificate of incorporation on change of company name (the "**Certificate**").

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Names will take effect from the date on which the Certificate is issued by the Registrar. Thereafter, the Company will carry out all necessary registration and/or filing procedures of the Companies Registry in Hong Kong regarding the Proposed Change of Company Names.

Reasons for the Proposed Change of Company Names

Since its establishment, the Company has extended to cover the entire cycle from pre-pregnancy and postpartum to childcare, while horizontally expanding into scenarios such as family care and health food products. The Board believes that the Proposed Change of Company Names can better reflect the Company's positioning and development as a corporate group, align the Company's brand with its expanded business scope, and enhance market recognition of its role as a company of a diversified portfolio.

Effect of the Proposed Change of Company Names

The Proposed Change of Company Names will not, of itself, affect the rights of any Shareholders or the Company's daily business operation and its financial position.

All existing share certificates of the Company in issue bearing the existing names of the Company will, after the Proposed Change of Company Names becomes effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share certificates bearing the Company's new names as a result of the Proposed Change of Company Names. Share certificates of the Company which are issued after the Proposed Change of Company Names becomes effective will be under the Company's new names.

Subject to the confirmation by the Stock Exchange, the Board intends to change the English and Chinese stock short names of the Company accordingly after the Proposed Change of Company Names becomes effective. The Company will make further announcement(s) to inform the Shareholders of the effective date of the new English and Chinese stock short names of the Company as and when appropriate.

PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The Board also proposes to make certain amendments to the existing second amended and restated memorandum of association and the existing third amended and restated articles of association of the Company to reflect the Proposed Change of Company Names (i.e. by changing all references to the English name of the Company and the dual foreign name in Chinese of the Company to "**SAINT BELLA GROUP LIMITED 聖貝拉集團有限公司**") by way of adoption of the third amended and restated memorandum of association and the fourth amended and restated articles of association of the Company (the "**New M&A**"). Details of the Proposed M&A Amendments are set out in the Appendix to this circular. The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed M&A Amendments conform with the requirements under the Listing Rules and do not contravene the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed M&A Amendments and the adoption of the New M&A for a company listed on the Stock Exchange.

The Proposed M&A Amendments and the proposed adoption of the New M&A are subject to the passing of the special resolution by the Shareholders at the EGM and shall take effect upon the Proposed Change of Company Names becoming effective.

EGM

The notice of the EGM is set out on pages 9 to 11 of this circular.

For determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, February 2, 2026 to Thursday, February 5, 2026, both days inclusive, during which period no Share transfers can be registered. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Friday, January 30, 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM is on Thursday, February 5, 2026.

PROXY ARRANGEMENT

The form of proxy for use at the EGM is enclosed with this circular and has been published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.saintbella.com). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. no later than 2:00 p.m. on Tuesday, February 3, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish. If you attend and vote in person at the EGM, the instrument appointing your proxy will be deemed to have been revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66 of the Articles of Association, a resolution put to vote at any general meeting is to be decided by way of a poll, except where the chairman of the meeting, 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. Accordingly, the special resolutions will be put to vote by way of poll at the EGM. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Pursuant to Rule 17.05A of the Listing Rules, the trustees holding unvested shares of a share scheme, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. The trustee of the share award scheme adopted by the Company on November 14, 2025, who was interested in 752,000 Shares (representing approximately 0.12% of the issued share capital of the Company) as at the Latest Practicable Date, will be required to abstain from voting at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes the 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 Directors consider that the Proposed Change of Company Names, the Proposed M&A Amendments and the proposed adoption of the New M&A are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of the special resolutions as set out in the notice of EGM.

Yours faithfully
By order of the Board
SAINT BELLA Inc.
Mr. Xiang Hua
Chairman of the Board, Executive Director
and Chief Executive Officer

The Proposed M&A Amendments are set out in the table below:

Article before amendments	Article after amendments
COVER	
SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF SAINT BELLA Inc. 聖貝拉有限公司	THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF SAINT BELLA GROUP LIMITED 聖貝拉集團有限公司
1. The name of the Company is SAINT BELLA Inc. and its dual foreign name is 聖貝拉有限公司.	1. The name of the Company is SAINT BELLA GROUP LIMITED and its dual foreign name is 聖貝拉集團有限公司.
THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY	
THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF SAINT BELLA Inc. 聖貝拉有限公司	FOURTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF SAINT BELLA GROUP LIMITED 聖貝拉集團有限公司
2(1). "Company": SAINT BELLA Inc. 聖貝拉有限公司	2(1). "Company": SAINT BELLA GROUP LIMITED 聖貝拉集團有限公司

SAINT BELLA

SAINT BELLA Inc.
聖貝拉有限公司

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(Stock Code: 2508)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the "**EGM**") of SAINT BELLA Inc. (the "**Company**") will be held at Level 2, Building 7, Information Port Phase 6, No. 666, Jianshe 2nd Road, Xiaoshan District, Hangzhou City, Zhejiang Province, PRC on Thursday, February 5, 2026 at 2:00 p.m. for the following purposes:

SPECIAL RESOLUTIONS

1. "**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the "**Registrar**") being obtained by way of issue of a certificate of incorporation on change of name, the English name of the Company be changed from "SAINT BELLA Inc." to "SAINT BELLA GROUP LIMITED" and the Chinese name "聖貝拉集團有限公司" be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name "聖貝拉有限公司" (the "**Change of Company Names**") with effect from the date of the certificate of incorporation on change of name issued by the Registrar, and that the executive director or any company secretary of the Company be and is hereby authorized to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Names and to attend to any necessary registration and/or filing for and on behalf of the Company."

2. "**THAT** conditional upon the Change of Company Names under the resolution numbered 1 above becoming effective:

    (a) the proposed amendments to the second amended and restated memorandum of association and the third amended and restated articles of association of the Company (collectively, the "**Existing M&A**") currently in effect, the details of which are set out in Appendix to the circular of the Company dated January 19, 2026 (the "**Proposed Amendments**"), be and are hereby approved;

(b) the new third amended and restated memorandum of association and the new fourth amended and restated articles of association of the Company incorporating and consolidating the Proposed Amendments (collectively, the "**New M&A**"), copies of which have been produced to this meeting and initialed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the Existing M&A respectively; and

(c) any Director or company secretary of the Company be and is hereby authorized to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New M&A, including, without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong."

Yours faithfully
By order of the Board
SAINT BELLA Inc.
Mr. Xiang Hua
Chairman of the Board, Executive Director and Chief Executive Officer

January 19, 2026

Notes:

(i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

(ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

(iii) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. 2:00 p.m. on Tuesday, February 3, 2026) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(iv) The transfer books and register of members will be closed from Monday, February 2, 2026 to Thursday, February 5, 2026, both days inclusive, to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Friday, January 30, 2026. The record date for determining the entitlement of the shareholders to attend and vote at the EGM is on Thursday, February 5, 2026.

(v) In respect of special resolution numbered 2 above, the details of the Proposed Amendments are set out in Appendix to the circular of the Company dated January 19, 2026.

(vi) Shareholders who attend the EGM shall bear their own traveling expenses.

As at the date of this notice, the Board comprises Mr. Xiang Hua as executive Director and Ms. Wu Annie Suk Ching, Mr. Rainer Josef Bürkle and Mr. Sim Koon Yin Edmund as independent non-executive Directors.