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 Tongda Hong Tai Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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通達宏泰
TONGDA HONG TAI

TONGDA HONG TAI HOLDINGS LIMITED

通達宏泰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2363)

NOTICE OF ANNUAL GENERAL MEETING; PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE BY THE COMPANY OF ITS OWN SHARES AND ALLOT AND ISSUE NEW SHARES; PROPOSED RE-ELECTION OF DIRECTORS; AND CLOSURE OF REGISTER OF MEMBERS

A notice convening an annual general meeting of Tongda Hong Tai Holdings Limited (the "**Company**") to be held at Suite 710-713, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Thursday, 7th May, 2026 at 9:30 a.m. is set out on pages 3 to 6 of this circular which was despatched to shareholders of the Company on Wednesday, 15th April, 2026.

Whether or not you are able to attend the meeting, you are advised to read the notice and to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. 9:30 a.m. on Tuesday, 5th May, 2026 (Hong Kong Time), or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

15th April 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be convened and held at Suite 710-713, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Thursday, 7th May, 2026 at 9:30 a.m., the notice of which is set out on pages 3 to 6 of this circular
"Board"	the board of Directors of the Company
"close associate(s)"	has the meaning ascribed to this term in the Listing Rules
"Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Companies Ordinance"	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong
"Company"	Tongda Hong Tai Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
"connected person"	has the meaning ascribed to this term in the Listing Rules
"Director(s)"	the director(s) of the Company
"Existing Articles" or "Articles"	the amended and restated articles of association of the Company currently in force
"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"	9th April, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

"Listing Date"	16th March, 2018, the date on which dealings in the Shares commenced on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Repurchase Mandate"	the general unconditional repurchase mandate proposed to be granted to the Directors to repurchase Shares up to 10% of the issued Shares (excluding treasury shares) as at the date of passing such resolution
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	share(s) of HK$0.1 each in the share capital of the Company
"Share Option Scheme"	the share option scheme adopted by the Company by written resolutions of the sole Shareholder on 8th February, 2018
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs
"treasury shares"	has the meaning ascribed to this term in the Listing Rules
"%"	per cent.



TONGDA HONG TAI HOLDINGS LIMITED

通達宏泰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2363)

NOTICE IS HEREBY GIVEN that the annual general meeting of Tongda Hong Tai Holdings Limited (the "**Company**") will be held at Suite 710-713, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Thursday, 7th May, 2026 at 9:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") and the auditors of the Company for the year ended 31st December, 2025;

2. (a) To re-elect Mr. Chan Shiu Man as executive Director;

   (b) To re-elect Ms. Kwok Sau King Tina as independent non-executive Director;

3. To authorise the board of Directors (the "**Board**") to determine the Directors' remuneration;

4. To re-appoint the Company's auditors and to authorise the Board to determine their remuneration;

5. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

   (A) "**THAT**:

      (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with share(s) (the "**Share(s)**") of HK$0.1 each in the share capital of the Company and to make or grant offers, agreements and options (including warrants) 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 to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees (including executive Directors) of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the capital of the Company, or (iv) 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, shall not exceed the aggregate of (i) 20 per cent. of the number of Shares in issue (excluding treasury shares) on the date of passing this resolution and (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of Shares in issue on the date of the 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 passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

"Rights Issue" means an offer of shares or issue of options to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

(B) "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase securities of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the number of Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the Shares in issue (excluding 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 passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution."

(C) "**THAT** conditional upon resolutions no. 5(A) and 5(B) as set out in the notice convening this meeting being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with unissued shares pursuant to Resolution No. 5(A) as set out in the notice convening this meeting be and is hereby extended by the addition to the number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of a number representing the aggregate number of Shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5(B) as set out in the notice convening this meeting, provided that such extended number of Shares shall not exceed 10% of the Shares in issue as at the date of passing this resolution."

By Order of the Board
Tongda Hong Tai Holdings Limited
CHAN SHIU MAN
Executive Director

Hong Kong, 15th April, 2026

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company.

2. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the annual general meeting (i.e. 9:30 a.m. on Tuesday, 5th May, 2026 (Hong Kong Time)) or any adjournment thereof.

3. The register of members of the Company will be closed from Monday, 4th May, 2026 to Thursday, 7th May, 2026, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Thursday, 30th April, 2026.

4. An explanatory statement regarding resolution Nos. 5(A), 5(B) and 5(C) above containing the information necessary to enable shareholders to make an informed decision as to whether to vote for or against the resolutions will be set out in the relevant sections of the circular dated 15th April, 2026.

5. Under the Company's articles of association, Mr. Chan Shiu Man and Ms. Kwok Sau King Tina will retire from their office of Directors upon conclusion of the annual general meeting and being eligible offer themselves for re-election.

6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong any time after 6:00 a.m. on the date of the annual general meeting, the meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of Company at www.tongdahongtai.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.

TONGDA HONG TAI HOLDINGS LIMITED
通達宏泰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2363)

Executive Directors:
Mr. Chan Shiu Man *(Chairman)*
Mr. Wang Ming Zhi

Independent non-executive Directors:
Mr. Wan, Aaron Chi Keung
Mr. Chan Luk On
Ms. Kwok Sau King Tina

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Room 1203
12th Floor
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

15th April, 2026

To the Shareholders

Dear Sir or Madam,

NOTICE OF ANNUAL GENERAL MEETING; PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE BY THE COMPANY OF ITS OWN SHARES AND ALLOT AND ISSUE NEW SHARES; PROPOSED RE-ELECTION OF DIRECTORS; AND CLOSURE OF REGISTER OF MEMBERS

INTRODUCTION

The purpose of this circular is to give you information regarding the resolutions to repurchase Shares, to allot and issue new Shares, and the re-election of Directors, and to seek your approval of the resolutions in relation thereto to be proposed at the Annual General Meeting.

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is prepared for such purpose.

EXPLANATORY STATEMENT ON REPURCHASE MANDATE

The explanatory statement as required under the Listing Rules to provide the requisite information to you for consideration of the proposed grant of the Repurchase Mandate is set out below:

LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by its memorandum of association and Articles, the Companies Ordinance and the Companies Act to repurchase its own Shares.

(a) Shareholders' approval

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval with reference to a specific transaction.

(b) Source of funds

Repurchases must be funded out of funds which are legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Ordinance and the Companies Act. Any repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the Company or out of the share premium account of the Company, if authorised by the Articles and subject to the Companies Act or, if authorised by the Articles and subject to the Companies Act, out of capital.

(c) Maximum number of Shares to be repurchased and subsequent issues

A maximum of 10% of the Shares in issue at the date of passing the relevant resolution at the Annual General Meeting may be repurchased by the Company on the Stock Exchange.

GENERAL MANDATES TO BE GRANTED TO DIRECTORS TO MAKE ON-MARKET REPURCHASES OF SHARES AND TO ALLOT AND ISSUE NEW SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 8th May, 2025, a general mandate was granted to the Directors to allot, issue and deal with Shares and a general mandate was granted to the Directors to repurchase Shares. All the general mandates previously granted will lapse at the conclusion of the Annual General Meeting. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the general mandate and the Repurchase Mandate as provided under resolutions 5(A) to 5(C) in the notice of the Annual General Meeting.

Ordinary resolution 5(A) contained in the notice of the Annual General Meeting relates to the granting of a general mandate to the Directors to allot, issue and deal with aggregate number of Shares up to a maximum of 20% of the number of Shares in issue (excluding treasury shares) at the date of passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of the ordinary resolution 5(A). In addition, subject to the approval by the Shareholders of the ordinary resolution 5(C) contained in the notice of the Annual General Meeting, the number of Shares repurchased by the Company under the Repurchase Mandate will also be added to the 20% general mandate as mentioned above. The Directors have no immediate plan to allot and issue any new Shares other than such Shares which may fall to be issued upon the exercise of any options granted under the Share Option Scheme.

Ordinary resolution 5(B) contained in the notice of the Annual General Meeting relates to the granting of the Repurchase Mandate to the Directors to repurchase, on the Stock Exchange, Shares of the Company up to a maximum of 10% of the number of Shares in issue (excluding treasury shares) as at the date of the passing of the resolution. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (c) of ordinary resolution 5(B).

Ordinary resolution 5(C) contained in the notice of the Annual General Meeting relates to the extension of the general mandate to be granted to the Directors to allot and issue new Shares (excluding treasury shares) during the relevant period by adding to it the number of Shares (if any) repurchased under the Repurchase Mandate. The authority conferred on the Directors by this mandate will continue in force until the conclusion of the next annual general meeting of the Company, or any earlier date as referred to in paragraph (d) of ordinary resolution 5(A).

REASONS FOR SHARE REPURCHASES

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be in the best interests of the Company and its Shareholders. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their attributable percentage interest in the Shares of the Company would increase in proportion to the number of Shares repurchased by the Company. Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Shares repurchased by the Company under the Repurchase Mandate may be cancelled or held as treasury shares, subject to market condition and the capital management need of the Company at the relevant time of such repurchase of Share is made. The Directors will only make such repurchases in circumstances where they consider to be beneficial to the Company and its Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 204,224,073 Shares.

Subject to the passing of ordinary resolution 5(B), the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 20,422,407 Shares, i.e. 10% of the total issued Shares (excluding treasury shares) as at the date of passing of the resolution, on the basis that no Shares would be issued or repurchased prior to the date of the Annual General Meeting.

Subject to the passing of ordinary resolution 5(A), the Company would be allowed under the mandate to issue a maximum of 40,844,814 Shares, i.e. 20% of the total issued Shares (excluding treasury shares) as at the date of passing of the resolution, on the basis that no Shares would be issued or repurchased prior to the date of the Annual General Meeting.

FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed from the Company's internal resources or working capital facilities.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, Articles and the applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, there may be a material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent that would have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

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

	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.330	0.260
May	0.420	0.320
June	0.430	0.340
July	0.400	0.300
August	0.440	0.330
September	0.435	0.295
October	0.420	0.345
November	0.385	0.310
December	0.430	0.320
2026		
January	0.375	0.290
February	0.335	0.320
March	0.335	0.300
April (up to and including the Latest Practicable Date)	0.335	0.335

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a share repurchase, 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 and if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, and on the date assuming that the Repurchase Mandate had been exercised in full, the shareholding of Landmark Worldwide Holdings Limited is as follows:

Name	*Note*	**Number of Shares**	**Current percentage of total number of Shares**	**Percentage of total number of Shares (assuming the Repurchase Mandate is exercised in full)**
Landmark Worldwide Holdings Limited ("**Landmark**")	*1*	18,704,481	9.16%	10.18%

Note:

1. The entire issued share capital of Landmark is held and beneficially owned as to 25% by each of Messrs Wang Ya Nan, Wang Ya Hua, Wong Ah Yeung and Wong Ah Yu.

On the basis of the current shareholding held by Landmark, if the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged up to the date of the forthcoming Annual General Meeting), Landmark and parties acting in concert with it shall become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate. Saved as disclosed herein, the Directors are not aware of any consequences which may arise under the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that would give rise to such obligation.

The Directors do not propose or intend to repurchase Shares which could result in less than the prescribed minimum percentage of Shares held in public hands (i.e. 25%). The Stock Exchange has stated that if less than 25% of the total number of Shares in issue are held in the public hands, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or that there are insufficient Shares held in the public hands to maintain an orderly market, it will consider exercising its discretion to suspend the dealing in the Shares.

None of the Directors, to the best of their knowledge having made all reasonable enquiries, or any of their respective close associates, presently intends to sell Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, nor they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

ACTIONS TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. To be valid, the instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 9:30 a.m. on Tuesday, 5th May, 2026 (Hong Kong Time)) or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting and in such event, the form of proxy shall be deemed to be revoked.

RE-ELECTION OF DIRECTORS

The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Chan Shiu Man ("Mr. Chan")

Position and Experience

Mr. Chan（陳劭民）, aged 59. Mr. Chan is a certified public accountant in Hong Kong. He holds a master degree in finance from University of Hawaii at Manoa of the United States of America (the "US"). Mr. Chan has over 30 years of experience in in financial management and control, corporate restructuring, corporate finance and investment projects evaluation. He has worked for various companies in the US, including a NASDAQ listed company to establish financial operation in Japan, Europe, and the People's Republic of China (the "PRC"). Mr. Chan also has experience in consulting on corporate finance, project financing and accounting issues to companies in US, Europe and the PRC. From October 2011 to April 2019, Mr. Chan was an independent non-executive director of Zhongda International Holdings Limited (stock code: 0909). From August 2016 to September 2022, Mr. Chan was an independent non-executive director of Zhao Xian Business Ecology International Holdings Limited (formerly known as On Real International Holdings Limited) (stock code: 8245). From July 2017 to August 2018, Mr. Chan was a non-executive Director of Century Energy International Holdings Limited (formerly known as China Oil Gangran Energy Group Holdings Limited) (stock code: 8132).

Length of service

Mr. Chan has entered into a service agreement with the Company for a term of one year commencing from 2nd December 2025 unless terminated by either party with three months' written notice, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Relationships

Mr. Chan does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Interests in Shares

As at the Latest Practicable Date, Mr. Chan did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Chan is entitled to a remuneration of HK$18,000 per month which has been determined and will be reviewed annually by the Remuneration Committee and the Board with reference to his duties and responsibilities, the Company's performance and profitability, industry norms and general market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

(2) Ms. Kwok Sau King Tina ("Ms. Kwok")

Position and Experience

Ms. Kwok (郭秀琼), aged 51, obtained a Bachelor of Business (Accounting) from Charles Sturt University (Australia) in 1998. She is currently a fellow member of Hong Kong Institute of Certified Public Accountants, a member of Certified Practising Accountant Australia and The Hong Kong Institute of Facility Management. She has over 10 years of experience in accounting and treasury management for listed companies in retail and financial services industry. She is currently the executive director, chief financial & operating officer and the company secretary of PRUDEN Holdings Limited. She worked for Celestial Asia Securities Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1049), from 2000 to 2013 with her last position as the deputy group financial controller and was responsible for, including but not limited to, retail business accounting operation under the group and managing the group treasury planning and control.

Length of service

Ms. Kwok has entered into a service agreement with the Company for a term of one year commencing from 18th December 2025 unless terminated by either party with three months' written notice, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Relationships

Ms. Kwok does not have any relationships with any Directors or senior management or substantial or controlling Shareholder.

Director's emoluments

Ms. Kwok is entitled to a remuneration of HK$8,000 per month which has been determined and will be reviewed annually by the Remuneration Committee and the Board with reference to his duties and responsibilities, the Company's performance and profitability, industry norms and general market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Ms. Kwok involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Kwok that need to be brought to the attention of the Shareholders.

When identifying suitable candidates for directorship, the nomination committee of the Company carries out the selection process by making reference to the skills, experience, background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set out in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria as set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

In considering the re-election of Ms. Kwok as independent non-executive Director, the Board, with the assistance and recommendation from the nomination committee of the Company, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to gender, age, cultural and ethnic background, professional qualification, skills, knowledge and length of service. The Board considers that Ms. Kwok possess rich experience in their industries and are able to provide valuable advices in areas of accounting, finance, legal and/or business to the Company, thus contributing to better corporate governance of the Company. The Board is also of the view that during the tenure of Ms. Kwok as independent non-executive Director, they have made positive contributions to the Company's strategy, policies and performance with their independent advice, comments, judgment from the perspective of his background coupled with his general understanding of business of the Group. they contribute to the diversity of the Board in age and cultural background. The Board also believes that Ms. Kwok can commit sufficient time to assume their directors' duties.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting which will be held at Suite 710-713, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong on Thursday, 7th May, 2026 at 9:30 a.m. is set out on pages 3 to 6 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in accordance with the instructions printed thereon no later than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 9:30 a.m. on Tuesday, 5th May, 2026 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

The resolutions proposed to be approved at the Annual General Meeting will be taken by poll and an announcement on the results of the Annual General Meeting will be made by the Company following the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 4th May, 2026 to Thursday, 7th May 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Thursday, 30th April, 2026.

RECOMMENDATION

The Directors believe that the general mandate to issue Shares and the Repurchase Mandate are beneficial to the Company and the Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of ordinary resolutions 5(A), 5(B) and 5(C) to be proposed at the Annual General Meeting.

The ordinary resolutions in relation to the re-election of Directors are proposed for the purpose of complying with the Articles and the Listing Rules respectively. Accordingly, the Directors recommend Shareholders to vote in favor of the above ordinary resolutions to be proposed at the Annual General Meeting.

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.

Yours faithfully,
For and on behalf of the Board
Tongda Hong Tai Holdings Limited
CHAN SHIU MAN
Executive Director