## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your 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 Carpenter Tan 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, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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# CARPENTER TAN HOLDINGS LIMITED

# 譚木匠控股有限公司*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 837)**

## (1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS, (3) PROPOSED RE-APPOINTMENT OF AUDITOR, (4) PROPOSED DECLARATION OF FINAL DIVIDEND AND (5) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the annual general meeting of Carpenter Tan Holdings Limited to be held at Building 10, Shang Island, No. 7, Dongchangzhong Road, Jurong City, Jiangsu Province, The PRC on Friday, 22 May 2026 at 10:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchange and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.ctans.com).

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 but in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than Wednesday, 20 May 2026 at 10:00 a.m.) 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 or any adjournment thereof, should you so wish.

* *For identification purpose only*

17 April 2026

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

| | |
|---|---|
| "AGM" | the annual general meeting of the Company to be held at Building 10, Shang Island, No. 7, Dongchangzhong Road, Jurong City, Jiangsu Province, The PRC on Friday, 22 May 2026 at 10:00 a.m., notice of which is set out on pages 15 to 19 of this circular and any adjournment thereof; |
| "associate" | the meaning ascribed thereto in the Listing Rules; |
| "Board" | the board of Directors; |
| "Chairman" | chairman of the Board; |
| "Companies Act" | the Companies Act (as revised) of the Cayman Islands; |
| "Company" | Carpenter Tan Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 837); |
| "connected person(s)" | the meaning ascribed to it under the Listing Rules; |
| "Crowe (HK)" | Crowe (HK) CPA Limited; |
| "Director(s)" | the director(s) of the Company (including the Executive Directors, Non-executive Directors and Independent Non-executive Directors); |
| "Executive Director(s)" | the executive Directors(s) of the Company; |
| "Extension Mandate" | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate; |
| "General Mandates" | the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate; |
| "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 PRC; |
| "Independent Non-executive Director(s)" | the independent non-executive Director(s) of the Company; |

| | |
|---|---|
| "Latest Practicable Date" | 15 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular; |
| "Listing Date" | 29 December 2009, being the date on which dealings in the Shares on the Main Board of the Stock Exchange first commenced; |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange; |
| "Memorandum and Articles" | the memorandum and articles of association of the Company as amended from time to time; |
| "Non-executive Director(s)" | the non-executive Director(s) of the Company; |
| "PRC" | The People's Republic of China excluding Hong Kong and the Macau Special Administrative Region of the PRC for the purpose of this circular; |
| "Repurchase Mandate" | a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution at the AGM; |
| "RMB" | Renminbi, the lawful currency of the PRC; |
| "SFO" | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| "Share(s)" | shares of HK$0.01 each in the share capital of the Company; |
| "Share Issue Mandate" | a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing the relevant resolution at the AGM; |
| "Shareholder(s)" | the holder(s) of Shares; |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; |
| "Takeovers Code" | the Hong Kong Code on Takeovers and Mergers; and |
| "%" | per cent. |

# CARPENTER TAN HOLDINGS LIMITED
# 譚木匠控股有限公司*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 837)**

***Executive Directors:***
Mr. Tan Chuan Hua *(Chairman)*
Mr. Tan Di Fu
Mr. Luo Hongping
Mr. Tan Lizi *(appointed on 1 February 2025)*
Ms. Liu Kejia *(appointed on 1 February 2025)*

***Independent Non-executive Directors:***
Ms. Liu Liting
Mr. Chau Kam Wing, Donald
Dr. Wong Kong Tin
*(appointed on 1 November 2025)*

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

***Principal place of business in Hong Kong:***
Room 708, 7th Floor
Witty Commercial Building
1A-1L Tung Choi Street
Mong Kok
Kowloon
Hong Kong

17 April 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,**
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,**
**(3) PROPOSED RE-APPOINTMENT OF AUDITOR,**
**(4) PROPOSED DECLARATION OF FINAL DIVIDEND**
**AND**
**(5) NOTICE OF ANNUAL GENERAL MEETING**

* *For identification purpose only*

## (1) INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for the approval of (a) granting of the Share Issue Mandate; (b) granting of the Repurchase Mandate; (c) granting of the Extension Mandate; (d) the re-election of retiring Directors; (e) the re-appointment of auditor; and (f) the declaration of final dividend. This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

A notice convening the AGM is set out on pages 15 to 19 to this circular.

## (2) PROPOSED GRANTING OF SHARE ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the Shareholders at the annual general meeting of the Company on 23 May 2025, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with the Shares not exceeding 20% of the total number of issued shares of the Company as at the same date; (b) a general unconditional mandate to repurchase the Shares not exceeding 10% of the total number of issued shares of the Company as at the same date; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of issued shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

(a) to grant the Share Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of issued shares of the Company on the date of passing of such resolution;

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued shares of the Company on the date of passing of such resolution; and

(c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Share Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required to be held under the Articles or any applicable laws of the Cayman Islands or the Listing Rules; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to repurchase any Shares or allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company.

An explanatory statement containing all relevant information relating to the proposed granting of the Repurchase Mandate is set out in the Appendix I to this circular to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution in relation to the granting of the Repurchase Mandate.

## (3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the date of this circular, the Executive Directors are Mr. Tan Chuan Hua, Mr. Tan Di Fu, Mr. Luo Hongping, Mr. Tan Lizi and Ms. Liu Kejia; and the Independent Non-executive Directors are Dr. Wong Kong Tin, Ms. Liu Liting and Mr. Chau Kam Wing, Donald.

Pursuant to article 83(3) of the Memorandum and Articles, the Board shall have power to appoint a Director whose appointment shall only be until the first annual general meeting after his/her appointment but then be eligible for re-election. Besides, pursuant to article 84(1) of the Memorandum and Articles, one-third of the Directors (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Further, any Director appointed by the Board pursuant to article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Tan Di Fu, Mr. Luo Hongping, Mr. Chau Kam Wing, Donald and Dr. Wong Kong Tin shall retire at the forthcoming annual general meeting of the Company. The retiring Directors, all being eligible, offer themselves for re-election.

At the AGM, ordinary resolutions set out in resolutions numbered 2(A) to 2(D) of the notice of the AGM will be proposed to re-elect Mr. Tan Di Fu and Mr. Luo Hongping as the Executive Directors; Mr. Chau Kam Wing, Donald and Dr. Wong Kong Tin as the Independent Non-executive Director, respectively.

Biographical details of each of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

## (4) PROPOSED RE-APPOINTMENT OF AUDITOR

Crowe (HK) will retire as the auditor of the Company at the AGM and being eligible, offer themselves for re-appointment as the auditor of the Company. Details of the re-appointment of auditor are set out in the ordinary resolution numbered 3 of the notice of the AGM.

## (5) PROPOSED DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the announcements of the Company dated 27 March 2026, the Board has resolved to recommend a final dividend of HK38.31 cents per Share in respect of the year ended 31 December 2025 to the Shareholders whose names appear on the register of members of the Company on Monday, 8 June 2026, which is subject to approval of the Shareholders at the AGM and compliance with the Companies Law. The final dividend is expected to be paid on or before Tuesday, 30 June 2026.

The register of members will be closed from Wednesday, 3 June 2026 to Monday, 8 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the above final dividend, all share transfer documents must be lodged 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 for registration no later than 4:30 p.m. on Tuesday, 2 June 2026.

## (6) THE AGM, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

A notice convening the AGM to be held at Building 10, Shang Island, No. 7, Dongchangzhong Road, Jurong City, Jiangsu Province, The PRC on Friday, 22 May 2026 at 10:00 a.m. is set out on pages 15 to 19 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the Chairman, 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.

All the resolutions set out in the notice of the AGM will be decided by poll in accordance with the Articles and the Listing Rules. The Company will announce results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchange and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.ctans.com). Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than Wednesday, 20 May 2026 at 10:00 a.m.) or any adjournment thereof, to 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. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

The register of members will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all share transfer documents must be lodged 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 for registration no later than 4:30 p.m. on Monday, 18 May 2026.

## (7) RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirmed, having made all reasonable enquiries, that, to the best of the knowledge and belief, there are no other facts, the omission of which would make any statement in this circular misleading.

## (8) RECOMMENDATION

The Directors consider that all the proposed resolutions at the AGM are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
**Carpenter Tan Holdings Limited**
**Tan Chuan Hua**
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

## 1. LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the important of which are summarized below:

### (a) Shareholders' approval

All proposed repurchase of securities, which must be fully paid up in the case of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange, must be approved in advance by its shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval in relation to a specific transaction.

### (b) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of the relevant resolution granting the Repurchase Mandate.

As at the Latest Practicable Date, the Company has 248,714,000 Shares in issue. Subject to the passing of the proposed resolution for the granting of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to 24,871,400 Shares being repurchased by the Company.

### (c) Reasons for repurchase

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

### (d) Funding of repurchase

Repurchases must be funded out of the funds legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any purchase by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Memorandum and Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on redemption or purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Memorandum and Articles of Association and subject to the Companies Law, out of its capital.

**(e) Impact of repurchase**

As compared with the financial position of the Company as at 31 December 2025 (being the date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

**(f) Undertaking**

None of the Directors nor, to the best knowledge of the Directors having made all reasonable enquiries, any of their associates has any present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

**(g) Takeovers Code**

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Lead Charm Investments Limited ("Lead Charm"), being the controlling Shareholder, held 167,700,000 Shares representing approximately 67.43% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholding of Lead Charm, together with its associates, in the Company would be increased to approximately 74.92% of the issued share capital of the Company and such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase would lead to less than 25% (or such prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital being in public hands. The Company will not repurchase Shares if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

## 2. SHARE PURCHASE MADE BY THE COMPANY

For the year ended 31 December 2025 and up to the Latest Practicable Date, the Company has not made any repurchases of its own securities.

## 3. SHARE PRICES

The highest and lowest prices at which the 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:

| | **Share Price Per Share** | |
|---|---|---|
| | **Highest** | **Lowest** |
| **Month** | **(HK$)** | **(HK$)** |
| ***2025*** | | |
| April | 6.00 | 5.58 |
| May | 6.12 | 5.86 |
| June | 5.95 | 5.84 |
| July | 5.92 | 5.82 |
| August | 7.00 | 5.82 |
| September | 7.85 | 7.14 |
| October | 8.44 | 7.78 |
| November | 8.07 | 7.66 |
| December | 7.98 | 7.59 |
| ***2026*** | | |
| January | 8.00 | 7.50 |
| February | 7.88 | 7.67 |
| March | 7.83 | 7.20 |
| April *(Up to the Latest Practicable Date)* | 7.77 | 7.46 |

The following is the information, as required to be disclosed by the Listing Rules, on the retiring Directors proposed to be re-elected at the AGM.

**Mr. Tan Di Fu (譚棣夫)**, aged 40, is responsible for assisting the formulation of the business development strategy of the Group. He enrolled in Sichuan International Studies University (四川外語學院) in professional English language and literature (英語語言文化專業). He joined the Group in 2005 and has worked for various functional departments of the Group to obtain basic management training including production and human resources. He was subsequently promoted to the head of Wan Zhou Factory in 2007 and is responsible for its day-to-day operational management. Currently he is the General Manager of Chongqing Carpenter Tan Handicrafts Company Limited and is responsible for the day-to-day management of the Company. Mr. Tan Di Fu is the son of Mr. Tan Chuan Hua and Ms. Fan Cheng Qin, the elder brother of Mr. Tan Lizi. Mr. Tan was appointed as the executive Director of the Company on 18 August 2010.

Save as disclosed above, Mr. Tan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tan is not interested in the share capital of the Company and did not have any interest in the shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Tan does not and did not, in the past 3 years prior to the Latest Practicable Date, hold any directorship in other listed companies.

Mr. Tan has entered into a service contract with the Company for a term of 3 years commencing from the date of appointment on 18 August 2010 which continues thereafter until terminated by either party giving not less than 3 months' notice in writing to the other party. Mr. Tan is entitled to an annual Director's remuneration of RMB88,000 which is determined on the basis of his relevant experience, responsibility, workload and time devoted to the Group.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Tan that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

**Mr. Luo Hongping (羅洪平)**, aged 59, at present is the chief executive officer of the Group. Mr. Luo joined the Group in July 2003, and is responsible for human resources and administration, risk management, finance and accounting, product design, technological research and development, company culture, production, storage and logistic and construction. He has been the factory manager of the Wanzhou factory of the Group and the head of the technical center of the Group, Mr. Luo held a bachelor degree in engineering management. Before joining the Group, he had been the deputy factory manager of Sichuan Huaxi Silk Factory* (四川華西絲綢總廠) for over ten years where he gained experience in production management, and the deputy general manager of Chongqing Longbao Radio and Television Co., Ltd.* (重慶龍寶廣電有限公司) for four years where he gained experience in sales of electrical appliances. Mr. Luo was appointed as an Executive Director and chief executive officer of the Company on 1 February 2023. Upon the appointment as an Executive Director and chief executive officer of the Company, Mr. Luo will continue to serve as the administration controller of the Group.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Luo did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) he did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) he did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he did not hold other positions with other members of the Group.

The Company has entered into a service agreement with Mr. Luo in relation to his appointment as an Executive Director and chief executive officer. His appointment is for an initial term of one year with effect from 1 February 2023 which continues thereafter until terminated by either party giving not less than 3 months' notice in writing to the other party. The latest service contract was renewed on 1 February 2025 until being terminated pursuant to the terms of the service contract. According to the service agreement, Mr. Luo will be entitled to a director's remuneration of RMB307,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to the appointment of Mr. Luo and there is no other matter that needs to be brought to the attention of the Shareholders.

**Mr. Chau Kam Wing, Donald (周錦榮)**, aged 63, has over 33 years of experience in auditing, taxation and financial management and had been appointed as financial controller of a number of companies listed in Hong Kong. Mr. Chau obtained a master degree in business administration from the University of San Francisco, US in 2000. He is also a fellow member of The Association of Chartered Certified Accountants and a practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Chau is currently the finance director of Winox Holdings Limited (Stock Code: 6838) and he is also an independent non-executive director of China Water Affairs Group Limited (Stock Code: 0855), Ching Lee Holdings Limited (Stock Code: 3728) and Kangda International Environmental Company Limited (Stock Code: 6136), respectively, these four companies are listed on the Main Board of the Hong Kong Stock Exchange (the "**HKEx**"). He is also an independent non-executive director of Eco-Tek Holdings Limited (Stock Code: 8169) which is listed on the Growth Enterprise Market of the HKEx. Mr. Chau was also an independent non-executive director of Zhejiang Chang'an Renheng Technology Co., Ltd. (Stock Code: 8139), which is listed on the Growth Enterprise Market of the Stock Exchange, from May 2014 to May 2019. Mr. Chau has been appointed as an independent non-executive Director of the Company since 17 November 2009.

Save as disclosed above, Mr. Chau is not interested in the share capital of the Company and did not represent any specific shareholder's interest within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Chau does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. Mr. Chau has not previously held any position with the Group and has not been a director in any other listed company in the past 3 years prior to the Latest Practicable Date.

Mr. Chau has entered into a service contract with the Company for a term of 2 years commencing from the Listing Date which continues thereafter until terminated by either party giving not less than 3 months' notice in writing to the other party. Mr. Chau is entitled to an annual Director's remuneration of RMB132,000 which is determined on the basis of his relevant experience, responsibility, workload and time devoted to the Group.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Chau that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

**Dr. Wong Kong Tin (黃江天)**, BBS, JP, aged 58, has over 30 years of practical experience in the fields of cross-border investment in Greater China, financing, corporate acquisition, merger, listing, real estate project development, E-commerce, brand management, corporate governance, arbitration mediation, media and public administration.

Dr. Wong received his bachelor's degree and master's degree in law from Peking University in the People's Republic of China (the "PRC") in July 1993 and July 1995 respectively. He received his doctor's degree in constitutional law and administrative law from Renmin University of China in the PRC in July 2001 and his postgraduate diploma in English and Hong Kong Law from The Manchester Metropolitan University in the United Kingdom. Dr. Wong was admitted as an associate of Chartered Institute of Arbitrators in May 2002, an associate of Hong Kong Institute of Arbitrators in August2002, a registered financial planner certified by the Society of Registered Financial Planners in July 2008, a fellow member of the Hong Kong Institute of Directors in September 2008 and a founding member of the Hong Kong Independent Non-executive Director Association in October 2015. He has served as a panel member of the Solicitors Disciplinary Tribunal in Hong Kong from May 2010 to May 2022, the chairman of the Liquor Licensing Board in Hong Kong from January 2018 to December 2023, the chairman of the Appeal Panel (Property Management Services) in Hong Kong from August 2020 to November 2022. Dr. Wong has been serving as a member of the Advisory Committee on Post-service Employment of Civil Servants of the Government of Hong Kong since September 2021, a member of the Citizens Advisory Committee on Community Relations of the Independent Commission Against Corruption since January 2022, and the chairman of the Property Management Services Authority since December 2022.

Dr. Wong has been serving as an independent non-executive director of Times Neighborhood Holdings Limited, a company listed on the main board of the HKEx, (stock code: 9928) and China Coal Energy Company Limited, a company listed on the main board of the HKEx (stock code: 1898). From June 2010 to July 2014, Dr. Wong served as an independent non-executive director at Great Wall Technology Company Limited, previously listed on the HKEx (stock code before delisting from the HKEx: 0074). Dr. Wong was appointed as an independent non-executive Director of the Company on 1 November 2025.

Save as disclosed above, Dr. Wong is not interested in the share capital of the Company and did not represent any specific shareholder's interest within the meaning of Part XV of the SFO as at the Latest Practicable Date. Dr. Wong does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. Dr. Wong has not previously held any position with the Group and has not been a director in any other listed company in the past 3 years prior to the Latest Practicable Date.

Dr. Wong has entered into a service contract with the Company for a term of 2 years commencing from 1 November 2025 which continues thereafter until terminated by either party giving not less than 3 months' notice in writing to the other party. Dr. Wong is entitled to an annual Director's remuneration of RMB88,000 which is determined on the basis of his relevant experience, responsibility, workload and time devoted to the Group. Save as disclosed above, the Board is not aware of any other information relating to Dr. Wong that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

# CARPENTER TAN HOLDINGS LIMITED

# 譚木匠控股有限公司*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 837)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for the year 2025 (the "**AGM**") of CARPENTER TAN HOLDINGS LIMITED (the "**Company**") will be held at Building 10, Shang Island, No. 7, Dongchangzhong Road, Jurong City, Jiangsu Province, The PRC on Friday, 22 May 2026 at 10:00 a.m. for the following purposes, and unless otherwise defined herein, the terms herein shall have the same meanings as defined in the circular to the shareholders of the Company dated 17 April 2026 (the "**Circular**"):

### ORDINARY RESOLUTIONS

As ordinary businesses,

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the "**Directors**") of the board (the "**Board**") of the Company and auditor of the Company for the year ended 31 December 2025.

2. To re-elect the retiring Directors (whose particulars are stated in Appendix II of the Circular) and to authorise the Board to fix the Directors' remuneration.

3. To appoint Crowe (HK) CPA Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix the remuneration of the auditor.

4. To declare a final dividend for the year ended 31 December 2025 of HK38.31 cents per Share to the Shareholders whose names appear on the register of the members of the Company on Monday, 8 June 2026.

* *For identification purpose only*

As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

5. (A) "**THAT**

(a) subject to paragraph (c) below, the exercise by the directors of the Company (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 and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which (including warrants, bonds and debentures convertible into shares of the Company) would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b), otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares under any options granted under the share option scheme adopted by the Company; (iii) an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company; (iv) an issue of shares in lieu of the whole or part of a dividend pursuant to any scrip dividend scheme or similar arrangement in accordance with the memorandum and articles of association of the Company; and (v) any adjustment, after the date of grant or issue of any options, rights to subscribe for other securities referred to in (ii) and (iii) above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities, shall not exceed 20% of the total number of issued shares of the Company as at the time of passing this resolution; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of 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 by the articles of association of the Company or any applicable law to be held; and

(iii) the date of which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting prior to the next annual general meeting of the Company.

"**Rights Issue**" means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 authorised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People's Republic of China)."

(B) "**THAT**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company, subject to and in accordance with all applicable laws and requirements, be and is hereby generally and unconditionally approved;

(b) the total number of the shares of the Company which may be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this Resolution and the said approval 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 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 by the memorandum and articles of association of the Company or any applicable law to be held; and

(iii) the date which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting prior to the next annual general meeting of the Company."

(C) "**THAT** conditional upon Resolutions A and B set out above being passed, the aggregate nominal amount of the shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution B above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Resolution A above provided that such amount shall not exceed 10% of the total number of issued shares of the Company in issue at the date of passing of this Resolution."

By order of the Board
**Carpenter Tan Holdings Limited**
**Tan Chuan Hua**
Chairman

Hong Kong, 17 April 2026

*As at the date of this notice, the executive Directors are Mr. Tan Chuan Hua, Mr. Tan Di Fu, Mr. Luo Hongping, Mr. Tan Lizi and Ms. Liu Kejia; and the independent non-executive Directors are Dr. Wong Kong Tin, Ms. Liu Liting and Mr. Chau Kam Wing, Donald.*

**Notes:**

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

2. In order 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 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 not less than forty-eight (48) hours before the time of the AGM or any adjournment thereof.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.

4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

6. The enclosed form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

7. For ascertaining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no transfer of Shares will be registered. To be qualified for attending and voting at the forthcoming AGM, all share transfer documents must be lodged 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 for registration no later than 4:30 p.m. on Monday, 18 May 2026.

8. For ascertaining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 3 June 2026 to Monday, 8 June 2026, both days inclusive, during which period no transfer of Shares will be registered. To be qualified for receiving the proposed final dividend, all share transfer documents must be lodged 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 for registration no later than 4:30 p.m. on Tuesday, 2 June 2026.