THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in KangLi International Holdings Limited (the "**Company**"), you should at once hand this circular together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

KANGLI INTERNATIONAL HOLDINGS LIMITED
康利國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06890)

(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (II) PROPOSED RE-ELECTION OF DIRECTORS; (III) CLOSURE OF REGISTER OF MEMBERS; AND (IV) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the "**AGM**") to be held at 18/F, Nine Queen's Road Central, Central, Hong Kong on Friday, 12 June 2026 at 11:00 a.m. is set out on pages 17 to 21 of this circular. 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 and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed (i.e. 11:00 a.m. on Wednesday, 10 June 2026) for holding of the AGM 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 at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

22 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I – EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE 8

APPENDIX II – DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION 13

NOTICE OF ANNUAL GENERAL MEETING 17

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

"AGM"	the annual general meeting of the Company to be held at 18/F, Nine Queen's Road Central, Central, Hong Kong on Friday, 12 June 2026 at 11:00 a.m., a notice of which is set out on pages 17 to 21 of this circular
"Articles" or "Articles of Association"	the existing articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"Companies Act"	the Companies Act, Cap 22 of the Cayman Islands, as amended from time to time
"Company"	KangLi International Holdings Limited(康利國際控股有限公司), a company incorporated in the Cayman Islands, the Shares of which are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate 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 Issue Mandate
"Group"	the Company and its subsidiaries 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
"Issue Mandate"	a general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional Shares (including any sale and transfer of treasury shares) up to 20% of the aggregate of the share capital of the Company in issues (excluding treasury shares, if any) as at the date of passing of the relevant resolution at the AGM

"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"Repurchase Mandate"	a general and unconditional mandate to the Directors to enable them to repurchase the Shares not exceeding 10% of the aggregate of the share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.001 each in the capital of the Company
"Share Option Scheme"	the Share option scheme adopted by the Company on 25 October 2018
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

For ease of reference, the name of the PRC established companies, laws and regulations have been included in the circular in both Chinese and English. The name in Chinese is the official name of each such company, entity, law or regulation (as the case may be), while that in English is only an unofficial translation, and in the event of any inconsistency, the Chinese name shall prevail.

KANGLI INTERNATIONAL HOLDINGS LIMITED
康利國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06890)

Executive Directors:
Mr. Mei Zefeng
Ms. Liu Ping *(Chairman)*
Mr. Zhang Zhihong *(Chief Executive Officer)*
Ms. Lu Xiaoyu
Mr. Xu Chao

Independent non-executive Directors:
Mr. Lau Ying Kit
Mr. Yang Guang
Mr. Cao Cheng

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

Head office in the PRC:
Wuyi County, Hengshanqiao Town
Wujin District, Changzhou City
Jiangsu Province, the PRC

Principal place of business in Hong Kong:
18/F, Nine Queen's Road Central
Central, Hong Kong

22 April 2026

To the Shareholders

Dear Sir or Madam,

(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (II) PROPOSED RE-ELECTION OF DIRECTORS; (III) CLOSURE OF REGISTER OF MEMBERS; AND (IV) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM of the Company to be held on Friday, 12 June 2026, the notice of which (the "**AGM Notice**") is set out in this circular, ordinary resolutions, as set out in the AGM Notice, which include, among other matters, the approval of (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of the Directors.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The current general mandate granted to the Directors to issue and repurchase Shares pursuant to resolutions passed at the last annual general meeting dated 13 June 2025 will lapse at the conclusion of the AGM. In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares and to repurchase Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

The following ordinary resolutions will be proposed at the AGM for the Shareholders to consider and approve:

(a) the granting of the Issue Mandate (resolution numbered 4) so that the Directors will be able to allot, issue and deal with additional Shares up to 20% of the aggregate of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the AGM;

(b) the granting of the Repurchase Mandate (resolution numbered 5) so that the Directors are authorised to purchase Shares on the Stock Exchange up to 10% of the aggregate of the issued share capital of the Company (excluding treasury shares, if any) on the date of the AGM; and

(c) the granting of the Extension Mandate (resolution numbered 6) so 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 Issue Mandate.

Each of the 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; (b) the end of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of AGM, the Directors will be authorised to issue up to a maximum of 121,250,400 Shares pursuant to the Issue Mandate based on 606,252,000 Shares in issue as at the Latest Practicable Date.

An explanatory statement, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

Pursuant to Article 84 of the Articles of Association, at each Annual General Meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

In accordance with above-mentioned Articles, Mr. Mei Zefeng, Mr. Xu Chao and Mr. Lau Ying Kit shall hold the office of Directors until the AGM and, being eligible, offer themselves for re-election at the AGM.

PROCEDURE AND PROCESS FOR NOMINATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS ("INEDs")

The Nomination Committee will recommend to the Board for the appointment of an INED in accordance with the following procedures and process:

(1) The Nomination Committee will, giving due consideration to the current composition and size of the Board, and if required, to develop a list of desirable skills, perspectives and experience at the outset to focus the search effort.

(2) The Nomination Committee and/or the Board may select suitable candidates from various channels, including but not limited to recommendation from existing Directors, officers and external recruitment agents with due consideration given to the criteria which include but are not limited to: (a) character and integrity; (b) qualifications including professional qualifications, skills, knowledge and experience of their chosen fields; (c) willingness and availability to develop adequate time to discharge duties as a Board member and other directorships and significant commitments; (d) the number of existing directorships and other commitments that may demand the attention of the candidates; (e) independence of the candidates in accordance with the independence guidelines set out in the Listing Rules; (f) board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity of the Board; and (g) such other perspectives appropriate to the Company's business.

(3) The Nomination Committee may adopt any process it considers appropriate to evaluating the suitability of the candidates including but not limited to personal interviews, background checks and third party references.

(4) Upon considering a candidate suitable for the directorship, the Nomination Committee will make recommendation to the Board consider and, if thought fit, approve the appointment of the appropriate candidate for directorship.

(5) For any person that is nominated by shareholders in accordance with the nomination requirements for election as an INED at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of INED at the general meeting.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee had assessed the independence of each of the INEDs based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and confirmed that all of them, including Mr. Lau Ying Kit, remain independent.

In addition, the Nomination Committee had evaluated the performance of each of the retiring Directors for the year ended 31 December 2025 and found their performance satisfactory. Therefore, the Nomination Committee nominated the retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has passed the resolution on 27 March 2026 to propose all the retiring Directors, namely Mr. Mei Zefeng, Mr. Xu Chao and Mr. Lau Ying Kit stand for re-election as Directors at the AGM. All of the above-named retiring Directors have expressed their willingness to stand for re-election at the AGM.

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

4. AGM

The notice of AGM is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

At the AGM, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors and the re-election of Directors by way of poll. An announcement on the poll vote results will be published by the Company after the AGM.

None of the Shareholders are required to abstain from voting to approve all the resolutions to be proposed at the AGM.

A form of proxy for the AGM is despatched to the Shareholders with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and, in any event not later than 48 hours before the time appointed (i.e. 11:00 a.m. on Wednesday, 10 June 2026) for holding of the AGM 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 at the AGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 8 June 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is Friday, 12 June 2026.

6. 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.

7. RECOMMENDATION

The Directors (including independent non-executive Directors) are of the opinion that all the proposed resolutions are in the interests of the Company and the Shareholders as a whole and so recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
KangLi International Holdings Limited
Liu Ping
Chairman

This Appendix serves as an explanatory statement, as required by rule 10.06(1)(b) of the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 606,252,000 Shares in issue and the Company did not have any treasury shares. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 60,625,200 Shares (excluding treasury shares, if any).

3. REASONS OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

4. SOURCE OF FUNDS

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles, the Companies Act and other applicable laws of the Cayman Islands. A listed company shall not repurchase 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. Under the Companies Act, repurchases by the company may only be made out of profits of the company or out of the proceeds of a fresh issue of shares of the company made for the purpose, or out of capital or, if immediately following the date the payment out of capital is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase over the par value of the shares of the company to be purchased must be provided for out of profits of the company or out of the company's share premium account.

5. IMPACT OF THE REPURCHASE

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchases Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2025, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.400	0.315
May	0.395	0.350
June	0.470	0.385
July	0.490	0.440
August	0.450	0.340
September	0.380	0.335
October	0.430	0.360
November	0.400	0.330
December	0.400	0.325
2026		
January	0.445	0.360
February	0.385	0.335
March	0.395	0.350
April (up to the Latest Practicable Date)	0.370	0.330

7. THE DIRECTORS, THEIR ASSOCIATES AND THE CORE CONNECTED PERSONS OF THE COMPANY

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM and exercised.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company or its subsidiaries nor has any such core connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

8. THE TAKEOVERS CODE

If a shareholder's proportionate interest in the voting rights of the company increases on the company exercising its powers to repurchase shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of rule 32 of Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder or a group of shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the company and becomes obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

The shareholding structure of the Company as at the Latest Practicable Date and the shareholding structure of the Company upon full exercise of the Repurchase Mandate (assuming the present shareholdings other than Newrich Limited and Star Century Corporate Limited remain the same) are set out below:

Name of shareholder	Number of shares held	Approximate % of the Company's issued voting shares	Approximate % of the Company's issued voting shares if the Repurchase Mandate is exercised in full
Newrich Limited *(Note (1))*	343,220,000	56.61%	62.90%
Star Century Corporate Limited *(Note (2))*	85,500,000	14.10%	15.67%
Other public Shareholders	177,532,000	29.29%	21.43%
	606,252,000	100.00%	100.00%

Note:

(1) Mr. Mei Zefeng is the sole shareholder of Newrich Limited which holds 343,220,000 Shares. Therefore, Mr. Mei Zefeng is deemed to be interested in Newrich Limited's interest in the Shares pursuant to the SFO. In addition, Mr. Mei Zefeng is the spouse of Ms. Liu Ping. Therefore, Mr. Mei Zefeng is deemed to be interested in Ms. Liu Ping's interest in the Shares pursuant to the SFO.

(2) Ms. Liu Ping is the sole shareholder of Star Century Corporate Limited which holds 85,500,000 Shares. Therefore, Ms. Liu Ping is deemed to be interested in Star Century Corporate Limited's interest in the Shares pursuant to the SFO. In addition, Ms. Liu Ping is the spouse of Mr. Mei Zefeng. Therefore, Ms. Liu Ping is deemed to be interested in Mr. Mei Zefeng's interest in the Shares pursuant to the SFO.

To the best knowledge and belief of the Directors, the increase in shareholding of Newrich Limited and Star Century Corporate Limited would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

10. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

11. CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

THE FOLLOWING ARE THE PARTICULARS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM:

EXECUTIVE DIRECTORS:

Mr. Mei Zefeng (梅澤鋒先生)

Qualifications and experience

Mr. Mei Zefeng, aged 48, was appointed as our executive Director on 21 December 2017.

Mr. Mei graduated from Nanjing University (南京大學), the PRC in July 2000 with an undergraduate diploma in Electronic Engineering. He also obtained a postgraduate diploma of marketing management from University of Derby, the United Kingdom in November 2004. As a founder of our Group, Mr. Mei had been serving as the general manager and an executive director of Jiangnan Precision from July 2003 to December 2007 and from July 2003 to September 2017, respectively. He has been appointed as the chairman of Jiangnan Precision since October 2017. Mr. Mei has been primarily responsible for overall strategic planning, operations and management of our Group.

Mr. Mei has over 20 years of experience in the steel processing industry. He has been serving as the chairman of Jiangnan Industrial Group since January 2007. He has been appointed as the supervisor of Jiangnan Rural Commercial Bank (江南農村商業銀行), a company principally engaged in banking and financial services since January 2010. Mr. Mei received numerous awards in the past including "Outstanding Entrepreneur" of Wujin District (武進區"優秀企業家"), Star Industrial Entrepreneur of Changzhou City (常州市工業明星企業家)and Top 10 Outstanding Young Entrepreneur of Jiangsu Province (江蘇省十大傑出青年企業家).

Mr. Mei is the spouse of Ms. Liu Ping, Chairman of the Company, the cousin-in-law of Mr. Xu Chao, an executive Director of the Group.

Interests in Shares

As at the Latest Practicable Date, by virtue of the Securities and Future Ordinance (the "**SFO**"), Mr. Mei is deemed to be interested in 428,720,000 shares of the Company, representing approximately 70.71% of the total number of issued shares of the Company, being 343,220,000 Shares are held by his 100% owned Newrich Limited and 85,500,000 Shares are held by Star Century Corporate Limited, which is 100% owned by Ms. Liu Ping.

Others

Mr. Mei renewed his service agreement with the Company for a term of three years commencing from 25 October 2024. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with Articles. He is entitled to an annual director's fee of HK$12 and a year-end discretionary bonus, which is determined with reference to overall performance of the Group and his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Mei does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Mei that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Xu Chao (許潮先生)

Qualifications and experience

Mr. Xu Chao, aged 38, was appointed as our executive Director on 18 May 2018.

Mr. Xu was awarded a bachelor 's degree in Technology and Instrument of Measurement and Control (測控技術與儀器) from Nanjing Normal University (南京師範大學), the PRC in July 2010. Mr. Xu joined Jiangnan Precision in September 2010 as a clerk at the human resources department. Mr. Xu was the head of sales of Jiangnan Precision from July 2011 to July 2017. He has been appointed as the secretary of the board of directors and assistant general manager of Jiangnan Precision since August 2017. Mr. Xu is mainly responsible for general administration of our Group.

He is the cousin of Ms. Liu Ping, Chairman of the Company, and the cousin-in-law of Mr. Mei Zefeng (an executive Director of the Company).

Interests in Shares

As at the Latest Practicable Date, Mr. Xu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Xu renewed his service agreement with the Company for a term of three years commencing from 25 October 2024. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with Articles. He is entitled to an annual director's fee of HK$120,000 and a year-end discretionary bonus, which is determined with reference to overall performance of the Group and his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Save as disclosed above, Mr. Xu does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Xu that is required to be disclosed pursuant to any of the requirements of rules 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR:

Mr. Lau Ying Kit (劉英傑先生)

Qualifications and experience

Mr. Lau Ying Kit, aged 52, was appointed as an independent non-executive Director on 20 December 2021. Mr. Lau is the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee.

Mr. Lau is currently the finance and investor relations director and company secretary of Dalipal Holdings Limited (HKEX: 1921) and he is also an independent non-executive director of Kingdom Holdings Limited (HKEX: 528), United Strength Power Holdings Limited (HKEX: 2337), Sinco Pharmaceuticals Holdings Limited (HKEX: 6833) and Shenzhen Edge Medical Co., Ltd. (HKEX: 2675), and a director of KP3993 Resources Inc. (TSXV: KPEN.P).

Mr. Lau is a fellow member of the Hong Kong Institute of Certified Public Accountants and holds a master's degree in finance from the City University of Hong Kong. He has extensive experience in financial and accounting in China and Hong Kong.

Interests in Shares

As at the Latest Practicable Date, Mr. Lau did not have any interest in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Lau entered into a letter of appointment with the Company for a term of three years commencing from 20 December 2024. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles. He is entitled to an annual director's fee of HK$240,000, which is determined with reference to his duties and responsibilities with the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Mr. Lau does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Mr. Lau has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Lau that is required to be disclosed pursuant to any of the requirements of rules 13.51(2) of the Listing Rules.

KANGLI INTERNATIONAL HOLDINGS LIMITED
康利國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 06890)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of KangLi International Holdings Limited (the "**Company**") will be held at 18/F, Nine Queen's Road Central, Central, Hong Kong on Friday, 12 June 2026 at 11:00 a.m. (if tropical cyclone warning signal no. 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on that day, the AGM will be adjourned and, by virtue of this notice, be held at the same time and same venue on Monday, 15 June 2026) to consider and, if thought fit, transact the following:

ORDINARY RESOLUTIONS

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries (the "**Group**") and the reports of the directors (the "**Directors**") of the Company and the auditor of the Company (the "**Auditor**") for the year ended 31 December 2025;

2. 2.1 each as a separate resolution, to re-elect the following Directors:

   2.1.1 Mr. Mei Zefeng as an executive Director;
   2.1.2 Mr. Xu Chao as an executive Director;
   2.1.3 Mr. Lau Ying Kit as an independent non-executive Director;

   2.2 to authorise the board of Directors (the "**Board**") to fix the Directors' remunerations;

3. to re-appoint KPMG as the Auditor and to authorise the Board to fix its remuneration; and

as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

4. "**THAT**:

(a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK$0.001 each (each, the "**Share**") in the capital of the Company (including any sale and transfer of treasury shares) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);

(c) the aggregate of the share capital allotted and issued or agreed conditionally to be allotted and issued (whether pursuant to Share options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any share options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements 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 (the "**Articles**") in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed 20% of the aggregate of the share capital of the Company in issue (excluding treasury shares, if any) on the date of the passing of this resolution; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest 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 or the applicable laws of the Cayman Islands to be held; and

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

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

5. "**THAT**:

(a) Subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval on paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate of the issued share capital of the Company (excluding treasury shares, if any) as at the date of passing of 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 date of the passing of this resolution until whichever is the earliest 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 or the applicable laws of the Cayman Islands to be held; and

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

6. "**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above."

By order of the Board
KangLi International Holdings Limited
Liu Ping
Chairman

Hong Kong, 22 April 2026

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

Head office in the PRC:
Wuyi County, Hengshanqiao Town
Wujin District, Changzhou City
Jiangsu Province, the PRC

Principal place of business in Hong Kong:
18/F, Nine Queen's Road Central,
Central, Hong Kong

Notes:

(a) For ascertaining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates 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 not later than 4:30 p.m. on Monday, 8 June 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is Friday, 12 June 2026.

(b) Any Shareholders entitled to attend and vote at the AGM are entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the Articles. A proxy need not be a Shareholder.

(c) To be valid, a form of proxy and 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 in any event not less than 48 hours before the time appointed (i.e. 11:00 a.m. on Wednesday, 10 June 2026) for holding the meeting or adjourned meeting thereof.

(d) Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

(e) In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.

(f) If tropical cyclone warning signal no. 8 or above is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on Friday, 12 June 2026, the AGM will automatically be adjourned and, by virtue of this notice, be held at the same time and same venue on Monday, 15 June 2026. The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the AGM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

(g) References to time and dates in this notice are to Hong Kong time and dates.

(h) In the case of inconsistency between the Chinese translation and the English text of this notice of Annual General Meeting, the English text shall prevail.

As at the date hereof, the Board comprised five executive Directors, being Mr. Mei Zefeng, Ms. Liu Ping, Mr. Zhang Zhihong, Ms. Lu Xiaoyu and Mr. Xu Chao, and three independent non-executive Directors, being Mr. Lau Ying Kit, Mr. Yang Guang and Mr. Cao Cheng.