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 Casablanca Group Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Casablanca Group Limited
卡撒天嬌集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2223)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Unless otherwise defined, terms used in this cover shall have the same meanings as those defined in the circular.

A notice convening an annual general meeting of Casablanca Group Limited to be held at Conference Room, Casablanca Smart Digital Eco-Park, No. 2 Xingju East Road, Dongjiang Hi-Tech Technology Industrial Park, Huizhou Zhongkai Gaoxin District, Huizhou, Guangdong Province, the PRC on Friday, 15 May 2026 at 2:30 p.m. is set out on pages 17 to 21 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 websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.casablanca.com.hk).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish and, in such event, the proxy form shall be deemed to be revoked.

No corporate gifts or refreshments will be provided at the annual general meeting.

23 April 2026

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DEFINITIONS

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Conference Room, Casablanca Smart Digital Eco-Park, No. 2 Xingju East Road, Dongjiang Hi-Tech Technology Industrial Park, Huizhou Zhongkai Gaoxin District, Huizhou, Guangdong Province, the PRC on Friday, 15 May 2026 at 2:30 p.m., the notice of which is set out on pages 17 to 21 of this circular
"Articles"	the articles of association of the Company in force from time to time
"Board"	the board of Directors
"BVI"	the British Virgin Islands
"Chairman"	the chairman of the Board
"CHENG & CHENG"	CHENG & CHENG LIMITED, Certified Public Accountants
"Company"	Casablanca Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
"Controlling Shareholders"	World Empire, Mr. Cheng Sze Kin, Mr. Cheng Sze Tsan and Ms. Wong Pik Hung
"core connected person(s)"	has the meaning ascribed under the Listing Rules
"Director(s)"	the directors of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	the general mandate as defined in paragraph 2(a) of the letter from the Board in this circular
"Latest Practicable Date"	16 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum"	the memorandum of association of the Company in force from time to time
"Notice"	the notice convening the Annual General Meeting which is set out on pages 17 to 21 of this circular
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
"Repurchase Mandate"	the general mandate as defined in paragraph 2(b) of the letter from the Board in this circular
"SFO"	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of par value of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong
"World Empire"	World Empire Investment Inc., a company incorporated in BVI with limited liability and a Controlling Shareholder of the Company as at the Latest Practicable Date

Casablanca Group Limited
卡撒天嬌集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2223)

Executive Directors:
Mr. Cheng Sze Kin *(Chairman)*
Mr. Cheng Sze Tsan *(Vice-chairman and Chief Executive Officer)*
Ms. Wong Pik Hung

Independent Non-executive Directors:
Mr. Lo Siu Leung
Dr. Cheung Wah Keung
Mr. Chow On Wa

Registered Office:
P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
5/F Yan Hing Centre
9-13 Wong Chuk Yeung Street
Fotan
New Territories
Hong Kong

23 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of retiring Directors.

2. ISSUE MANDATE AND ITS EXTENSION AND REPURCHASE MANDATE

At the last annual general meeting of the Company held on 23 May 2025, general mandates were granted to the Directors to issue and repurchase Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting for the Shareholders to consider, and if thought fit, approve the granting of new general mandates to the Directors:

(a) to allot, issue or deal with additional Shares not exceeding 20% of the total number of the Shares of the Company as at the date of passing of such resolution (i.e. a total number of Shares not exceeding 51,620,800 Shares based on the issued share capital of the Company of 258,104,000 Shares as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the "Issue Mandate");

(b) to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of the Shares of the Company as at the date of passing of such resolution (i.e. a total number of Shares not exceeding 25,810,400 Shares based on the issued share capital of the Company of 258,104,000 Shares as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the "Repurchase Mandate"); and

(c) to extend the Issue Mandate by adding an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions numbered 4 and 5 of the Notice set out on pages 17 to 21 of this circular. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that, as at the Latest Practicable Date, they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 16.18 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation and all the Directors who retire at the forthcoming annual general meeting shall be eligible for re-election thereat.

Ms. Wong Pik Hung and Mr. Lo Siu Leung will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at the same meeting.

Pursuant to Article 16.3 of the Articles, any Director elected and so appointed by ordinary resolution in general meeting shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

Dr. Cheung Wah Keung and Mr. Chow On Wa will hold office only until the Annual General Meeting and shall then be eligible for re-election at the same meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director(s) in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the Directors proposed for re-election are set out in Appendix II to this circular.

The Board, having considered the view of the Company's Nomination Committee (which has recommended the re-election of Ms. Wong Pik Hung as Executive Director with reference to the Company's Directors nomination policy and diversity policy), considers that Ms. Wong Pik Hung is able to contribute to the Board respectively with her great understanding of the business of the Group, diversity of skillsets and extensive experience and knowledge together with solid business connections, and therefore recommends to the Shareholders the proposed re-election of Ms. Wong Pik Hung at the Annual General Meeting.

Mr. Lo Siu Leung, Dr. Cheung Wah Keung and Mr. Chow On Wa have each confirmed that he (i) meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) does not have any financial or other interest in the business of the Group, nor is connected with any core connected person (as defined in the Listing Rules) of the Company, either currently or historically; and (iii) there are no other factors that may affect his independence at the time of his re-election.

The Company has reviewed the annual confirmations of independence from Mr. Lo Siu Leung, Dr. Cheung Wah Keung and Mr. Chow On Wa. Recommendations to the Board for the proposed re-election of Mr. Lo Siu Leung, Dr. Cheung Wah Keung and Mr. Chow On Wa as Independent Non-executive Directors were made by the Nomination Committee of the Company, after having reviewed their suitability according to the assessment criteria as set out in the nomination policy adopted by the Company which includes, inter alia, the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Board, taking into account their time commitment and past contributions to the Company and their individual attributes enhancing the Board's diversity as set out in the board diversity policy adopted by the Company and optimal composition (details as set out in their respective biographies in Appendix II to this circular), accepted the recommendations from the Nomination Committee of the Company and recommends to the Shareholders the proposed re-election of Mr. Lo Siu Leung, Dr. Cheung Wah Keung and Mr. Chow On Wa at the Annual General Meeting.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice is set out on pages 17 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, save and except for resolutions which relate to procedural or administrative matters, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.casablanca.com.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

5. 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 Group. 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.

6. RECOMMENDATION

The Directors consider that the proposals for the granting/extension of the Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 11 May 2026 to Friday, 15 May 2026 (both days inclusive), during which period no transfer of Shares will be effected. The record date for determining the eligibility of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 15 May 2026. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer documents accompanying with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. (Hong Kong time) on Friday, 8 May 2026 (the last share registration date to determine shareholders' voting right).

Yours faithfully,
On behalf of the Board
Casablanca Group Limited
Cheng Sze Kin
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. LISTING RULES RELATING TO REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) the shares proposed to be purchased by the company are fully-paid up;

(b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and

(c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase, by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have general authority from the Shareholders and flexibility to enable the Company to repurchase the Shares in the market.

Repurchase of the Shares may, depending on the market conditions and funding arrangements of the Company 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 a repurchase will benefit the Company and the Shareholders as a whole.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 258,104,000 Shares and the Company did not have any treasury Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the Notice in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 258,104,000 Shares, the Directors will be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total number of the Shares not exceeding 25,810,400 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles, the laws of the Cayman Islands (being the place of incorporation of the Company) and/or any other applicable laws, as the case may be.

The Company is empowered by the Memorandum and Articles to repurchase the Shares. The laws of the Cayman Islands provide that a purchase of Shares may be made (to the extent of the par value of such shares) out of profits, share premium account or the proceeds of a fresh issue of shares made for such purpose or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the repurchase is authorised by the Memorandum and Articles; and that any premium payable on a repurchase of Shares may be made out of profits, the Company's share premium account or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Memorandum and Articles.

The Company may not repurchase the Shares 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.

5. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2025, being the date to which the latest audited financial statements of the Company have been made up) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which, in the opinion of the Directors, are from time to time appropriate for the Company. All the Shares repurchased by the Company pursuant to the Share Repurchase Mandate will be cancelled and will not be held as treasury Shares.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Controlling Shareholders collectively held 162,000,000 Shares, representing 62.77% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of the Controlling Shareholders will, based on their current shareholding, be increased to approximately 69.74% of the total issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase that may be made under the Repurchase Mandate. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase of the Shares made by the Company, the exercise of the Repurchase Mandate in full will not result in the number of the Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding falling below such prescribed percentage.

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

To the best of their knowledge and having made all reasonable enquiries, none of the Directors or any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. THE DIRECTORS' UNDERTAKING

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles, the Listing Rules, the laws of the Cayman Islands and all other applicable laws.

9. THE COMPANY'S CONFIRMATION

The Company confirms that neither the explanatory statement herein stated in this Appendix nor the proposed share repurchase under the Repurchase Mandate has any unusual features.

10. MARKET PRICES OF THE SHARES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the past 12 months preceding the Latest Practicable Date were as follows:

Month	Highest *(HK$)*	Lowest *(HK$)*
2025		
April	0.320	0.230
May	0.315	0.285
June	0.315	0.246
July	0.285	0.250
August	0.305	0.260
September	0.400	0.275
October	0.780	0.350
November	0.840	0.560
December	0.750	0.530
2026		
January	0.820	0.660
February	0.840	0.750
March	0.980	0.790
April (up to the Latest Practicable Date)	1.050	0.880

11. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company or its subsidiaries during the six months ended on the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting, are provided below.

(1) MS. WONG PIK HUNG ("MS. WONG") – EXECUTIVE DIRECTOR

Ms. Wong Pik Hung, aged 59, has been a Director of a subsidiary of the Company since August 1993. She was appointed as a Director on 2 April 2012 and re-designated as an Executive Director on 22 October 2012. She is currently a director of all the subsidiaries of the Company incorporated in Hong Kong and BVI. She is responsible for strategic planning of the Group, in particular procurement and sales management in Hong Kong. She has about 30 years of experience in the bedding products industry. She obtained a diploma in international economic cooperation at the University of International Business and Economics in Beijing. Ms. Wong is the spouse of Mr. Cheng Sze Kin and the sister-in-law of Mr. Cheng Sze Tsan, both of whom are also Executive Directors. Ms. Wong is a director of World Empire, which is interested in the Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Wong was the spouse of Mr. Cheng Sze Kin, who was interested in 40% of World Empire, and was interested in 25% of World Empire, which was in turn interested in 58.1% of the Company's issued share capital. Therefore, Ms. Wong was deemed to be interested in such 58.1% of the Company's issued share capital. Ms. Wong was also interested in 1.3% of the Company's issued share capital and the options granted under the 2022 Share Option Scheme to subscribe 1,400,000 Shares. Ms. Wong was deemed to be interested in 1.7% of the Company's issued share capital held by and the options granted to her spouse, Mr. Cheng Sze Kin, under the 2022 Share Option Scheme to subscribe 1,400,000 Shares. Save as disclosed above, Ms. Wong was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Ms. Wong was the sister-in-law of Mr. Cheng Sze Tsan.

Director's emolument

Ms. Wong has renewed her service contract with the Company for a term of three years commencing from 1 April 2024, unless terminated by not less than three months' notice in writing served by either party. The annual salary of Ms. Wong was HK$2,600,000 with effect from 1 April 2026, subject to annual review of the Company's Remuneration Committee. The emolument of Ms. Wong was determined with reference to the prevailing market rate of similar position and her qualifications, experience and duties and responsibilities within the Group. The Company may provide Ms. Wong with other benefits, which may be determined from time to time by the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Ms. Wong has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company and has no information to disclose pursuant to any of the requirements under Rule 13.51(2) (h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Wong that need to be brought to the attention of the Shareholders.

Suitability

The Nomination Committee of the Company has assessed the suitability of Ms. Wong by reference to the Company's Directors' nomination policy and board diversity policy and considers Ms. Wong is a suitable candidate for holding a directorship of the Company.

(2) MR. LO SIU LEUNG ("MR. LO") – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lo Siu Leung, aged 48, was appointed as an Independent Non-executive Director on 9 April 2018. He has over 20 years of experience in auditing, accounting, tax and finance. Mr. Lo is a Chartered Financial Analyst. He is also a fellow member of each of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and The Institute of Chartered Accountants in England and Wales. He holds a master's degree in Business Administration from The Hong Kong Polytechnic University.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lo was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emolument

As set out in the letter of re-appointment entered into by Mr. Lo and the Company dated 27 March 2026, the re-appointment was for a term of one year commencing from 1 April 2026 and ending on 31 March 2027, unless terminated by one month's notice in writing served by either party. The annual Director's emolument of Mr. Lo was HK$258,000 with effect from 1 April 2026, subject to annual review by the Company's Remuneration Committee. The emolument of Mr. Lo was determined with reference to the prevailing market rate of similar position and his qualifications, experience and duties and responsibilities within the Company. The Company may provide Mr. Lo with other benefits, which may be determined from time to time by the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Mr. Lo has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company and has no information to disclose pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders.

Suitability

The Nomination Committee of the Company has assessed the suitability of Mr. Lo by reference to the Company's Directors' nomination policy and board diversity policy and considers Mr. Lo is a suitable candidate for holding a directorship of the Company.

(3) DR. CHEUNG WAH KEUNG ("DR. CHEUNG") – INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Cheung Wah Keung, aged 65, was appointed as an Independent Non-executive Director on 26 May 2017. He is currently the chairman of each of Shinhint Group and Tai Sing Industrial Company Limited. He has more than 30 years of experience in trading and manufacturing of consumer electronic products. Dr. Cheung is currently an independent non-executive director of PanAsialum Holdings Company Limited (stock code: 2078), Activation Group Holdings Limited (stock code: 9919) and Sinomax Group Limited (stock code: 1418), respectively. He was also the independent non-executive chairman of PanAsialum Holdings Company Limited (stock code: 2078) during the period from 2 August 2019 to 30 June 2022 and an independent non-executive director of Sky Light Holdings Limited (stock code: 3882) during the period from 12 June 2015 to 28 February 2023. The shares of above companies with stock code indicated are listed on the Stock Exchange.

Dr. Cheung holds a bachelor's degree in business administration, a master's degree in global political economy from The Chinese University of Hong Kong and a master's degree in corporate governance, and a doctorate degree in business administration from The Hong Kong Polytechnic University. He was awarded by the Federation of Hong Kong Industries as "Young Industrialist of Hong Kong" in 2005 and "Certificates of Merit in Directorship" by the Hong Kong Institutes of Directors in 2006. He has taken up a variety of roles, including the president of the Hong Kong Young Industrialists Council from 2015 to 2016, the chairman of the Advisory Board for Master of Corporate Governance of The Hong Kong Polytechnic University and a committee member of the Council of The Hang Seng University of Hong Kong.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Cheung was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emolument

As set out in the letter of re-appointment entered into by Dr. Cheung and the Company dated 27 March 2026, the re-appointment was for a term of one year commencing from 1 April 2026 and ending on 31 March 2027, unless terminated by one month's notice in writing served by either party. The annual Director's emolument of Dr. Cheung was HK$258,000 with effect from 1 April 2026, subject to annual review by the Company's Remuneration Committee. The emolument of Dr. Cheung was determined with reference to the prevailing market rate of similar position and his qualifications, experience and duties and responsibilities within the Company. The Company may provide Dr. Cheung with other benefits, which may be determined from time to time by the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Dr. Cheung has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company and has no information to disclose pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Dr. Cheung that need to be brought to the attention of the Shareholders.

(4) MR. CHOW ON WA ("MR. CHOW") – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chow On Wa, aged 64, was appointed as an Independent Non-executive Director on 26 May 2017. He is currently the director of JTF Development Limited which provides professional management and investment consulting services to various clients. Mr. Chow has over 20 years of experience in management of retail business of home accessories in the PRC. During 1986 to 2001, he worked for IKEA Group for 15 years. He was a general manager for India and Pakistan regional office of IKEA and subsequently stationed in the PRC. During 1995 to 2001, Mr. Chow was responsible for IKEA's retail and operational management in the PRC and opened the first retail shopping mall in the PRC for IKEA Group in 1997. He established Amfield Consultants Limited, which engaged in consultancy on management and strategic planning in business and retailing in the PRC, in 2001. Mr. Chow established New Concept International Enterprise Limited, in 2004, which was engaged in retailing of home accessories across the PRC focusing on shopping malls and department stores and mainly distributed internationally renowned brands, including Frette, Trussardi-home and Esprit-home etc., until its business was sold in 2013 to Li & Fung Limited. From 2013 to June 2016, Mr. Chow was a senior vice president of Global Brands Group Holding Limited and was responsible for management of its multi-branded home accessory business covering all over Asia. Mr. Chow holds a bachelor's degree in engineering from University of Manchester in the United Kingdom.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chow was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emolument

As set out in the letter of re-appointment entered into by Mr. Chow and the Company dated 27 March 2026, the re-appointment was for a term of one year commencing from 1 April 2026 and ending on 31 March 2027, unless terminated by one month's notice in writing served by either party. The annual Director's emolument of Mr. Chow was HK$258,000 with effect from 1 April 2026, subject to annual review by the Company's Remuneration Committee. The emolument of Mr. Chow was determined with reference to the prevailing market rate of similar position and his qualifications, experience and duties and responsibilities within the Company. The Company may provide Mr. Chow with other benefits, which may be determined from time to time by the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

Save as disclosed above, Mr. Chow has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company and has no information to disclose pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chow that need to be brought to the attention of the Shareholders.

Casablanca Group Limited
卡撒天嬌集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2223)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Casablanca Group Limited (the "Company") will be held at Conference Room, Casablanca Smart Digital Eco-Park, No. 2 Xingju East Road, Dongjiang Hi-Tech Technology Industrial Park, Huizhou Zhongkai Gaoxin District, Huizhou, Guangdong Province, the PRC on Friday, 15 May 2026 at 2:30 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the directors' report and the independent auditor's report of the Company for the year ended 31 December 2025.

2. (a) To re-elect Ms. Wong Pik Hung as an Executive Director of the Company;

   (b) To re-elect Mr. Lo Siu Leung as an Independent Non-executive Director of the Company;

   (c) To re-elect Dr. Cheung Wah Keung as an Independent Non-executive Director of the Company;

   (d) To re-elect Mr. Chow On Wa as an Independent Non-executive Director of the Company; and

   (e) To authorise the board of directors ("Board") of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint CHENG & CHENG LIMITED, Certified Public Accountants, as auditor of the Company and authorise the Board to fix their remuneration.

4. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

   "**THAT**

   (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company ("Directors") during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company, and to make or grant offers, agreements, options (including bonds, warrants and

debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers, subject to all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to

(i) a Rights Issue (as defined below);

(ii) the exercise of option under a share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees of the Company or the Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company;

(iii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; and

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said mandate shall be limited accordingly; and

(d) for the purpose of this resolution,

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

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

(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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

"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 recognised regulatory body or any stock exchange in, any territory outside the Hong Kong).

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

"**THAT**

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company to be purchased or otherwise acquired by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

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

(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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the resolutions set in items 4 and 5 of the notice convening the annual general meeting (the "Notice"), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of the Company's shares ("Shares") which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the total number of Shares purchased or otherwise acquired by the Company pursuant to the general mandate referred to in the resolution set out in item 5 of the Notice, provided that such extended amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing this resolution."

By Order of the Board
Casablanca Group Limited
Cheng Sze Kin
Chairman

Hong Kong, 23 April 2026

Notes:

(a) Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

(b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.

(c) The register of members of the Company will be closed from Monday, 11 May 2026 to Friday, 15 May 2026 (both days inclusive), during which period no transfer of Shares will be effected. The record date for determining the eligibility of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 15 May 2026. In order to be eligible to attend and vote at the Annual General Meeting of the Company, all completed transfer documents accompanying with the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. (Hong Kong time) on Friday, 8 May 2026 (the last share registration date to determine shareholders' voting right).

(d) Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares 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, that 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 in the register in respect of the relevant joint holding.

(e) Please refer to Appendix II to the circular of the Company dated 23 April 2026 for the details of the retiring/proposed Directors subject to re-election and election at the Annual General Meeting.

As at the date of this notice, the Board comprises Mr. Cheng Sze Kin (Chairman), Mr. Cheng Sze Tsan (Vice-chairman) and Ms. Wong Pik Hung as the Executive Directors; and Mr. Lo Siu Leung, Dr. Cheung Wah Keung and Mr. Chow On Wa as the Independent Non-executive Directors.