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Tristate Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 458)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Tristate Holdings Limited (the "**Company**") will be held at Room 5A, 5th Floor, 66-72 Lei Muk Road, Kwai Chung, New Territories, Hong Kong on Tuesday, 23 June 2026 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor for the year ended 31 December 2025.

2. To declare a final dividend for the year ended 31 December 2025.

3. (A) To re-elect Mr. Peter TAN as an independent non-executive director of the Company.

   (B) To re-elect Professor Chen LIN as an independent non-executive director of the Company.

   (C) To ratify the aggregate remuneration paid to all the directors of the Company for the year ended 31 December 2025 and to authorise the board of directors of the Company to fix the directors' remuneration for the year ending 31 December 2026.

4. To re-appoint KPMG as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

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

ORDINARY RESOLUTIONS

5. "**THAT**:

   (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares 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 Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which the directors of the Company are authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed ten per cent (10%) of the total number of shares of the Company in issue (excluding treasury shares (which shall have the meaning ascribed to this term under the Listing Rules) (the "**treasury shares**"), if any) at the date of the passing of 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 bye-laws of the Company or any applicable laws 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. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares, if any, out of treasury) in the capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate number of shares of the Company to be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (including any sale or transfer of treasury shares, if any, out of treasury) (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any conversion rights attached to any securities which are convertible into shares of the Company; (iii) the exercise of the subscription rights under any share scheme or similar arrangement for the time being adopted by the Company for the grant or issue to directors and/or employees of the Company and/or any of its subsidiaries and/or eligible participants as defined under such share scheme of options to subscribe for, or rights to acquire, shares of the Company; (iv) any issue of shares as scrip dividends or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company; or (v) any specific authority to issue shares, shall not exceed twenty per cent (20%) of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws 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 of the Company (or, where applicable, an issue of other securities giving the right to subscribe for shares of the Company) open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities), subject to such exclusions or other arrangements as the directors of the Company 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 Hong Kong applicable to the Company."

7. "**THAT** conditional upon the passing of resolutions no. 5 and no. 6 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution no. 6 and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares, if any, out of treasury) be and is hereby extended by the addition thereto of the number of issued shares bought back by the directors of the Company pursuant to the authority granted under resolution no. 5, provided that such number shall not exceed ten per cent (10%) of the total number of shares of the Company in issue (excluding treasury shares, if any) at the date of the passing of this resolution (subject to adjustment in the case of consolidation or subdivision of shares of the Company)."

By order of the Board
CHAN Man Ying
Company Secretary

Hong Kong, 24 April 2026

Notes:

1. For the purpose of ascertaining shareholders' right to attend the forthcoming annual general meeting of the Company (the "**AGM**"), the register of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for ascertaining right to attend the AGM is Tuesday, 23 June 2026. To qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 16 June 2026.

2. For the purpose of ascertaining shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 30 June 2026 to Monday, 6 July 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for the proposed final dividend is Monday, 6 July 2026. To qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 29 June 2026. In the event that the AGM is held on a date later than Tuesday, 23 June 2026 because of bad weather or other reasons, the book closure dates together with the record date for determining the entitlement to the proposed final dividend may be deferred accordingly. In such circumstances, the Company will make an announcement of the new book closure dates and the record date.

3. A member is entitled to appoint one proxy or more proxies (excluding those members holding only one share) to attend, speak and vote in his/her stead at the AGM. A proxy need not be a member of the Company.

4. To be valid, an instrument appointing a proxy or an attorney relating to the AGM and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) should he/she so wish, and in such event, the relevant form of proxy will be deemed to be revoked.

5. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such share.

6. Pursuant to Rule 13.39(4) of the Listing Rules and bye-law 58 of the Company's bye-laws, the chairman of the AGM will put each of the proposed resolutions set out in the notice of the AGM to be voted on by way of a poll.

7. The Chinese version of this notice is for reference only. In the case of any discrepancy, the English version shall prevail.

8. A location map showing the venue of the AGM and the relevant transportation information is sent to the members together with the Company's circular dated 24 April 2026.

9. In the event a tropical cyclone warning signal no. 8 or above is hoisted, or a black rainstorm warning signal or "extreme conditions" caused by a super typhoon or other natural disasters is/are in force on the date of the AGM, the AGM may be postponed. In such circumstance, the Company will publish an announcement on the website of the Company (www.tristateww.com) and HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to update members on the relevant arrangements.

At the date of this notice, the board of directors of the Company comprises one Executive Director, namely Mr. WANG Kin Chung, Peter; three Non-Executive Directors, namely Ms. WANG KOO Yik Chun, Ms. MAK WANG Wing Yee, Winnie and Dr. WANG Shui Chung, Patrick; and four Independent Non-Executive Directors, namely Mr. LO Kai Yiu, Anthony, Mr. James Christopher KRALIK, Mr. Peter TAN and Professor Chen LIN.