THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Tu Yi Holding Company Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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途屹控股

Tu Yi Holding Company Limited

途屹控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1701)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Tu Yi Holding Company Limited to be held at Room 102, 1/F, Haihua Jialian Commercial Building, 586 Jianguobei Road, Xiacheng District, Hangzhou City, Zhejiang Province, the PRC on 25 May 2026 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the Annual General Meeting or the adjourned meeting (as the case may be). 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.

This circular together with the form of proxy will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tuyigroup.com).

24 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board 3

Appendix I – Details of Directors Proposed to be Re-elected at the Annual General Meeting 7

Appendix II – Explanatory Statement on the Repurchase Mandate 10

Notice of Annual General Meeting 14

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

"AGM Notice"	the notice convening the Annual General Meeting set out on pages 14 to 17 of this circular
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at Room 102, 1/F, Haihua Jialian Commercial Building, 586 Jianguobei Road, Xiacheng District, Hangzhou City, Zhejiang Province, PRC on 25 May 2026 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, or any adjournment thereof
"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board"	the board of Directors
"Cayman Companies Act"	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"Company"	Tu Yi Holding Company Limited, an exempted company with limited liability incorporated in the Cayman Islands on 27 February 2018 and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1701)
"Director(s)"	the director(s) of the Company
"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 People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution as set out in item 6 of the AGM Notice

"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for 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 proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution as set out in item 5 of the AGM Notice
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the issued capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
"%"	per cent



途屹控股

Tu Yi Holding Company Limited

途屹控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1701)

Executive Directors:
Mr. Yu Dingxin *(Chairman)*
Mr. Pan Wei
Mr. Xu Jiong
Mr. An Jiajin

Independent non-executive Directors:
Mr. Zhao Jianbo
Ms. Zhou Li
Mr. Ying Luming

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

Head office and principal place of business in the PRC:
Room 813, 8/F., Block 4
Hai Chuang Technology Centre
No. 1288 Wenyi West Road
Cangqian Sub-district
Yuhang District
Hangzhou City
Zhejiang Province, the PRC

Principal place of business in Hong Kong:
27/F., 157 Johnston Road,
Wan Chai,
Hong Kong

24 April 2026

To the Shareholders,

Dear Sir/Madam,

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information in respect of the resolutions to be proposed at the Annual General Meeting to be held on 25 May 2026 for, among others, (a) ordinary resolutions on the proposed grant of each of the General Mandate and the Repurchase Mandate; and (b) ordinary resolutions relating to the proposed re-election of the retiring Directors.

1. ISSUE MANDATE

Pursuant to the resolutions passed by the Shareholders on 26 May 2025, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution in such annual general meeting; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution in such annual general meeting; and (c) the power to extend the general mandate mentioned in (a) above by the number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, a ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution as set out in item 6 of the AGM Notice (i.e. a maximum of 200,000,000 Shares on the basis that the issued share capital of the Company remains 1,000,000,000 as at the Latest Practicable Date and up to the date of the Annual General Meeting). Furthermore, an ordinary resolution to extend the 20% limit of the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate as mentioned in the proposed ordinary resolution contained in item 5 of the AGM Notice will also be proposed at the Annual General Meeting, which is set out in item 7 of the AGM Notice.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issue Mandate.

2. REPURCHASE MANDATE

Pursuant to the resolutions passed by the Shareholders on 26 May 2025, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution in such annual general meeting; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution in such annual general meeting; and (c) the power to extend the general mandate mentioned in (a) above by the number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution as set out in item 5 of the AGM Notice (i.e. a maximum of 100,000,000 Shares on the basis that the issued

share capital of the Company remains 1,000,000,000 Shares from the Latest Practicable Date to the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide you with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate at the Annual General Meeting is set out in Appendix II to this circular.

3. RE-ELECTION OF THE DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Yu Dingxin, Mr. Pan Wei, Mr. Xu Jiong and Mr. An Jiajin; and the independent non-executive Directors are Mr. Zhao Jianbo, Ms. Zhou Li and Mr. Ying Luming.

Pursuant to Article 108 of the Articles of Association, 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 provided that every director shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election. Therefore, Mr. An Jiajiu, Mr. Zhao Jianbo and Ms. Zhou Li shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

Each of Mr. An Jiajiu, Mr. Zhao Jianbo and Ms. Zhou Li eligible for re-election at the AGM. The nomination committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

ACTIONS TO BE TAKEN

The AGM Notice is set out on pages 14 to 17 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner as prescribed under 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.tuyigroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). 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, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The record date for the purpose of determining the eligibility of the Shareholders of the Company to attend and vote at the Annual General Meeting is Monday, 25 May 2026. In order to ascertain the entitlement to attend and vote in the annual general meeting, the register of members of the Company will be closed from Wednesday, 20 May 2026 to Monday, 25 May 2026, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting. In order to qualify for the right to attend and vote at the forthcoming annual general meeting, all transfers 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 19 May 2026.

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
Tu Yi Holding Company Limited
Yu Dingxin
Chairman and executive Director

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

EXECUTIVE DIRECTORS

Mr. An Jiajin（安家晉）("Mr. An"), aged 35, was appointed as an executive Director on 9 April 2018. Mr. An is principally responsible for the sales and marketing of the Group. In October 2014, Mr. An joined Tuyi Group as a vice manager of sales department. Mr. An has obtained a bachelor's degree in English from the Zhijiang College of Zhejiang University of Technology（浙江工業大學之江學院）in June 2014. Mr. An is the nephew of Mr. Yu, our executive Director and Chairman. Save as disclosed above, Mr. An does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. An did not have any long or short position in the Company pursuant to Part XV of SFO. Mr. An has entered into a service contract with the Company for a term of three years commencing from the date thereof, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. An is subject to retirement by rotation at least once every three years and in accordance with the memorandum and articles of association of the Company. Please refer to the annual report of the Company for the year ended 31 December 2025 for details of salary packages. The remuneration of Mr. An will be determined by the remuneration committee and the Board with reference to his duties and responsibilities with the Company as well as prevailing market rates. The respective remuneration is subject to review by the remuneration committee and the Board from time to time. In addition, Mr. An is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Mr. An, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhao Jianbo（趙劍波）("Mr. Zhao"), aged 51, was appointed as an independent non-executive Director on 1 March 2019. Mr. Zhao is responsible for supervising and providing independent judgment to the Board. He is also a member of the audit committee, the remuneration committee and the nomination committee of the Company. In June 1997, Mr. Zhao joined Chiatal Qingchunbao Pharmaceutical Co., Ltd（正大青春寶藥業有限公司）as an administrative assistant and was a regional manager of Guangxi Province when he left in April 2006. He subsequently joined Beingmate Baby & Child Food Co., Ltd（貝因美嬰童食品股份有限公司）(Stock code: 002570), whose shares are listed on Shenzhen Stock Exchange and is principally engaged in the manufacture, R&D and sales of baby and child food, as a general manager assistant of the franchising department in October 2008 and was the general manager of Fuzhou Beingmate Baby & Child Food Co., Ltd（福州貝因美嬰童食品有限公司）, which is a subsidiary of Beingmate Baby & Child Food Co., Ltd, when he left in January 2015. In May 2016, Mr. Zhao founded Hangzhou Maijing Trading Co., Ltd（杭州邁境貿易有限公司）and served as the legal representative and general manager since then. Mr. Zhao

obtained a bachelor's degree in of business administration from International Business University of Beijing（北京國際商務學院）in July 1999. Save as disclosed above, Mr. Zhao does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhao did not have any long or short position in the Company pursuant to Part XV of SFO. Mr. Zhao has entered into a letter of appointment with the Company for a fixed term of three years commencing from the date thereof and will continue, subject to retirement and rotation in accordance with the Articles of Association. Mr. Zhao is entitled to an annual emolument of RMB36,000 which has been determined by the Board with reference to his duties and experience. Mr. Zhao has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Ms. Zhou Li（周禮）("Ms. Zhou"), aged 47, was appointed as an independent non-executive Director on 1 March 2019. Ms. Zhou is responsible for supervising and providing independent judgment to the Board. She is also the chairperson of the remuneration committee and a member of the audit committee and the nomination committee. From October 2003 to November 2005, Ms. Zhou worked in UT Starcom Co., Ltd (UT 斯達康通迅有限公司), which is a telecom infrastructure provider as a software engineer. She then joined Shaoxing Changfeng Textile Company Limited（紹興昌豐紡織有限公司), which is principally engaged in manufacture, sales and import and export textile business, as a vice chairperson and general manager from December 2005 to March 2012. She subsequently worked in Hainan Kairui Property Company Limited（海南凱瑞置業有限公司）as a vice general manger, with responsibilities of overseeing the properties sales and operation since March 2012. Ms. Zhou obtained a bachelor degree in applied mathematics in September 2001 and a master degree in laboratory of CAD & computer graphics in June 2004 from Zhejiang University（浙江大學), the PRC. Save as disclosed above, Ms. Zhou does not hold any directorship in other listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Zhou did not have any long or short position in the Company pursuant to Part XV of SFO. Ms. Zhou has entered into a letter of appointment with our Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other. Ms. Zhou is subject to retirement by rotation at least once every three years and in accordance with the memorandum and articles of association of the Company. Ms. Zhou is entitled to an annual emolument of RMB36,000 which has been determined by the Board with reference to her duties and experience.

Save for the director's fee, Ms. Zhou is not entitled to any other remuneration. In addition, Ms. Zhou is not aware of any other matters that need to be brought to the attention of the Shareholders. As advised by Ms. Zhou, there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of each of the aforesaid Directors and there is no information which is discloseable nor is/was the aforesaid Directors involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for 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.

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.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

The Repurchase Mandate will enable the Directors to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing the relevant ordinary resolution in the Annual General Meeting. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares.

REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchase of Shares may, depending on the 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.

FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for the purpose of repurchases of Shares and in accordance with the Company's memorandum of association, the Articles of Association, the Cayman Companies Act, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may 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 Cayman Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Act, out of capital.

GENERAL

As at the Latest Practicable Date, to the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) 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 (as defined in the Listing Rules) 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.

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

IMPACT OF SHARE REPURCHASE

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the interests of the Company. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such 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.

SHARE PRICES

The highest and lowest trading prices at which the Shares were traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

Month	Highest	Lowest
	HK$	*HK$*
January 2025	0.128	0.120
February 2025	0.125	0.111
March 2025	0.123	0.108
April 2025	0.117	0.097
May 2025	0.117	0.101
June 2025	0.120	0.102
July 2025	0.135	0.108
August 2025	0.135	0.108
September 2025	0.160	0.133
October 2025	0.145	0.134
November 2025	0.140	0.104
December 2025	0.130	0.112
January 2026	0.125	0.106
February 2026	0.115	0.105
March 2026	0.110	0.095
April 2026 *(up to the Latest Practicable Date)*	0.096	0.086

TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

As at the Latest Practicable Date, to the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, had any present intention to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

If as a result of a repurchase of 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 of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Yu Dingxin, Mr. Pan Wei and Mr. Xu Jiong, being the controlling shareholders of the Company (as defined in the Listing Rules), were interested in 702,312,000 Shares, representing 70.2312% of the total issued share capital of the Company.

As the shareholding of Mr. Yu Dingxin, Mr. Pan Wei and Mr. Xu Jiong in the Company is more than 50% in aggregate, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

途屹控股

Tu Yi Holding Company Limited

途屹控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1701)

Notice is hereby given that the Annual General Meeting (the "**AGM**") of Tu Yi Holding Company Limited (the "**Company**") will be held at Room 102, 1/F, Haihua Jialian Commercial Building, 586 Jianguobei Road, Xiacheng District, Hangzhou City, ZheJiang Province, the PRC on 25 May 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

2. (a) To re-elect Mr. An Jiajin as Director;

   (b) To re-elect Mr. Zhao Jianbo as Director; and

   (c) To re-elect Ms. Zhou Li as Director.

3. To authorise the board of Directors (the "**Board**") of the Company to fix the respective Directors' remuneration.

4. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditors and to authorise the Board to fix their remuneration.

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

   "**THAT**:

   (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

   (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted,

the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

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

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

(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 laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

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

"**THAT**:

(a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

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

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme 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 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 of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

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

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

(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 laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares 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 exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

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

"**THAT** conditional upon the passing of the resolutions as set out in items 5 and 6 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution."

By order of the Board
Tu Yi Holding Company Limited
YU Dingxin
Chairman and executive Director

Hong Kong, 24 April 2026

Notes:

1. All the resolutions set out in this notice shall be decided by poll.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the 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 of attorney or authority, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on 23 May 2026 (Hong Kong time) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. In the case of joint holders of shares in the Company, 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), seniority being determined by the order in which names stand in the register of members.

5. The record date for the purpose of determining the eligibility of the Shareholders of the Company to attend and vote at the Annual General Meeting is Monday, 25 May 2026. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Wednesday, 20 May 2026 to Monday, 25 May 2026, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to qualify for the right to attend and vote at the forthcoming AGM, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 19 May 2026.

6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Yu Dingxin, Mr. Pan Wei, Mr. Xu Jiong and Mr. An Jiajin as executive directors; and Mr. Zhao Jianbo, Ms. Zhou Li and Mr. Ying Luming as independent non-executive directors.