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 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 **Neway Group Holdings Limited**, you should at once hand or forward this circular and the related proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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NEWAY GROUP HOLDINGS LIMITED
中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

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

A notice of the 2026 AGM to be held at Unit 1107, Level 11, Tower II, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong on Friday, 12 June 2026 at 10:30 a.m. (Hong Kong time) is set out on pages 12 to 17 of this circular. Whether or not you intend to attend and vote at the 2026 AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:30 a.m. (Hong Kong time) on Wednesday, 10 June 2026 or not later than 48 hours before the time appointed for holding any adjourned or postponed meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2026 AGM or any adjournment or postponement thereof should you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

27 April 2026

* *For identification purpose only*

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DEFINITIONS

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

"2026 AGM"	the annual general meeting of the Company to be held at Unit 1107, Level 11, Tower II, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong on Friday, 12 June 2026 at 10:30 a.m. (Hong Kong time) or any adjournment or postponement thereof
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"business day"	has the meaning ascribed to it under the Listing Rules
"Bye-laws"	the bye-laws of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Company"	Neway Group Holdings Limited, a company incorporated in Bermuda with limited liability, and the issued Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general and unconditional mandate to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution granting such mandate

"Latest Practicable Date"	21 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	the general and unconditional mandate to repurchase Shares of up to 10% of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
"Shareholder(s)"	the holder(s) of the Share(s)
"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong (as amended from time to time)
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

NEWAY GROUP HOLDINGS LIMITED
中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

Executive Directors:
Mr. SUEK Ka Lun, Ernie
(Chairman and Chief Executive Officer)
Mr. SUEK Chai Hong

Non-Executive Directors:
Dr. NG Wai Kwan
Mr. CHAN Kwing Choi, Warren
Mr. WONG Sun Fat

Independent Non-Executive Directors:
Mr. LEE Kwok Wan
Mr. CHU Gun Pui
Ms. SIN Chui Pik, Christine

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in Hong Kong:
Units Nos. 1107-1111,
Level 11, Tower II,
Grand Century Place,
193 Prince Edward Road West,
Mongkok, Kowloon,
Hong Kong

27 April 2026

To the Shareholders,

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the 2026 AGM. These include, among others, the grant to the Directors the Issue Mandate and the Repurchase Mandate and the re-election of the Directors.

* *For identification purpose only*

GENERAL MANDATE TO REPURCHASE SHARES

On 13 June 2025, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the 2026 AGM. At the 2026 AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the 2026 AGM.

GENERAL MANDATE TO ISSUE SHARES

On 13 June 2025, a general mandate was granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the 2026 AGM. At the 2026 AGM, an ordinary resolution will be proposed to grant to the Directors the Issue Mandate to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares out of treasury) up to a maximum of 20% of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution.

In addition, an ordinary resolution will further be proposed at the 2026 AGM to add any Shares repurchased under the Repurchase Mandate to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate.

The Repurchase Mandate and the Issue Mandate, if granted to the Directors, shall be in force until the conclusion of the next annual general meeting of the Company or until revoked or varied by way of ordinary resolution of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

PROPOSED RE-ELECTION OF DIRECTORS

Mr. SUEK Chai Hong, Mr. WONG Sun Fat and Ms. SIN Chui Pik, Christine will retire as Directors by rotation at the 2026 AGM pursuant to bye-law 87(1) of the Bye-laws. Mr. SUEK Chai Hong and Ms. SIN Chui Pik, Christine, being eligible, will offer themselves for re-election at the 2026 AGM whilst Mr. WONG Sun Fat has indicated that he will not offer himself for re-election at the 2026 AGM.

The Nomination Committee has considered the nomination of Mr. SUEK Chai Hong and Ms. SIN Chui Pik, Christine for re-election at the 2026 AGM in accordance with the Company's needs, nomination policy and board diversity policy, taking into account a number of considerations (including, but not limited to, their respective perspectives, skills, knowledge and experience).

The Nomination Committee has also reviewed the independence of Ms. SIN Chui Pik, Christine based on the independence guidelines set out in Rule 3.13 of the Listing Rules and is of the view that she is independent and possesses the required skills, qualifications, experience and integrity to be an independent non-executive Director.

Accordingly, the Nomination Committee (with Ms. SIN Chui Pik, Christine abstained from voting in respect of her own re-election) recommended Mr. SUEK Chai Hong and Ms. SIN Chui Pik, Christine to stand for re-election at the 2026 AGM.

The Board, having considered the recommendation of the Nomination Committee, believes that the invaluable knowledge and experience of the aforesaid Directors continue to be of significant benefit to the Company and that the aforesaid Directors are able to continue to fulfil their roles as required and thus accepts the nomination by the Nomination Committee and recommends all of them to stand for re-election at the 2026 AGM.

Biographical details of the Directors seeking for re-election at the 2026 AGM are set out in Appendix II to this circular.

NOTICE OF THE 2026 AGM

Notice of the 2026 AGM is set out on pages 12 to 17 of this circular. A proxy form for appointing proxy together with this circular are published on the designated websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.newaygroup.com.hk). Whether or not you intend to attend and vote at the 2026 AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 10:30 a.m. (Hong Kong time) on Wednesday, 10 June 2026 or not later than 48 hours before the time appointed for any adjourned or postponed meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2026 AGM or any adjournment or postponement thereof should you so wish and in such event, the proxy form previously submitted shall be deemed to be revoked.

VOTING AT THE 2026 AGM

Pursuant to the Listing Rules, 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 2026 AGM. An announcement of the poll results will be published by the Company after the 2026 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2026 AGM under the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the 2026 AGM, the register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive, during which no transfer of Shares will be effected. In order to be entitled to attend and vote at the 2026 AGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 8 June 2026.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

RECOMMENDATION

The Directors consider that the proposed grant of the Repurchase Mandate and Issue Mandate to the Directors, and the proposed re-election of the Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions set out in the notice of the 2026 AGM.

Yours faithfully,
On behalf of the Board
NEWAY GROUP HOLDINGS LIMITED
SUEK Ka Lun, Ernie
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 253,359,456 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company before the holding of the 2026 AGM, the Company will be allowed to repurchase a maximum of 25,335,945 Shares, representing 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution.

2. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Company's Memorandum of Association and the Bye-laws as amended from time to time, and the applicable laws of Bermuda.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate will be funded out of retained profits which are legally available for the purpose of making the proposed repurchases in accordance with the Company's Memorandum of Association, the Bye-laws and the applicable laws of Bermuda.

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 latest published audited accounts contained in the annual report for the year ended 31 December 2025) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed period within which the Repurchase Mandate remains in force. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing positions of the Company.

4. STATUS OF REPURCHASED SHARES

Shares repurchased by the Company may be held by the Company in treasury or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchase. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) not, or procure its broker not to, give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:

	Share Prices Per Share	
Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
April	0.182	0.142
May	0.198	0.154
June	0.223	0.173
July	0.220	0.180
August	0.235	0.186
September	0.210	0.175
October	0.205	0.175
November	0.190	0.140
December	0.195	0.132
2026		
January	0.171	0.138
February	0.170	0.157
March	0.167	0.111
April (up to and including the Latest Practicable Date)	0.195	0.130

6. GENERAL

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Company confirms that neither the explanatory statement in this Appendix I nor the proposed repurchases has any unusual features.

The Directors will, so far as the same may be applicable, only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda, the Company's Memorandum of Association and the Bye-laws.

The Company has not been notified by any core connected person of the Company (as defined in the Listing Rules) that he/she/it has a present intention to sell, or has undertaken not to sell, any Shares held by him/her/it to the Company, if the Repurchase Mandate is approved by the Shareholders.

If, on the exercise of the power of the Company 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 purposes 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 of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code to acquire all Shares not already owned by him/her/it/them.

As at the Latest Practicable Date, to the best of the Directors' knowledge having made all reasonable enquiries, they are not aware of any consequence which will arise under the Takeovers Code as a result of any repurchases pursuant to the Repurchase Mandate. The Directors have no intention to repurchase Shares to such extent that would give rise to an obligation of a Shareholder to make a mandatory offer under the Takeovers Code or result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

The following are the biographical details of the Directors seeking for re-election at the 2026 AGM:

1. **Mr. SUEK Chai Hong ("Mr. SUEK")**, aged 64, has been appointed as an executive Director since 1992 and was appointed as the Chief Executive Officer from August 2009 to July 2025. He is also a director of a number of subsidiaries of the Company. Mr. SUEK obtained a Bachelor degree of Business Administration in Finance from the York University, Canada. He has more than 35 years of experience in marketing and is responsible for running the Company's businesses and developing and implementing the Group's strategic plans and business goals. Mr. SUEK has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

   Mr. SUEK is the uncle of Mr. SUEK Ka Lun, Ernie, an executive Director, the chairman and the chief executive officer of the Company.

   As at the Latest Practicable Date, Mr. SUEK beneficially owned 700,000 ordinary shares in the capital of the Company within the meaning of Part XV of the SFO.

   Mr. SUEK has not entered into any service contract with the Company and there is no designated length of service. No period of notice or compensation has been set for the termination of his director service. Mr. SUEK's term of service as an executive Director is subject to retirement by rotation and re-election and other relevant provisions as stipulated in the Bye-laws and the Listing Rules. Mr. SUEK is entitled to receive a salary of HK$780,000 per annum which was determined by the Board with reference to the Company's operating results, his performance, duties and responsibilities with the Company as well as market practice and conditions.

   Save as disclosed above, Mr. SUEK confirmed that there is no information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter concerning him that needs to be brought to the attention of the Shareholders.

2. **Ms. SIN Chui Pik, Christine ("Ms. SIN")**, aged 47, was appointed as an independent non-executive Director in September 2023. Ms. SIN is currently a member of the Audit Committee, the Nomination Committee and the Remuneration Committee. She holds a Bachelor's degree of Business Administration in accounting from Hong Kong Baptist University in 2001. Ms. SIN is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants.

Ms. SIN has over 23 years of accounting and auditing experience. She worked for Deloitte Touche Tohmatsu, an international public accounting and auditing firm, from 2001 to 2004 and from 2005 to 2014, where she last served as a manager. Ms. SIN is currently an executive director and a member of the remuneration committee of Medicskin Holdings Limited ("Medicskin", together with its subsidiaries, "Medicskin Group"), a company listed on GEM of the Stock Exchange with stock code 8307. She has also been the chief financial officer of Medicskin Group and the company secretary of Medicskin since 2014. Save as aforesaid, Ms. SIN has not held any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Ms. SIN (i) did not have any relationship with any Directors, senior management, substantial or controlling Shareholders; and (ii) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Ms. SIN and the Company, Ms. SIN has been appointed for a term of three years commenced from 28 September 2023 to 27 September 2026 subject to retirement by rotation and re-election and other related provisions as stipulated in the Bye-laws and the Listing Rules and the terms and conditions of her letter of appointment. Ms. SIN is entitled to receive a director's fee of HK$120,000 per annum which was determined by the Board with reference to the Company's operating results, her performance, duties and responsibilities with the Company as well as market practice and conditions.

Save as disclosed above, Ms. SIN confirmed that there is no information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter concerning her that needs to be brought to the attention of the Shareholders.

NEWAY GROUP HOLDINGS LIMITED
中星集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00055)

NOTICE IS HEREBY GIVEN that the 2026 annual general meeting (the "**Meeting**") of Neway Group Holdings Limited (the "**Company**") will be held at Unit 1107, Level 11, Tower II, Grand Century Place, 193 Prince Edward Road West, Mongkok, Kowloon, Hong Kong on Friday, 12 June 2026 at 10:30 a.m. (Hong Kong time) for the following purposes:

ORDINARY RESOLUTIONS

1. To adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 31 December 2025.

2. A. To re-elect Mr. SUEK Chai Hong as a director of the Company; and

   B. To re-elect Ms. SIN Chui Pik, Christine as a director of the Company.

3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

* *For identification purpose only*

5. A. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its shares in the share capital of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose in accordance with all applicable laws and the regulations including but not limited to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") be and is hereby generally and unconditionally approved;

(b) the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) 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

(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 to be held by the bye-laws of the Company, the laws of Bermuda or any other applicable laws; and

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

B. "**THAT**:

(a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules), if any, out of treasury if permitted under the Listing Rules) 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 to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted, issued or dealt with (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted, issued or dealt with (or transferred out of treasury) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

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

(ii) 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 pursuant to the bye-laws of the Company;

(iii) any share option scheme or similar arrangement of the Company from time to time being adopted for the grant or issue of Shares or rights to acquire Shares; or

(iv) a specific authority granted or to be granted by the shareholders of the Company in a general meeting,

shall not exceed 20 per cent of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) 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

(e) 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 to be held by the bye-laws of the Company, the laws of Bermuda or any other applicable laws; and

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

"**Rights Issue**" means an offer of the Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of the Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of the Shares as at that date (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 or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

C. "**THAT** conditional upon the passing of ordinary resolutions 5A and 5B as set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares (or sell or transfer any treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), if any) in the share capital of the Company pursuant to ordinary resolution 5B set out in the notice convening this meeting be and is hereby extended by the addition thereto the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 5A set out in the notice convening this meeting."

On behalf of the Board
NEWAY GROUP HOLDINGS LIMITED
SUEK Ka Lun, Ernie
Chairman and Chief Executive Officer

27 April 2026

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her/its behalf. A proxy needs not be a member of the Company.

2. For determining the entitlement of the members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive, during which no transfer of shares of the Company will be effected. The record date for determining the entitlement to attend and vote at the Meeting is Friday, 12 June 2026. In order to be entitled to attend and vote at the Meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 8 June 2026.

3. To be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be deposited 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 by 10:30 a.m. (Hong Kong time) on Wednesday, 10 June 2026 or not less than 48 hours before the time appointed for holding of any adjourned or postponed meeting thereof.

4. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment or postponement thereof should he/she/it so wishes and in such event, the proxy form previously submitted shall be deemed to be revoked.

5. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

6. If a tropical cyclone warning signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning is in force at or at any time after 7:30 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited (http://www.hkexnews.hk) and the website of the Company (http://www.newaygroup.com.hk) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.

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

8. As at the date of this notice, the board of directors of the Company comprises Mr. SUEK Ka Lun, Ernie (Chairman and Chief Executive Officer) and Mr. SUEK Chai Hong being the executive directors; Dr. NG Wai Kwan, Mr. CHAN Kwing Choi, Warren and Mr. WONG Sun Fat being the non-executive directors; and Mr. LEE Kwok Wan, Mr. CHU Gun Pui and Ms. SIN Chui Pik, Christine being the independent non-executive directors.