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 licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SUNDART HOLDINGS LIMITED 承達集團有限公司, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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SUNDART HOLDINGS LIMITED
承達集團有限公司

(incorporated under the laws of British Virgin Islands with limited liability)

(Stock code: 1568)

PROPOSALS FOR
(1) DECLARATION OF FINAL DIVIDEND;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(3) RE-ELECTION OF DIRECTORS;
(4) RE-APPOINTMENT OF AUDITOR;
(5) ADOPTION OF THE THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of SUNDART HOLDINGS LIMITED 承達集團有限公司 to be held at 19/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong on Monday, 1 June 2026 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sundart.com). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

28 April 2026

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

"AGM"	the annual general meeting of the Company to be held at 19/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong on Monday, 1 June 2026 at 10:00 a.m. (or any adjournment thereof), a notice of which is set out on pages 21 to 25 of this circular
"Articles of Association"	the second amended and restated articles of association of the Company, currently in force
"Audit Committee"	the audit committee of the Board
"Beijing Jiangheyuan"	北京江河源控股有限公司 (Beijing Jiangheyuan Holdings Co., Ltd.*), a company established in the PRC with limited liability and a controlling shareholder of the Company
"Board"	the board of Directors
"BVI"	the British Virgin Islands
"Caiyun International"	Caiyun International Investment Limited (彩雲國際投資有限公司), a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of Yunnan Co and a substantial shareholder of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	SUNDART HOLDINGS LIMITED 承達集團有限公司, a company incorporated in the BVI with limited liability, the shares of which are listed on the Stock Exchange (stock code: 1568)
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules, and in the context of the Company, means Mr. Liu, Ms. Fu, Beijing Jiangheyuan, Jangho Co, Jangho HK and Reach Glory
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"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"	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM
"Jangho Co"	江河創建集團股份有限公司 (Jangho Group Company Limited*), a joint stock limited company established in the PRC (the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601886)) and a controlling shareholder of the Company
"Jangho HK"	Jangho Hong Kong Holdings Limited (江河香港控股有限公司), a company incorporated in Hong Kong with limited liability, a wholly-owned subsidiary of Jangho Co and a controlling shareholder of the Company
"Latest Practicable Date"	17 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 of Hong Kong Limited, as amended from time to time
"Macau"	the Macau Special Administrative Region of the PRC
"Memorandum"	the amended and restated memorandum of association of the Company, as amended from time to time
"Mr. Liu"	Mr. Liu Zaiwang (劉載望), the non-executive Director, a controlling shareholder of the Company and the spouse of Ms. Fu
"Ms. Fu"	Ms. Fu Haixia (富海霞), a controlling shareholder of the Company and the spouse of Mr. Liu
"New Articles"	the third amended and restated articles of association of the Company incorporating the Proposed Amendments to be adopted by way of special resolution at the AGM
"Nomination Committee"	the nomination committee of the Board

"PRC"	the People's Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan
"Proposed Amendments"	the proposed amendments to the Articles of Association provided on the Company's website (www.sundart.com) at "Memorandum and Articles of Association" under the "Investor Relations" section, a summary of which is set out in Appendix III to this circular
"Reach Glory"	REACH GLORY INTERNATIONAL LIMITED, a company incorporated in the BVI with limited liability, a wholly-owned subsidiary of Jangho HK and a controlling shareholder of the Company
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Singapore"	the Republic of Singapore
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"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 thereto under the Listing Rules
"Yunnan Co"	雲南省康旅控股集團有限公司 (Yunnan Health & Cultural Tourism Holding Group Co., Ltd.*), a company established in the PRC with limited liability and a substantial shareholder of the Company
"%"	per cent

* *The English translations of the Chinese names of companies established in the PRC are for identification purposes only.*

SUNDART HOLDINGS LIMITED
承達集團有限公司

(incorporated under the laws of British Virgin Islands with limited liability)
(Stock code: 1568)

Executive Directors:
Mr. Ng Tak Kwan *(Chief Executive Officer)*
Mr. Ng Chi Hang
Mr. Ding Jingyong
Mr. Guan Yihe
Mr. Xie Jianyu (Chief Financial Officer)

Non-executive Director:
Mr. Liu Zaiwang *(Chairman)*

Independent non-executive Directors:
Ms. Tam Yin Ming Cecilia
Mr. Huang Pu
Mr. Li Zheng

Registered office:
Commerce House
Wickhams Cay 1, P.O. Box 3140
Road Town, Tortola
British Virgin Islands VG1110

Headquarters and principal place of business in Hong Kong:
19/F, Millennium City 3
370 Kwun Tong Road
Kowloon
Hong Kong

28 April 2026

To the Shareholders

Dear Sirs or Madams,

PROPOSALS FOR
(1) DECLARATION OF FINAL DIVIDEND;
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(3) RE-ELECTION OF DIRECTORS;
(4) RE-APPOINTMENT OF AUDITOR;
(5) ADOPTION OF NEW ARTICLES;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM for the approval of (a) the declaration of final dividend; (b) the Issue Mandate; (c) the Repurchase Mandate; (d) the re-election of Directors; (e) the re-appointment of auditor; and (f) the adoption of New Articles, and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, to approve such matters.

PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK5 cents per Share for the year ended 31 December 2025 to the Shareholders whose names appear on the register of members of the Company at the close of business on 9 June 2026. The proposed final dividend, if approved by the Shareholders at the AGM, is expected to be paid on 18 June 2026.

GENERAL MANDATES TO ISSUE AND PURCHASE SHARES

Pursuant to the ordinary resolutions of the Company passed at the last annual general meeting of the Company held on 2 June 2025 (the "**2025 AGM**"), the Directors were granted by the then Shareholders (a) a general unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of the 2025 AGM; (b) a general unconditional mandate to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the 2025 AGM; and (c) the power to extend the general unconditional mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the general unconditional mandate to repurchase securities referred to in (b) above (up to 10% of the total number of Shares in issue as at the date of the 2025 AGM).

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, *inter alia*, will be proposed:

(a) to grant the Issue Mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of such resolution;

(b) to grant the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of such resolution; and

(c) conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by an amount representing the aggregate number of Shares repurchased under the Repurchase Mandate (up to 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing of the resolution for approving the Repurchase Mandate).

The full texts of the above resolutions are set out in resolutions numbered 5 to 7 in the notice of the AGM contained in pages 22 to 24 of this circular.

Each of the Issue Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the Company is required by any applicable laws of the BVI or the Articles of Association to hold its next annual general meeting; or (c) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

Under Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. The explanatory statement is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, of which the executive Directors are Mr. Ng Tak Kwan, Mr. Ng Chi Hang, Mr. Ding Jingyong, Mr. Guan Yihe and Mr. Xie Jianyu; the non-executive Director is Mr. Liu; and the independent non-executive Directors are Ms. Tam Yin Ming Cecilia, Mr. Huang Pu and Mr. Li Zheng.

In compliance with code provision B.2.2 as set out in the Corporate Governance Code contained in Appendix C1 to the Listing Rules, every director should be subject to retirement by rotation at least once every three years. Furthermore, pursuant to article 75(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Pursuant to the aforesaid provisions, three of the Directors, namely Mr. Liu Zaiwang, Mr. Ng Chi Hang and Mr. Huang Pu shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Particulars of each of the Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

Set out below is information relating to the resolution to be proposed at the AGM for re-electing Mr. Huang Pu as an independent non-executive Director pursuant to code provision B.3.4 as set out in the Corporate Governance Code contained in Appendix C1 to the Listing Rules.

The Company has in place a nomination policy (the "**Nomination Policy**") which sets out the selection criteria and procedures to be adopted when considering candidates to be appointed or re-elected as Directors. In assessing the re-election of Mr. Huang Pu as an independent non-executive Director, the Nomination Committee has considered his overall contribution and service to the Company, reviewed his expertise and professional qualifications to determine whether he satisfies the selection criteria under the Nomination Policy and considered the number of listed company directorship held by him. In addition, the Nomination Committee has also taken into account the diversity aspects (including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge). The appointment of Mr. Huang Pu was considered against the said objective criteria and based on merits, having due regard for the benefits of diversity on the Board.

The Nomination Committee considers that Mr. Huang Pu has the reputation for integrity to act as a Director and possesses broad and extensive experience and professional knowledge in the fields of management, economics and finance to bring objective and unfettered independent judgement and valuable contributions to the Board, through scrutinising and monitoring the Group's affairs with a view to safeguarding the interests of the Group and the Shareholders.

In assessing the independence of Mr. Huang Pu, the Nomination Committee has assessed the independence of Mr. Huang Pu pursuant to Rule 3.13 of the Listing Rules. Mr. Huang Pu served the Company for more than 10 years. During the period of his tenure, he has provided independent professional advice and insight to the Board. He has never been involved in the daily management of the Company. The Nomination Committee considered that the long service of Mr. Huang Pu will not affect his exercise of independent judgment. The Nomination Committee was satisfied with the independence of Mr. Huang Pu, and he remains independent.

PROPOSED RE-APPOINTMENT OF AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2025 were audited by the auditor of the Company, BDO Limited, whose term of office will expire upon the AGM.

The Board proposed to re-appoint BDO Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

PROPOSED AMENDMENTS AND THE ADOPTION OF THE NEW ARTICLES

The Board proposes to amend the Articles of Association and to adopt the New Articles in order to (i) bring the Articles of Association up to date with the current requirements of the Listing Rules relating to hybrid/electronic meetings and electronic communication; and (ii) incorporate certain housekeeping amendments.

The major Proposed Amendments are summarised below:

1. **Additional forms of general meeting**: Provisions enabling the Company to hold physical, electronic or hybrid general meetings, with rules governing electronic participation and ensuring proper conduct of meetings and voting in line with the core shareholder protection standards set out in Appendix A1 to Listing Rules.

2. **Facilitation of electronic instructions from Shareholders**: Provisions enabling Shareholders to send meeting instructions, such as proxy, electronically to the Company.

3. **Facilitation of electronic communication**: Provisions enabling any notice or document of the Company to be given or issued by means of electronic communication or publication on the websites of the Company or the Stock Exchange, subject to applicable regulations. Provisions were also made for electronic voting and communication during meetings.

4. **Housekeeping amendments**: Necessary and consequential updates to align the Articles of Association with applicable laws of the BVI and Listing Rules, including improved wording and structure for better clarity and consistency.

The legal advisers to the Company as to the applicable laws of Hong Kong and the BVI have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not violate the applicable laws of the BVI. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a BVI company listed on the Stock Exchange. The Proposed Amendments and adoption of the New Articles are subject to approval by the Shareholders by way of a special resolution at the AGM, and the New Articles will become effective upon filing and registration with the Registrar of Corporate Affairs in the BVI following the approval by the Shareholders at the AGM.

A summary of the Proposed Amendments is set out in Appendix III to this circular. The full text of the New Articles (both marked up to show the changes compared to the Articles of Association, and as a clean document) are available in English and Chinese at "Memorandum and Articles of Association" under the "Investor Relations" section on the Company's website (www.sundart.com). The Chinese translation of the New Articles is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail. A copy of the New Articles will also be available for inspection at the Company's headquarters and principal place of business in Hong Kong at 19/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong during normal business hours on any business day (excluding Saturday) from the date of this circular up to and including 1 June 2026.

AGM AND PROXY ARRANGEMENT

A notice of the AGM is set out on pages 21 to 25 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 27 May 2026 to 1 June 2026, both days inclusive, during which no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Company's Hong Kong branch share 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, 26 May 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 circular misleading.

RECOMMENDATIONS

The Directors consider that all the proposed resolutions are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
SUNDART HOLDINGS LIMITED
承達集團有限公司
Ng Tak Kwan
Chief Executive Officer and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration 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 shares on the Stock Exchange and any other stock exchange on which securities of such company are listed and such exchange 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.

SHARES

As at the Latest Practicable Date, there were a total of 2,158,210,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate number of the Shares in issue (excluding treasury shares) as at the date of passing of the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 215,821,000 Shares.

The Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the expiration of the period within which the Company is required by any applicable laws of the BVI or the Articles of Association to hold its next annual general meeting; or (c) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

FUNDING OF REPURCHASE

In purchasing its own securities, the Company will only apply funds legally available for such purposes in accordance with the Memorandum and Articles of Association and the applicable laws and regulations of the BVI. Any repurchase by the Company may only be made if the value of the Company's assets exceeds its liabilities and the Company is able to pay its debts as they fall due. The Company shall not repurchase its own Shares 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 prevailing from time to time.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

The Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, applicable laws, market conditions and its 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) 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.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

The Directors consider that there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2025 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

EXERCISE OF THE REPURCHASE MANDATE BY DIRECTORS

The Directors will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the BVI.

THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares by the Company, 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 Rule 32 of the Takeovers Code.

Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code. As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders had an interest in 5% or more of the total number of the issued Shares (excluding treasury shares):

Name of Shareholder	Nature of interests/capacity	Number of Shares	Approximate percentage of shareholding in the Company	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Reach Glory	Beneficial owner	1,281,516,117	59.38%	65.98%
Jangho HK *(Note 1)*	Interest in controlled corporation	1,281,516,117	59.38%	65.98%
Jangho Co *(Note 2)*	Interest in controlled corporation	1,281,516,117	59.38%	65.98%
Beijing Jiangheyuan *(Note 3)*	Interest in controlled corporation	1,281,516,117	59.38%	65.98%
Mr. Liu *(Note 4)*	Interest in controlled corporation	1,281,516,117	59.38%	65.98%
Ms. Fu *(Note 5)*	Interest of spouse	1,281,516,117	59.38%	65.98%
Caiyun International	Beneficial owner	353,144,337	16.36%	18.18%
Yunnan Co *(Note 6)*	Interest in controlled corporation	353,144,337	16.36%	18.18%

Notes:

1. Reach Glory was beneficially wholly-owned by Jangho HK and therefore Jangho HK was deemed to be interested in the Shares held by Reach Glory under the SFO.

2. Jangho HK was beneficially wholly-owned by Jangho Co and therefore Jangho Co was deemed to be interested in the Shares indirectly held by Jangho HK through Reach Glory under the SFO.

3. Ms. Fu, the spouse of Mr. Liu, was the sole director of Beijing Jiangheyuan. The board of directors of Jangho Co was controlled by Beijing Jiangheyuan and therefore Beijing Jiangheyuan was deemed to be interested in the Shares indirectly held by Jangho Co through Jangho HK and Reach Glory under the SFO.

4. Jangho Co was approximately 27.86% beneficially owned by Beijing Jiangheyuan (a company which was 85% and 15% beneficially owned by Mr. Liu and his spouse, Ms. Fu, respectively) and approximately 25.53% beneficially owned by Mr. Liu and therefore, Mr. Liu was deemed to be interested in the Shares indirectly held by Jangho Co through Jangho HK and Reach Glory under the SFO.

5. Ms. Fu is the spouse of Mr. Liu and was therefore deemed to be interested in the Shares indirectly held by Mr. Liu under the SFO.

6. Caiyun International was beneficially wholly-owned by Yunnan Co and therefore Yunnan Co was deemed to be interested in the Shares held by Caiyun International under the SFO.

Save as disclosed above, no other interests or short position in the Shares or underlying Shares were recorded in the register required to be kept under section 336 of the SFO as at the Latest Practicable Date.

Based on the current holding of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the percentage of Shares held by the public was approximately 24.26%, which remained below the minimum percentage of public shareholding of 25% as required under Rule 13.32B(1) of the Listing Rules. Therefore, the Directors have no present intention to exercise the Repurchase Mandate before the restoration of the Company's public float as required under the Listing Rules.

SHARE REPURCHASE MADE BY THE COMPANY

No Shares have been purchased by the Company on the Stock Exchange in the six months preceding the Latest Practicable Date.

SHARE PRICES

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

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.75	0.67
May	0.79	0.73
June	0.75	0.57
July	0.94	0.67
August	0.95	0.66
September	0.77	0.68
October	0.77	0.70
November	0.77	0.72
December	0.77	0.73
2026		
January	0.85	0.73
February	0.90	0.78
March	0.89	0.71
April (up to the Latest Practicable Date)	0.76	0.71

NO UNUSUAL FEATURES

The Company confirmed that neither this Explanatory Statement nor the Repurchase Mandate has any unusual features.

The following are the particulars of the Directors (as required by the Listing Rules) being eligible and offering themselves for re-election at the AGM.

Mr. Liu, aged 54, is the non-executive Director and the chairman of the Board. Mr. Liu is primarily responsible for the overall strategy, investment planning and human resource strategy of the Group. He is also a member and the chairman of each of the Nomination Committee and internal control committee of the Board.

In February 1999, Mr. Liu founded Jangho Co, the controlling shareholder of the Company, the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601886), which is principally engaged in the industries of curtain wall, interior decoration and design. He is the legal representative, director and chairman of Jangho Co and is responsible for the overall management of Jangho Co. Mr. Liu also assumes several social positions including the deputy to the National People's Congress of Shunyi District, Beijing, the PRC（北京市順義區人大代表） and the vice-chairman of the board of the Northeastern University（東北大學), the PRC.

As at the Latest Practicable Date, Reach Glory, one of the controlling shareholders of the Company, was beneficially wholly owned by Jangho HK which was in turn beneficially wholly owned by Jangho Co. Jangho Co was approximately 27.86% beneficially owned by Beijing Jiangheyuan (a company which was 85% and 15% beneficially owned by Mr. Liu and his spouse, Ms. Fu, respectively) and approximately 25.53% beneficially owned by Mr. Liu and therefore, Mr. Liu was deemed to be interested in the Shares indirectly held by Jangho Co through Jangho HK and Reach Glory under the SFO. Save as disclosed herein, Mr. Liu was not interested or deemed to be interested in any Shares or underlying Shares or debentures within the meaning of Part XV of the SFO.

Mr. Liu is subject to retirement from office and re-election at the AGM and vacation of office in accordance with the Articles of Association. For the year ended 31 December 2025, Mr. Liu received director's emolument of HK$606,000, which was determined by the Board based on the recommendations of the Remuneration Committee, with reference to his duties and responsibilities with the Company and the market rate for his position.

Save as disclosed herein, Mr. Liu is not connected with any existing Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, Mr. Liu did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. Save as disclosed herein, there is no information relating to Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Liu that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Ng Chi Hang（**吳智恒**）, aged 50, is the executive Director. He is also a director of certain subsidiaries. Mr. Ng joined the Group as a quantity surveyor in Sundart Timber Products Company Limited in September 2005 and is mainly responsible for overseeing the overall operation of the Group in Macau and Singapore. Prior to joining the Group, Mr. Ng was a quantity surveyor of Bridgewater & Coulton Limited from April 2000 to September 2002.

Mr. Ng obtained a bachelor's degree of science in surveying from the University of Hong Kong, Hong Kong in December 1998 and a master's degree of science in construction and real estate from the Hong Kong Polytechnic University, Hong Kong in November 2004. He became a member of the Hong Kong Institute of Surveyors and professional member of the Royal Institution of Chartered Surveyors in February 2003. He has been a registered professional surveyor in the quantity surveying division of the Surveyors Registration Board of Hong Kong since April 2005.

As at the Latest Practicable Date, Mr. Ng was not interested or deemed to be interested in any Shares or underlying Shares or debentures within the meaning of Part XV of the SFO.

Mr. Ng is subject to retirement from office and re-election at the AGM and vacation of office in accordance with the Articles of Association. For the year ended 31 December 2025, Mr. Ng received director's emolument of HK$2,109,000, inclusive of discretionary bonus, which was determined by the Board based on the recommendations of the Remuneration Committee, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Ng is not connected with any existing Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Ng did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. Save as disclosed herein, there is no information relating to Mr. Ng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Ng that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Huang Pu（**黃璞**）, aged 53, is an independent non-executive Director. He is also a member of each of the Audit, Remuneration and Nomination Committees and the chairman of the Remuneration Committee. Mr. Huang worked in Huifu Investment Information Limited（匯富投資資訊有限公司）from May 2001 to June 2003. Mr. Huang has worked as a general manager at Beijing Xicheng Jinrui Investment Fund Management Co., Limited（北京熙誠金睿股權投資基金管理有限公司）since 28 June 2018. Currently, Mr. Huang is also an investment consultant in Beijing Dazhong Investment Co,. Ltd（北京大中投資有限公司）. He obtained a bachelor's degree in statistics, a master's degree in economics and a doctoral degree in finance from the Renmin University of China（中國人民大學）, the PRC in July 1993, July 1996 and July 1999, respectively.

As at the Latest Practicable Date, Mr. Huang was not interested or deemed to be interested in any Shares or underlying Shares or debentures within the meaning of Part XV of the SFO.

Mr. Huang is subject to retirement from office and re-election at the AGM and vacation of office in accordance with the Articles of Association. For the year ended 31 December 2025, Mr. Huang received director's fee of HK$360,000, which was determined by the Board based on the recommendations of the Remuneration Committee, with reference to his duties and responsibilities with the Company and the market rate for his position.

Mr. Huang is not connected with any existing Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Huang did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. Save as disclosed herein, there is no information relating to Mr. Huang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter in relation to the re-election of Mr. Huang that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Articles of Association will be replaced in their entirety by the New Articles. Set out below are the summary of the major Proposed Amendments, which have been incorporated in the New Articles.

(a) Conduct of general meetings (the New Articles 1, 47, 48, 50, 52 to 55G and 57)

The New Articles incorporate new and updated provisions allowing the Company to hold fully virtual (electronic meeting), hybrid or physical general meetings as specified in the notice of the relevant general meeting or as determined by the Board in its absolute discretion. New definitions in the New Article 1(1) (including "electronic meeting", "hybrid meeting", "physical meeting", "Meeting Location" and "Principal Meeting Place") and expanded interpretive provisions in the New Article 1(2) have been introduced for this purpose.

Members or their proxies attending a general meeting at any meeting location(s) or any Member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting (the New Article 55A(1)) and shall be counted in the quorum for and entitled to vote at the meeting (the New Article 55A(2)(b)). They may also exercise the right to speak, including the right to raise questions or make statements by means of electronic facilities (the New Article 1(2)(j)).

The New Articles provide that every notice of general meeting shall specify, *inter alia*, the time and date, the Principal Meeting Place (if any), and details of the electronic facilities (if applicable) (the New Article 50(2)).

The New Articles outline the power of the Board and/or the chairman of general meetings in making necessary arrangements for managing Members' attendance, participation, and/or voting at general meetings, and to specify in the notice of general meeting the circumstances under which the general meeting may be postponed automatically (e.g. where a number 8 or higher typhoon signal or black rainstorm warning is in force) (the New Article 55E).

Members or their proxies attending a general meeting must comply with all the arrangements, requirements and restrictions as set out in the notice of general meeting or as required by the Board or the chairman of the general meeting pursuant to the New Articles. Those seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so (the New Article 55F).

(b) Dissemination of corporate communications by means of website (the New Articles 149 to 151)

The New Articles 149, 150 and 151 permit dissemination of corporate communications (including Notices and actionable corporate communications) by electronic means or by placing them on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification. This allows the Company to send or supply corporate communications to Members by electronic communication or website publication and allows Members to register an electronic address, subject to the Listing Rules and other applicable laws.

(c) Electronic Communications and Modernised Interpretation (the New Article 1)

The interpretation section has been updated to embrace electronic and digital modes of communication and documentation.

New definitions in the New Article 1(1) include "address" (which now includes an electronic address), "electronic communication", "announcement", "electronic meeting", "hybrid meeting", "physical meeting", "Meeting Location" and "Principal Meeting Place". The definition of "Notice" has also been modified to include any corporate communication and actionable corporate communication and may be provided in physical or electronic form.

Expressions referring to "writing" now explicitly include electronic communications, digital documents and electronic display. References to documents being "signed" or "executed" include execution by electronic signature or by any other method, including electronic communication. A new provision clarifies that references to a "place" for the delivery, receipt, or payment of monies shall not preclude the use of electronic means.

(d) Receipt of instructions or other communications from Members using electronic means (the New Article 158)

The New Article 158 provides that the Company shall accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to "corporate communication" and "actionable corporate communications" within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine.

(e) Electronic payment of corporate action proceeds (the New Articles 132 and 158)

Additional language in the New Articles 132 and 158 explicitly permit the Company to pay any dividend, interest or other sum payable in cash or any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by electronic funds transfer on such terms and conditions as the Directors may determine.

(f) Housekeeping and other minor changes

Written resolutions of Directors

The New Article 114 permits adoption of a resolution in writing by all the Directors (except those who are temporarily unable to act due to ill-health or disability), with a notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature.

Other minor changes

The New Articles also incorporate other minor changes which are for clarity and consequential amendments in line with the above proposed amendments.

SUNDART HOLDINGS LIMITED
承達集團有限公司

(incorporated under the laws of British Virgin Islands with limited liability)

(Stock code: 1568)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of SUNDART HOLDINGS LIMITED 承達集團有限公司 (the "**Company**") will be held at 19/F, Millennium City 3, 370 Kwun Tong Road, Kowloon, Hong Kong on Monday, 1 June 2026 at 10:00 a.m. (or any adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business:

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

2. To declare a final dividend of HK5 cents per ordinary share of the Company (the "**Share**", collectively "**Shares**") for the year ended 31 December 2025.

3. (a) To re-elect, each as a separate resolution, the following persons as directors of the Company (each a "**Director**", together with all other directors of the Company, the "**Directors**"):

   (i) Mr. Liu Zaiwang as a non-executive Director;

   (ii) Mr. Ng Chi Hang as an executive Director; and

   (iii) Mr. Huang Pu as an independent non-executive Director.

   (b) To authorise the board of Directors (the "**Board**") to determine the remuneration of the Directors.

4. To re-appoint BDO Limited as auditor of the Company and to authorise the Board to determine its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. "**THAT**:

(a) subject to sub-paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), a general mandate be and is hereby granted to the Directors during the Relevant Period (as hereinafter defined) authorising them to exercise all the powers of the Company to allot, issue and otherwise deal with any additional Shares (including any sale or transfer of treasury shares (as defined under the Listing Rules) (the "**treasury shares**")) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power;

(b) the mandate in sub-paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the mandate in sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of Shares or rights to acquire Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) a specific authority granted by the shareholders of the Company (the "**Shareholders**") in general meeting, shall not exceed 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution at the AGM 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 Company is required by any applicable laws of the British Virgin Islands (the "**BVI**") or its articles of association to hold its next annual general meeting; or

(iii) the time when the mandate in sub-paragraph (a) above is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting.

"**Rights Issue**" means an offer of the Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Board to holders of Shares or any class thereof on the register of members of the Company 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 Board 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 applicable to the Company)."

6. "**THAT**:

(a) subject to sub-paragraph (b) below, a general mandate be and is hereby granted to the Directors during the Relevant Period (as hereinafter defined) authorising them to exercise all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of the Shares authorised to be repurchased by the Company pursuant to the approval in sub-paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution at the AGM 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 Company is required by any applicable laws of the BVI or its articles of association to hold its next annual general meeting; or

(iii) the time when the mandate in sub-paragraph (a) above is varied, revoked or renewed by an ordinary resolution of the Company in a general meeting."

7. "**THAT** conditional upon the resolutions numbered 5 and 6 above being passed (with or without amendments), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares pursuant to the resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the resolution numbered 6 above, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury shares) at the date of passing of the resolution numbered 6."

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

8. "**THAT**:

   (a) the proposed amendments (the "**Proposed Amendments**") to the existing second amended and restated articles of association of the Company (the "**Existing Articles**"), the details of which have been made available to the members on the Company's website (www.sundart.com), be and are hereby approved;

   (b) the third amended and restated articles of association of the Company (the "**New Articles**"), which incorporates all the Proposed Amendments and a copy of which has been produced to the AGM and marked "A" and initialled by the chairman of the AGM, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with effect from the date of filing and registration of the New Articles with the Registrar of Corporate Affairs in the BVI; and

   (c) any Director, registered agent or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Registrar of Corporate Affairs in the BVI."

By order of the Board
SUNDART HOLDINGS LIMITED
承達集團有限公司
Ng Tak Kwan
Chief Executive Officer and Executive Director

Hong Kong, 28 April 2026

As at the date of this notice, the executive Directors are Mr. Ng Tak Kwan, Mr. Ng Chi Hang, Mr. Ding Jingyong, Mr. Guan Yihe and Mr. Xie Jianyu; the non-executive Director is Mr. Liu Zaiwang; and the independent non-executive Directors are Ms. Tam Yin Ming Cecilia, Mr. Huang Pu and Mr. Li Zheng.

Notes:

(1) A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and, on a poll, vote in his/her stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.

(2) 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 thereof, must be deposited at the Company's Hong Kong branch share 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 fixed for the holding of the AGM (or any adjournment thereof).

(3) The register of members of the Company will be closed from 27 May 2026 to 1 June 2026, both days inclusive, during which no transfer of Shares will be registered. In order to establish the entitlement of Shareholders to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share 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, 26 May 2026.

(4) According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

(5) With regard to the ordinary resolutions numbered 2 to 7 of this notice, a circular giving, *inter alia*, details of the proposed declaration of final dividend, re-election of Directors, re-appointment of auditor, granting of general mandates to issue and to repurchase Shares and the extension of the general mandate to issue Shares will be dispatched to the Shareholders. The particulars of the Directors who are subject to re-election at the AGM are set out in Appendix II to the circular.

(6) In relation to proposed special resolution numbered 8 above, a summary of the Proposed Amendments is set out in Appendix III to the circular of which this notice of the AGM forms part.

(7) In case typhoon signal no. 8 or above is hoisted, or a black rainstorm warning signal announced by the government of Hong Kong is/are in force in Hong Kong at or at any time after 6:30 a.m. on the date of the AGM, the AGM will be adjourned in accordance with the Existing Articles. An announcement will be posted on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sundart.com) to notify Shareholders the arrangement of adjourned meeting.