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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)

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.