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瀚源控股
Genesis scale

Genesis Scale Holdings Limited
瀚源控股有限公司

(Incorporated in the Bermuda with limited liability)

(Stock Code: 439)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of Genesis Scale Holdings Limited (the "**Company**") will be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 June 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without modification, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Director(s)**") and of the auditor of the Company for the year ended 31 December 2025;

2. To approve the re-election of Dr. Zhang Yangyang as an executive Director of the Company and to authorise the board (the "**Board**") of directors to determine his remuneration;

3. To approve the re-election of Dr. Liu Weiwen as an executive Director of the Company and to authorise the Board to determine his remuneration;

4. To approve the re-election of Mr. Lin Ge as an executive Director of the Company and to authorise the Board to determine his remuneration;

5. To approve the re-election of Mr. Choi Wing Koon as an independent non-executive Director of the Company and to authorise the Board to determine his remuneration;

6. To approve the re-election of Mr. Zhang Xinxing as an independent non-executive Director of the Company and to authorise the Board to determine his remuneration;

7. To approve the re-election of Ms. Chiu Wing Yan as an independent non-executive Director of the Company and to authorise the Board to determine her remuneration;

8. To re-appoint Prism Kong Hong Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration;

9A. "**THAT**

(a) subject to paragraph (c) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with the additional ordinary shares in the share capital of the Company and to make or grant offers, agreements and options, including bonds, warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into ordinary shares ("**Shares**") of the Company, which 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 during the Relevant Period to make or grant offers, agreements and options, including bonds, warrants, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of the Shares in the share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) 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) the exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes and other securities of the Company;

(iii) the exercise of option granted under any share option scheme or any similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or other eligible persons of the Company and/or any of subsidiaries of shares or rights to acquire Shares of the Company;

(iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares of the Company in lieu of the whole or part of a dividend on the Shares of the Company in accordance with the bye-laws of the Company in force from time to time;

(v) the exercise of any conversion rights attaching to any convertible notes issued or to be issued by the Company; and

(vi) a specified authority granted by the shareholders of the Company in general meeting; shall not exceed 20% of the total number of Shares in issue on the date of passing this resolution; and the said approval shall be limited accordingly.

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and hereby revoked; and

(e) for the purpose of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

(iii) the revocation or variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of Shares in the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares of the Company, open for a period fixed by the Directors to holders of the Shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in, any territories applicable to the Company)."

9B. "**THAT**

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

(b) the aggregate number of the Share of the Company which the Company is authorised to purchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution be limited accordingly; and

(c) for the purpose of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

(iii) the revocation or variation or renewal of the authority given under this resolution by an ordinary resolution of shareholders of the Company in general meeting."

9C. "**THAT** subject to the passing of the above resolutions 9A and 9B, the total number of Share which are to be purchased by the Company pursuant to the authority granted to the Directors as mentioned in resolution 9B shall be added to the total number of Shares that may be allotted or agreed to be allotted by the Directors pursuant to resolution 9A."

SPECIAL RESOLUTION

10. "**THAT** the amended and restated bye-laws of the Company in the form of the document marked "A" produced to the Meeting and, for the purpose of identification, signed by the chairman of the Meeting, which includes the proposed amendments referred to in Appendix III to the circular of the Company dated 28 April 2026, be and is hereby approved and adopted as the amended and restated bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect after the close of the Meeting, and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated bye-laws of the Company."

By order of the Board
Genesis Scale Holdings Limited
Dr. Zhang Yangyang
Chairman and Executive Director

Hong Kong 28 April 2026

Notes:

1. Every member of the Company entitled to attend and vote at the above Meeting is entitled to appoint more than one proxy (if a member who is holder of two or more shares) to attend and vote for him/her on his/her behalf of the Meeting. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

2. A form of proxy for use at the Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the Meeting or any adjourned or postponed meeting thereof.

3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned or postponed meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

4. For the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, shareholders must lodge all transfer documents accompanied by the relevant share certificates for Registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 24 June 2026.

5. Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

6. As at the date of this notice, the Board comprises three executive Directors, namely Dr. Zhang Yangyang, Dr. Liu Weiwen and Mr. Lin Ge; and three independent non-executive Directors, namely Mr. Choi Wing Koon, Mr. Zhang Xinxing and Ms. Chiu Wing Yan.