THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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滙力集團
HUILI GROUP

Huili Resources (Group) Limited
滙力資源(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1303)

(1) GENERAL MANDATES TO ISSUE NEW SHARES AND TO BUY-BACK SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Rooms 36–40, 50/F., Sun Hung Kai Center, 30 Harbour, Hong Kong at 11:00 a.m. on Thursday, 18 June 2026 is set out on pages AGM-1 to AGM-6 of this circular.

A form of proxy for use at the annual general meeting is enclosed herewith. Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting (i.e. 11:00 a.m. on Tuesday, 16 June 2026) or any adjourned meeting (if applicable). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

27 April 2026

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Notice of Annual General Meeting AGM-1

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

"2025 AGM"	the annual general meeting of the Company held on 20 June 2025
"AGM"	the annual general meeting of the Company to be held at Rooms 36–40, 50/F., Sun Hung Kai Center, 30 Harbour Road, Wan Chai, Hong Kong at 11:00 a.m. on Thursday, 18 June 2026, notice of which is set out on pages AGM-1 to AGM-6 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
"Board"	the board of Directors
"Business Day(s)"	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
"Buy-back Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"Company"	Huili Resources (Group) Limited (滙力資源(集團)有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1303)
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules

"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong Dollar, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue or otherwise deal with new Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution granting such mandate
"Latest Practicable Date"	14 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Notice"	the notice convening the AGM as set out on pages AGM-1 to AGM-6 of this circular
"PRC" or "China"	the People's Republic of China
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company, which include Treasury Share(s) of the Company, if any, and the holders of Treasury Shares have no voting rights at the general meeting(s) of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs

"Treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent



滙力集團
HUILI GROUP

Huili Resources (Group) Limited
滙力資源(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1303)

Executive Directors:
Mr. Cui Yazhou *(Chairman)*
Ms. Wang Qian
Mr. Ye Xin
Mr. Zhou Jianzhong

Non-executive Director:
Mr. Cao Ye

Independent non-executive Directors:
Ms. Xiang Siying
Mr. Yuen Koon Tung
Mr. Chan Ping Kuen

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

Principal place of business in Hong Kong:
Rooms 36–40, 50/F.
Sun Hung Kai Center
30 Harbour Road
Wan Chai
Hong Kong

27 April 2026

To the Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE NEW SHARES AND TO BUY-BACK SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the Notice and to provide you with information regarding the resolutions to be proposed at the AGM relating to (i) the granting to the Directors of the Issue Mandate and the Buy-back Mandate; (ii) the re-election of Directors;

(iii) the re-appointment of ZHONGHUI ANDA CPA Limited as the auditor of the Company; and (iv) to give you notice of the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND TO BUY-BACK SHARES

The Company's existing general mandates to issue a maximum of 420,628,258 Shares and buy-back a maximum of 210,314,129 Shares were approved by the Shareholders at the 2025 AGM. From the 2025 AGM to the Latest Practicable Date, none of the existing general mandates have been utilized. The existing general mandates which have not been utilised will lapse at the conclusion of the AGM.

Accordingly, ordinary resolutions will be proposed at the AGM to grant to the Directors general mandates authorising them, *inter alia*, (a) to exercise the power of the Company to allot, issue and deal with new Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the issued Shares (excluding Treasury Shares) as at the date of the passing of such resolution; (b) to buy-back Shares not exceeding 10% of the issued Shares (excluding Treasury Shares) as at the date of the passing of such resolution; and (c) subject to the passing of the proposed ordinary resolutions to approve the Issue Mandate and the Buy-back Mandate at the AGM, to extend the Issue Mandate by the number of Shares bought back under the Buy-back Mandate.

The Issue Mandate and the Buy-back Mandate shall remain in effect until the conclusion of the next annual general meeting of the Company, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held, or until revoked, renewed or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, there were 2,103,141,290 Shares in issue and there were no Treasury Shares. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Buy-back Mandate at the AGM and on the basis that no further Shares will be issued or bought-back between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 420,628,258 Shares under the Issue Mandate (assuming the Buy-back Mandate has not been utilised) and to buy-back up to a maximum of 210,314,129 Shares under the Buy-back Mandate.

The Directors have no present intention to exercise the Issue Mandate to issue and allot Shares and to exercise the Buy-back Mandate to buy-back Shares.

An explanatory statement providing all the information required under the Listing Rules regarding the Buy-back Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to article 83(3) of the Articles of Association, a Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next following annual general meeting and be subject to re-election at such meeting.

Pursuant to article 84(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. In accordance with the above provision, Ms. Wang Qian ("**Ms. Wang**"), Mr. Ye Xin ("**Mr. Ye**") and Ms. Xiang Siying ("**Ms. Xiang**") will retire from office and, being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The nomination committee (the "**Nomination Committee**") of the Company has reviewed the structure and composition of the Board in accordance with the nomination policy of the Company and the objective criteria (including but not limited to gender, age, cultural, educational background, professional experience, skills and know-how) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

With the recommendation by the Nomination Committee and having considered the skills, knowledge and professional experience of the retiring Directors as described in their respective biographical information set out in Appendix II to this circular, the Board is of the view that each of the above Directors has extensive professional experience in affairs of finance and management and can provide valuable and diverse views, as well as relevant insights to the Board and contribute to the diversity of the Board, the Company's corporate strategy and the independence of the retiring independent non-executive Director.

The Board recommended the retiring Directors, Ms. Wang, Mr. Ye and Ms. Xiang, to stand for re-election as Directors at the AGM. Each of the retiring Directors abstained from voting at the relevant Board meetings on the respective propositions of their recommendations for re-election by the Shareholders.

Ms. Xiang is an existing independent non-executive Director.

Ms. Xiang holds a bachelor's degree in agriculture economics from China Agriculture University (now known as China Agricultural University) in 1986 and a master's degree in finance and economics from Zhongnan University of Economics, Finance and Laws, China as well as The Research Institute of Finance and Economics of China in 1988. Ms. Xiang also holds a master's degree in business administration from London Business School in 1999. She is currently a consultant for CDH Investments and has had a long career in investment, banking and financial advisory services.

Ms. Xiang has not engaged in any executive management of the Group and has demonstrated the ability to provide an independent view on the Company's matters in different perspectives and her presence in the Board with her experience and background contributes to the diversity of the Board. The Board is of the view that Ms. Xiang is able to continue to fulfill her roles as an independent non-executive Directors and thus recommends her for re-election at the AGM.

Further, the Board has assessed the independence of Ms. Xiang based on her confirmation of independence with reference to the criteria as set out under Rule 3.13 of the Listing Rules and is of the view that Ms. Xiang meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Brief biographical and other details of the retiring Directors offering themselves for re-election at the AGM, which are required to be disclosed under the Listing Rules, are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Notice is set out on pages AGM-1 to AGM-6 of this circular at which resolutions will be proposed, *inter alia*, to re-elect Directors, to re-appoint auditors and to approve the grant of the Issue Mandate and the Buy-back Mandate.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you propose to attend the AGM, you are requested to complete the form of proxy 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting (i.e. 11:00 a.m. on Tuesday, 16 June 2026) or any adjourned meeting (if applicable). Completion and return of the form of proxy will not prevent you from attending and voting at the AGM or any adjourned meeting thereof (as the case may be) should you wish to do so, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll (except where the resolution relates purely to a procedural or administrative matter which may be voted on by a show of hands) and accordingly, all resolutions proposed at the AGM will be taken by poll. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, none of the Shareholders are required to abstain from voting on the ordinary resolutions to be proposed at the AGM pursuant to the Listing Rules and/or the Articles of Association.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026, both days inclusive, in order to determine the entitlement to attend the AGM. The record date for attendance and voting at the AGM is Thursday, 18 June 2026. In order to qualify for attending and voting at the AGM, all 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 not later than 4:30 p.m. on Friday, 12 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 circular misleading.

RECOMMENDATION

The Directors consider that the proposals referred to in this circular are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant ordinary resolutions to be proposed at the AGM.

OTHER INFORMATION

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

Yours faithfully,
By Order of the Board
Huili Resources (Group) Limited
Cui Yazhou
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Buy-back Mandate.

1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy-back their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back 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.

2. NUMBER OF BUY-BACK SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,103,141,290 fully paid up Shares of HK$0.10 each. Subject to the passing of the ordinary resolution to approve the Buy-back Mandate at the AGM and on the basis that no further Shares will be issued or bought-back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy-back up to a maximum of 210,314,129 fully paid up Shares, representing 10% of the issued share capital of the Company (excluding Treasury Shares) as at the date of passing of the ordinary resolution, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting prior to the next annual general meeting of the Company revoking or varying the authority given to the Directors.

The Company may cancel such repurchased Shares or hold them as Treasury Shares for subsequent sale or transfer subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will 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.

3. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACK

Buy-back by the Company must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws and regulations of the Cayman Islands. A listed company may not buy-back its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any buy-back by the Company may be made out of funds which would otherwise be available for dividend or distribution, or out of the Company's share premium account or out of an issue of new shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

On the basis of the financial position as at 31 December 2025 (being the date of the Company's latest audited accounts) and taking into account the current working capital position, the Directors consider that, if the Buy-back Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTEREST

None of the Directors, nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates nor any directors of such associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate if such 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 any Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

6. DIRECTORS' OBLIGATIONS

The Directors will exercise the power of the Company under the Buy-back in accordance with the memorandum and articles of association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

7. SHARE PRICES

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

	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.300	0.250
May	0.300	0.275
June	0.280	0.250
July	0.295	0.200
August	0.345	0.250
September	0.300	0.240
October	0.260	0.170
November	0.250	0.197
December	0.245	0.186
2026		
January	0.238	0.181
February	0.330	0.160
March	0.275	0.199
April (Up to the Latest Practicable Date)	0.250	0.240

8. SHARE BUY-BACK MADE BY THE COMPANY

There have been no buy-back by the Company, or any of its subsidiaries, of any Shares in the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder's proportion increases as a result of the Directors exercising the powers of the Company to buy-back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code.

As at the Latest Practicable Date, to the best information, belief and knowledge of the Directors, (1) Mr. Cui Yazhou ("**Mr. Cui**"), an executive Director, through Sky Circle

International Limited ("**Sky Circle**") (which was wholly owned by Mr. Cui as at the Latest Practical Date) (collectively "**Cui & Sky Circle**"), was interested in 521,000,000 Shares (approximately 24.8% of the issued share capital of the Company); (2) Mr. Feng Yuantao ("**Mr. Feng**") was interested in 306,522,040 Shares (approximately 14.6% of the issued share capital of the Company); and (3) Mr. Bong Chin Chung ("**Mr. Bong**") was interested in 242,419,957 Shares (approximately 11.5% of the issued share capital of the Company). Save as aforesaid, no other Shareholder held more than 10% of the issued share capital of the Company as at the Latest Practicable Date. In the event that the Buy-back Mandate is exercised in full, the interest in the Shares of Cui & Sky Circle, Mr. Feng and Mr. Bong would increase to approximately 27.5%, 16.2% and 12.8% of the issued share capital of the Company respectively. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and also the Directors have no present intention to exercise the Buy-back Mandate. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Buy-back Mandate.

The Directors are also aware that the Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Buy-back Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

10. NO UNUSUAL FEATURES

The Directors confirm that neither this explanatory statement nor Buy-back Mandate has any unusual features.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

EXECUTIVE DIRECTORS

Ms. Wang Qian

Ms. Wang, aged 51, has over 16 years of experience in finance, investment and management areas. From October 2001 to June 2002, Ms. Wang was employed by PricewaterhouseCoopers Consulting, a company principally engaged in the provision of management consulting services, where she served as a consultant and was primarily responsible for enterprise strategy and financial management consultation. Ms. Wang successively acted as a senior manager of the finance strategy & business development department at the US headquarters of Goodyear Tire & Rubber Company and as the Asia-Pacific region finance director of Goodyear Engineered Products Company from July 2004 to March 2009. Goodyear's principal business is manufacturing tires and rubber products, where she was primarily in charge of mergers and acquisitions, and annual operation planning, as well as organising and supervising the financial activities for the Asia Pacific region. After Goodyear Engineered Products Company was acquired by The Carlyle Group, Ms. Wang had led several acquisitions and restructuring projects.

Since March 2009, Ms. Wang has served as the president of HIXIH Investment, a company principally engaged in the business of equity and securities investment, and Ms. Wang is primarily responsible for company management and investment business in which she has accomplished and participated in several initial public offering projects on the New York Stock Exchange, the Stock Exchange and Shanghai Stock Exchange for companies in finance, energy and resources and culture industries. Ms. Wang received a certificate of Certified Public Accountant granted by the Accountancy Board in the USA in October 2005.

Ms. Wang received her bachelor's degree of economics from the Central University of Finance and Economics in July 1998. Ms. Wang received her Master of Business Administration degree from Carnegie Mellon University in the USA in May 2004. Since 31 May 2022, she has been appointed as an executive director, and promoted to the chairlady on 31 July 2024 of Future World Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0572).

Ms. Wang was appointed as an executive Director on 26 January 2016. She is also a member of each of the nomination committee (the "**Nomination Committee**") and remuneration committee (the "**Remuneration Committee**") of the Company.

There is no service contract between the Company and Ms. Wang and Ms. Wang is subject to retirement by rotation and re-election in accordance with the Articles of Association. Her Director's remuneration will be determined by the Board with reference to her role, level of experience, duties and contributions to the Group, the current market rate and the Group's remuneration policy.

Saved as aforesaid, as at the Latest Practicable Date, Ms. Wang (i) did not hold positions with the Company and other members of the Group; (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates; (iii) has not been a director of any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) does not hold any other major appointments and professional qualifications. Save as disclosed above, she did not have, and was not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Ms. Wang.

Mr. Ye Xin

Mr. Ye, aged 50, obtained a bachelor's degree in accounting from Xi'an Jiaotong University, a master's degree in management from Xi'an University of Technology and an executive master of business administration from Cheung Kong Graduate School of Business. He has obtained the qualification certificate of company secretary from the Shenzhen Stock Exchange. From July 1995 to October 2003, he served as the accountant in the finance department of the Northwest Civil Aviation Administration of Civil Aviation* (民航西北管理局). From October 2003 to July 2006, he was the deputy director of the strategic development department in Unisplendour Corporation Limited (清華紫光股份有限公司), an A-shares listed technology company (stock code: 000938) specializing in electronics and information technology, and Tsinghua Holding Group Co., Ltd.* (清華控股集團公司). He served as deputy director of investment and project management center, deputy manager of the financial management department, and director of the Beijing office successively from August 2006 to December 2011 in Shenzhen Cozhou Electronics Co., Ltd. (深圳市同洲電子股份有限公司), an A-shares listed technology company (stock code: 002052) focusing on providing leading smart home products and services to users worldwide, and from January 2012 to February 2015, he was promoted to the deputy general manager, and served as the company secretary from February 2012 to January 2015. He then served as the general manager of Shenzhen Cozhou Electronics Co., Ltd. from February 2015 to January 2016. In January 2016, he established T-Rock Fund Management (Shenzhen) Company Limited (天石基金管理(深圳)有限公司), which focuses on private equity investment, and is currently the legal representative, general manager, and the director of T-Rock Fund Management (Shenzhen) Company Limited.

From 24 December 2019 to 8 August 2025, Mr. Ye has been appointed as the independent non-executive director of Wuhu 37 Interactive Entertainment Network Technology Group Co., Ltd. (蕪湖三七互娛網絡科技集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002555) and is a leading game publisher and developer that is principally engaged in the publication and development of mobile, browser and html games.

Mr. Ye was appointed as an executive Director on 12 July 2021.

Mr. Ye has entered into a service contract with the Company for a term of three years, and is subject to retirement by rotation and is eligible for re-election at the general meetings of the Company in accordance with the Articles of Association. Mr. Ye's Director's remuneration is HK$120,000 per annum and with effect from 1 November 2023, Mr. Ye received a monthly salary of HK$50,000 in addition to his Director's remuneration. Mr. Ye will also be entitled to receive a discretionary bonus. The emolument was determined by the Board with reference to his experience, duties and responsibilities in the Company, the current market rate and the Group's remuneration policy.

As at the Latest Practicable Date, Prosper Union Holdings Limited, a company wholly-owned by Mr. Ye, holds 137,792,017 Shares, representing approximately 6.55% of the total issued Shares. By virtue of the SFO, Mr. Ye is deemed to be interested in such Shares.

Saved as aforesaid, as at the Latest Practicable Date, Mr. Ye (i) did not hold positions with the Company and other members of the Group; (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates; (iii) has not been a director of any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) does not hold any other major appointments and professional qualifications. Save as disclosed above, he did not have, and was not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to there-election of Mr. Ye.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Xiang Siying

Ms. Xiang, aged 63, holds a bachelor's degree in agriculture economics from China Agriculture University (now known as China Agricultural University) in 1986 and master's degree in finance and economics from Zhongnan University of Economics, Finance and Laws, China as well as The Research Institute of Finance and Economics of China in 1988. Ms. Xiang also holds a master's degree in business administration from London Business School in 1999. She is a currently a consultant for CDH Investments ("**CDH**") and has had a long career in investment, banking and financial advisory services. From June 2010 to April 2016, Ms. Xiang had worked for CDH as an executive director; and before that from March 2004 to June 2010 she worked for China International Capital Corporation in its direct investment department and investment banking department as an executive director. Prior to returning to China in early 2004, Ms. Xiang was an investment officer of the Global Manufacturing and Service Department

and East Asia and Pacific Department of International Finance Corporation ("**IFC**"), the World Bank Group, in Washington DC from August 1996 to March 2004, and before that Ms. Xiang was an investment analyst of IFC's representative office in China. From July 1988 to July 1991 Ms. Xiang served as an officer of the Ministry of Agriculture China, in its Department of World Bank Agriculture Project Management and Department of Rural Reform Research and Farm Management.

Ms. Xiang was appointed as an independent non-executive director of Titan Petrochemicals Group Limited, a company which was delisted from the Main Board of the Stock Exchange (stock code: 1192) on 22 August 2023, from 23 July 2015 to 26 July 2018. Ms. Xiang was also appointed as an independent non-executive director of China Ocean Industry Group Limited, a company which was delisted from the Main Board of the Stock Exchange (stock code: 651) on 4 August 2023, from 15 May 2008 to 3 August 2023.

Ms. Xiang was appointed as an independent non-executive Director on 6 September 2017, and was appointed as the chairlady of the Board and an authorised representative on 11 March 2019. Ms. Xiang then resigned on 31 May 2022 from her role as the chairlady of the Board and the authorised representative. She is also the chairlady of each of the Nomination Committee and the Remuneration Committee and a member of the audit committee of the Company. The Company has received an annual confirmation from Ms. Xiang of her independence pursuant to Rule 3.13 of the Listing Rules and is of the view that Ms. Xiang remains independent.

Saved as aforesaid, as at the Latest Practicable Date, Ms. Xiang (i) did not hold positions with the Company and other members of the Group; (ii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company or its subsidiaries or any of their respective associates; (iii) has not been a director of any other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) does not hold any other major appointments and professional qualifications. Save as disclosed above, she did not have, and was not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed, there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Ms. Xiang.

* *For identification purpose only*



滙力集團
HUILI GROUP

Huili Resources (Group) Limited
滙力資源(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1303)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Annual General Meeting**") of Huili Resources (Group) Limited (the "**Company**") will be held at Rooms 36–40, 50/F., Sun Hung Kai Center, 30 Harbour, Hong Kong on Thursday, 18 June 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

2. (A) To re-elect Ms. Wang Qian as an executive Director;

   (B) To re-elect Mr. Ye Xin as an executive Director;

   (C) To re-elect Ms. Xiang Siying as an independent non-executive Director; and

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

3. To appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

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

(A) "**THAT**:

(a) subject to sub-paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional shares of the Company (the "**Shares**") or to resell treasury shares (which shall have the meaning ascribed to it under the Listing Rules) and to make or grant offers, agreements and options, including warrants, bonds, notes and debentures convertible into Shares which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, the memorandum and articles of association of the Company and the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), be and is hereby generally and unconditionally approved;

(b) the approval in sub-paragraph (a) above shall be in addition to any authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the Directors pursuant to the approval in sub-paragraph (a) above, otherwise than (i) pursuant to a Rights Issue (as hereinafter defined); or (ii) any issue of Shares on the exercise of rights of subscription or conversion under the terms of any warrants or similar rights issued by the Company or any bonds, notes, debentures and securities which are convertible into Shares; or (iii) an issue of Shares under any share option scheme or similar arrangement providing for the grant to employees (including Directors) of the Company and/or any of its subsidiaries of the rights to subscribe for Shares; or (iv) an issue of Shares in lieu of the whole or part of a dividend on share in accordance with the articles of association of the Company, shall not exceed 20 per cent of the total number of Shares (excluding treasury shares) in issue as at the date of the 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 sub-paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in sub-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;

(e) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation 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 open for a period fixed by the Directors to the holders of Shares 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 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 law of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong); and

(f) any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

(B) "**THAT**:

(a) subject to sub-paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in sub-paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the Directors;

(c) the total number of Shares to be bought back by the Company pursuant to the approval in sub-paragraphs (a) and (b) above shall not exceed 10 per cent of the total number of issued Shares (excluding treasury shares) as at the date of passing 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 until whichever is the earliest of:

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

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

(C) "**THAT**, conditional upon resolutions numbered 4(A) and 4(B) as set out in the notice convening the Annual General Meeting being passed, the total number of Shares which are bought back by the Company under the authority granted to the Directors pursuant to and in accordance with the said resolution numbered 4(B) above shall be added to the total number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening the Annual General Meeting provided that such number of Shares added shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution."

By Order of the Board
Huili Resources (Group) Limited
Cui Yazhou
Chairman

Hong Kong, 27 April 2026

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

Principal place of business in Hong Kong:
Rooms 36–40, 50/F.
Sun Hung Kai Center
30 Harbour
Hong Kong

Notes:

(1) The register of members of the Company (the "**Register of Members**") will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026, both days inclusive, during which period no transfer of the Shares can be registered. The record date for attendance and voting at the Annual General Meeting is Thursday, 18 June 2026. Shareholders (the "**Shareholder(s)**") of the Company are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 12 June 2026.

(2) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.

(3) In the case of joint holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders is present at the Annual General Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Share shall alone be entitled to vote in respect thereof.

(4) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. 11:00 a.m. on Tuesday, 16 June 2026) or any adjourned meeting (if applicable).

Completion and return of the form or proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 7:00 a.m. on 18 June 2026, the Annual General Meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The Annual General Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Annual General Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Cui Yazhou (Chairman), Ms. Wang Qian, Mr. Ye Xin and Mr. Zhou Jianzhong; the non-executive Director is Mr. Cao Ye; and the independent non-executive Directors are Mr. Chan Ping Kuen, Ms. Xiang Siying and Mr. Yuen Koon Tung.