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SY HOLDINGS GROUP LIMITED
盛業控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6069)

NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 ANNUAL GENERAL MEETING (the "**2026 AGM**") of shareholders (the "**Shareholders**") of SY Holdings Group Limited (the "**Company**") will be held at 46/F, Dabaihui Plaza, No. 3086 Jintian Road, Futian Street, Futian District, Shenzhen, PRC on Friday, 29 May 2026 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To approve and declare a final dividend of RMB40.47 cents per ordinary share in the issued share capital of the Company for the year ended 31 December 2025 payable to the Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 20 July 2026.

2. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and Auditors of the Company for the year ended 31 December 2025.

3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. Tung Chi Fung as an Executive Director of the Company;

   (b) to re-elect Mr. Lo Wai Hung as a Non-executive Director of the Company;

   (c) to authorize the Board of Directors ("**the Board**") to fix the Directors' remuneration.

4. To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorize the Board to fix the Auditors' remuneration.

5. "**THAT**

(a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 each in the share capital of the Company (the "**Shares**") and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**")), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued together with the treasury shares of the Company resold by the Directors of the Company 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 the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an 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 ("**Articles of Association**"), 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 passing of this Resolution until whichever is the earliest of:

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

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

(iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers 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 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 paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which Shares 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 all applicable laws and the requirements of the Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution 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 passing of this Resolution until whichever is the earliest of:

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

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

(iii) the passing of an ordinary resolution of the Shareholders in general meeting revoking, varying or renewing such mandate."

7. "**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 5 above be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of passing the resolution."

SPECIAL RESOLUTION

8. As special business to consider and, if thought fit, pass the following resolution as a special resolution:

"**THAT**

(a) the proposed amendments (the "**Proposed Amendments**") to the Third Amended and Restated Memorandum and Articles of Association of the Company (the "**Current M&A**"), the details of which are set forth in Appendix III to the circular of the Company dated 27 April 2026 (the "**Circular**"), be and are hereby approved;"

(b) the Fourth Amended and Restated Memorandum and Articles of Association of the Company (incorporating the Proposed Amendments) (the "**New M&A**") in the form of the document marked "A" and produced to this meeting and for the purpose of identification initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for, and to the exclusion of, the Current M&A with immediate effect after the close of the meeting; and

(c) any one Director, Secretary or registered office provider of the Company be and is hereby authorised severally to do all such acts and things and execute all such documents, deeds 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 M&A and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.

By order of the Board
SY Holdings Group Limited
Tung Chi Fung
Chairman

Hong Kong, 27 April 2026

Notes:

(a) At the 2026 AGM, the Chairman of the 2026 AGM will put each of the above resolutions to be voted by way of a poll under article 79 of the Articles of Association.

(b) Any shareholder entitled to attend, speak and vote at the 2026 AGM is entitled to appoint more than one proxy to attend and on a poll, vote in his/her/its stead in accordance with the Articles of Association. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the 2026 AGM. A proxy need not be a shareholder of the Company.

(c) To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at Union Registrars Limited, the Company's Hong Kong branch share registrar and transfer office at "Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong", no later than 48 hours before the time appointed for holding the 2026 AGM or any adjournment thereof (as the case may be).

(d) Completion and return of the proxy form will not preclude a shareholder from attending and voting at the 2026 AGM or any adjournment thereof (as the case may be) should the shareholder so desire.

(e) The Register of Members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend, speak and vote at the 2026 AGM. In order to be entitled to attend, speak and vote at the 2026 AGM, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with Union Registrars Limited, the Company's Hong Kong branch share registrar and transfer office at "Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong", no later than 4:30 p.m. on Friday, 22 May 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend, speak and vote at the 2026 AGM is therefore Friday, 29 May 2026.

(f) The Register of Members of the Company will be closed on Monday, 20 July 2026, during which period no transfer of shares will be effected, to determine shareholders' entitlement to the proposed final dividend with respect to resolution no.1 of this notice. In order to be entitled to the proposed final dividend, all share certificates with completed transfer forms, either overleaf or separately, must be lodged with Union Registrars Limited, the Company's Hong Kong branch share registrar and transfer office at "Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong", no later than 4:30 p.m. on Friday, 17 July 2026.

(g) With respect to resolution no.3 of this notice, Mr. Tung Chi Fung and Mr. Lo Wai Hung will retire and, being eligible, offer themselves for re-election at the 2026 AGM pursuant to articles 108 (a) of the Articles of Association.

Details of the above Retiring Directors are set out in Appendix I to the Circular.

(h) In relation to resolution no.6 above, the Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of an authority for the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange, is set out in Appendix II to the Circular.

(i) The Proposed Amendments to the Current M&A are set out in Appendix III to the Circular.

(j) The Chinese translation of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this Notice, the Board comprises one Executive Director: Mr. Tung Chi Fung; one Non-executive Director: Mr. Lo Wai Hung; and three Independent Non-executive Directors: Mr. Tang King San Terence, Ms. Chan Yuk Ying Phyllis and Mr. Sun Wei Yung Kevin.