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ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED
中昌國際控股集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 859)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Zhongchang International Holdings Group Limited (the "**Company**") be held at 3:00 p.m. on Monday, 22 June 2026 at 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong (the "**AGM**") for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries (collectively, the "**Group**") and the reports of the directors of the Company (the "**Directors**" and each a "**Director**") and the independent auditor's of the Company (the "**Auditor**") for the year ended 31 December 2025.

2. (i) To re-elect Mr. Chen Zhiwei as an executive Director;

   (ii) To re-elect Ms. Yu Dan as a non-executive Director;

   (iii) To re-elect Mr. Wong Chi Keung, Kenjie as a non-executive Director;

   (iv) To re-elect Mr. Wu Hao as an executive Director;

   (v) To re-elect Mr. Wu Jun as a non-executive Director; and

   (vi) To authorise the board of Directors to fix the Directors' remuneration.

3. To re-appoint Ernst & Young as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and authorise the Directors to fix the Auditor's remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions:

A. "**THAT**

(a) subject to paragraph A(b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Securities and Futures Commission**") and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved and authorised;

(b) the aggregate number of the shares of the Company to be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph A(a) above during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same) and the approval pursuant to paragraph A(a) shall be limited accordingly; and

(c) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(iii) 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."

B. "**THAT**

(a) subject to paragraph B(b) below, a general mandate is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares of the Company (or to issue, allot and deal with securities convertible into shares, or options, warrants or similar rights to subscribe for any shares of the Company) and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

(b) the aggregate number of the shares allotted or agreed conditionally or unconditionally to be allotted or dealt with pursuant to the approval in paragraph B(a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same) and the said approval shall be limited accordingly:

(i) a rights issue where shares are offered for a period fixed by the Directors to shareholders 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, as appropriate, to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);

(ii) an issuance of shares under any share option scheme or similar arrangement for the time being adopted, as varied from time to time, for the grant or issue of shares or rights to acquire shares of the Company;

(iii) any issuance of shares in the Company upon the exercise of rights of conversion or under the terms of any securities of the Company which are convertible into shares of the Company or warrants to subscribe for shares of the Company that have been previously approved by shareholders of the Company; or

(iv) any scrip dividend scheme or similar arrangement implemented in accordance with the Bye-laws of the Company; and

(c) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; or

(iii) 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."

C. "**THAT** conditional upon resolutions A and B being passed, the unconditional general mandate granted to the Directors pursuant to resolution B to exercise the powers of the Company to issue, allot and deal with unissued shares of the Company be and is hereby extended by the addition thereto the aggregate number of shares repurchased by the Company under the authority granted pursuant to resolution A above."

By order of the Board
Zhongchang International Holdings Group Limited
Chen Zhiwei
Chairman and Executive Director

Hong Kong, 28 April 2026

Notes:

(1) All resolutions at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Bye-laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

(2) A member of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy or appoint a duly authorised corporate representative to attend and vote in his stead. A member who is the holder of two or more shares in the Company may appoint more than one proxy to represent him or vote on his behalf. A proxy need not be a member of the Company. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish, but if a member of the Company attends in person at the AGM and votes on a resolution, the relevant proxy's authority to vote on that particular resolution shall be deemed to be revoked.

(3) In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with a valid 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 branch share registrar 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 AGM (or adjournment thereof).

(4) For determining the entitlements of the members of the Company to attend and vote at the AGM, the Hong Kong branch register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026 (both dates inclusive), during which period no transfer of Shares can be registered. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged 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 by not later than 4:30 p.m. on Monday, 15 June 2026.

(5) BAD WEATHER ARRANGEMENTS

If Typhoon Signal No.8 or above is or is expected to be hoisted or a Black Rainstorm Warning Signal or "extreme conditions" after super typhoons or other adverse weather conditions announced by the HKSAR Government is or is expected to be in force at any time after 12:00 noon on the day of the AGM, then the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed AGM by a supplementary notice to be posted on the Company's website and the website of the Stock Exchange.

If Typhoon Signal No.8 or above or a Black Rainstorm Warning Signal or "extreme conditions" after super typhoons or other adverse weather conditions announced by the HKSAR Government is cancelled at or before 12:00 noon on the day of the AGM, the AGM will be held as scheduled.

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should carefully consider the risk of physical attendance at the AGM under bad weather conditions having regard to their personal circumstances and if they should choose to do so, they are advised to exercise due care and caution.

As at the date hereof, the Board comprises Mr. Chen Zhiwei (Chairman), Ms. Ku Ka Lee and Mr. Wu Hao as executive directors; Mr. Wu Jun, Mr. Wong Chi Keung, Kenjie and Ms. Yu Dan as non-executive directors; and Mr. Liew Fui Kiang, Mr. Liu Xin and Mr. Yip Tai Him as independent non-executive directors.