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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Logan Group Company Limited**, 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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LOGAN

龙光集团

Logan Group Company Limited
龍光集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3380)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED GENERAL MANDATES TO BUY BACK SHARES; (3) PROPOSED GENERAL MANDATE TO ISSUE SHARES; AND (4) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Logan Group Company Limited to be held at R1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 11 June 2026 at 3:00 p.m. is set out on pages 15 to 19 in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 9 June 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.logangroup.com).

27 April 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held at R1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 11 June 2026 at 3:00 p.m., or any adjournment thereof
"Articles"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System
"Company"	Logan Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with new Shares (including any sale and transfer of treasury shares) of not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the ordinary resolution
"Last Annual General Meeting"	the annual general meeting of the Company held on 19 June 2025
"Latest Practicable Date"	10 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum"	the memorandum of association of the Company

"Nomination Committee"	the nomination committee of the Board
"RMB"	Renminbi, the lawful currency of the People's Republic of China
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share Buy-back Mandate"	a general mandate proposed to be granted to the Directors to buy back Shares of not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the ordinary resolution
"Share(s)"	ordinary share(s) of HK$0.1 each of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
"treasury shares"	has the meaning ascribed to it under the Listing Rules

LOGAN

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Logan Group Company Limited
龍光集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3380)

Executive Directors:
Mr. Kei Hoi Pang
Mr. Lai Zhuobin
Ms. Huang Xiangling
Mr. Chen Yong
Mr. Zhou Ji

Independent Non-executive Directors:
Mr. Zhang Huaqiao
Ms. Liu Ka Ying, Rebecca
Mr. Cai Suisheng
Dr. Liu Yongping

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Principal Place of Business in Hong Kong:
Unit Nos. 02–03A, Level 68
International Commerce Centre
1 Austin Road West, Hong Kong

27 April 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED GENERAL MANDATES TO BUY BACK SHARES; (3) PROPOSED GENERAL MANDATE TO ISSUE SHARES; AND (4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of retiring Directors; (ii) the grant of the Share Buy-back Mandate; and (iii) the grant of the Issuance Mandate and the extension of the Issuance Mandate and to give you notice of Annual General Meeting.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles, Mr. Lai Zhuobin ("**Mr. Lai**"), Mr. Chen Yong ("**Mr. Chen**") and Mr. Cai Suisheng ("**Mr. Cai**") shall retire from office of Directors by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Procedure and Process For Nomination of Directors

The Board has delegated its responsibilities and authority for selection, appointment and re-election of Directors to the Nomination Committee.

The Company has adopted a director nomination policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination, appointment and re-election of retiring Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives that is appropriate to the Company and the continuity of the Board and that there is appropriate leadership at Board level. For details of the director nomination policy, please refer to the annual report of the Company.

In addition to the factors stipulated in the director nomination policy, the Nomination Committee will take into account the following criteria with due consideration to assess and recommend to the Board one or more retiring Directors subject to re-election:

- The overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance at the meetings of the Board and/or meetings and general meetings of its committees (where applicable), and the level of participation and performance of the Board and/or its committees; and

- For re-election of independent non-executive Director, fulfilment of factors set out in Rules 3.10(2) and 3.13 of the Listing Rules (as amended from time to time) and whether the retiring Director(s) continue to meet these criteria.

The Nomination Committee will make recommendations to the Board for the appointment and re-election of Directors in accordance with the following procedures and processes:

(a) The Nomination Committee will, from time to time, review the composition and size of the Board, as well as the experience and contributions of each Director. Based on the results of the review, a list of desirable skills, perspectives and experience will be prepared and the Nomination Committee will subsequently identify and select suitable candidates;

(b) To consider the suitability of a candidate, the Nomination Committee may carry out verification by ways such as interviews, reference checks, brief statements and third party references when evaluating the suitability of the

candidates. For re-election of Directors, the Nomination Committee will review whether the retiring Directors continue to fulfil the factors set out in the director nomination policy, as well as the abovementioned criteria. Where suitable candidates are identified or the retiring Director is considered to be suitable to be re-elected, the Nomination Committee will hold a meeting and/or by way of a written resolution, if thought fit, to approve the recommendations to the Board for appointment or re-appointment; and

(c) Upon acknowledgement of the recommendations from the Nomination Committee, the Board may arrange for additional interview, checks and review by the members of the Board who are not members of the Nomination Committee, and the Board will thereafter deliberate and decide the appointment or re-appointment (as the case may be).

Recommendation of the Nomination Committee and the Board

In 2025, the Nomination Committee reviewed the structure, size, and diversity of the Board as well as the selection criteria for Directors and the board diversity policy, to ensure that the Board's composition complies with the Listing Rules and reflects an appropriate mix of skills, experience, and diversity that are relevant to Company's strategy, governance and business and contribute to the Board's effectiveness and efficiency. For further information relating to the Board's current composition and the board diversity policy, please refer to the corporate governance report of the annual report of the Company. The Nomination Committee has also undertaken procedures and process set out in paragraph headed "Procedure and Process for Nomination of Directors" in this circular when making recommendations to the Board for the re-election of Directors.

The Nomination Committee and the Board have assessed the independence of Mr. Cai based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. Cai does not have any relationship with any Directors, chief executive and senior management of the Company, substantial Shareholders or controlling Shareholders. The Nomination Committee and the Board are not aware of any circumstance that might influence Mr. Cai in exercising independent judgments, and are satisfied that he has the required character, integrity, independence and experience to fulfill the role of independent non-executive Director. On this basis, Mr. Cai is considered independent.

Mr. Cai has served as an independent non-executive Director and a member of Audit Committee, for more than nine years since his appointment on 18 November 2013. The Nomination Committee and the Board, after reviewing and considering his contribution to the Company, including but not limited to his involvement in the general meetings of the Company, meetings of the Board and the Board committees, consider that Mr. Cai has in-depth understanding of the Company's operations and business, and he has expressed objective views and given independent guidance to the Company over the years, and he continues to demonstrate firm commitment to his role.

Mr. Cai has in-depth knowledge and extensive experience in real estate policies, market and urban management. The Nomination Committee and the Board are of the view that Mr. Cai contributes to the diversity of the Board by bringing his professional skills, knowledge and valuable experience in the areas of management, investment, accounting, financial management, real estate policies, as well as market and urban management fields to the Board and the re-election of Mr. Cai will contribute to the continuity and stability of the Board.

Upon review, the Nomination Committee considers the long service of Mr. Cai would not affect his exercise of independent judgment and is satisfied that he has the required character, integrity and experience to continue fulfilling the role as independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Upon careful consideration and the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. Lai Zhuobin, Mr. Chen Yong and Mr. Cai Suisheng, to stand for re-election as Directors at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

An ordinary resolution was passed at the Last Annual General Meeting whereby a general mandate was granted to the Directors to buy back Shares up to 10% of the total number of Shares in issue at the date of passing of that resolution. Such general mandate will lapse at the conclusion of the Annual General Meeting. Therefore, an ordinary resolution will be proposed at the Annual General Meeting to grant the Share Buy-back Mandate, details of which are set out in item 7 of the notice of Annual General Meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GENERAL MANDATE TO ISSUE SHARES

Ordinary resolutions were passed at the Last Annual General Meeting whereby (i) a general mandate was given to the Directors to allot, issue and deal with new Shares up to 20% of the total number of Shares in issue at the date of passing of that resolution and (ii) such a general mandate was extended by adding thereto the number of Shares being bought back by the Company pursuant to the general mandate to buy back Shares granted to the Directors. Such general mandates will lapse at the conclusion of the Annual General Meeting. Therefore, ordinary resolutions will be proposed at the Annual General Meeting to (i) grant to the Directors the Issuance Mandate and (ii) extend the Issuance Mandate by adding the number of Shares being bought back under the Share Buy-back Mandate in

order to allow flexibility and discretion to the Directors to issue any Shares, details of which are set out in items 8 and 9 of the notice of Annual General Meeting. In the exercise of such Issuance Mandate to allot and issue Shares, the Company will comply with Rules 13.36(3) to 13.36(7) of the Listing Rules.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

Pursuant to the Listing Rules and the Articles, any vote of Shareholders at a general meeting must 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. An announcement on the poll results will be published by the Company after the Annual General Meeting on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.logangroup.com) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.logangroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 9 June 2026) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate, the Issuance Mandate and the extension of the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Logan Group Company Limited
Kei Hoi Pang
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

Mr. Lai Zhuobin, aged 54

Mr. Lai Zhuobin was appointed as an executive Director of the Company on 18 November 2013. He was appointed as the chief financial officer of the Company in July 2015. In September 2019, he was appointed as the chief executive officer of the Company. Mr. Lai was employed by Logan Property Limited Liability Company (formerly known as "Logan Real Estate Holdings Co., Ltd.") in 2007 and held various senior positions within the financial management division during the period from November 2007 to May 2011. In May 2011, Mr. Lai was served as the financial controller of Shenzhen Logan Holdings Company Limited. He is a member of the Chinese Institute of Certified Public Accountants. Mr. Lai obtained a bachelor's degree in science from Sun Yat-sen University (中山大學) in July 1993 and obtained a master's degree in engineering from Beijing Institute of Technology in July 2003. Mr. Lai also obtained an executive master of business administration from Peking University in 2013.

Mr. Lai has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lai has entered into a service agreement with the Company under which he agreed to act as an executive Director for a period of 3 years and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Lai is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles. Mr. Lai does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lai was deemed to be interested in 5,406,250 Shares representing approximately 0.10% of the Shares issued by the Company. Save as disclosed above, Mr. Lai was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. For the year ended 31 December 2025, Mr. Lai's total remuneration was RMB2,999,000 which comprised salaries and allowances of RMB2,867,000 and pension scheme contribution of RMB132,000.

Mr. Chen Yong, aged 47

Mr. Chen Yong was appointed as the vice president of the Group in June 2022 and an executive director of the Company on 3 October 2023, being primarily responsible for the offshore capital and financial management of the Group. Prior to joining the Group, Mr. Chen held various important and senior management positions in many professional institutions and large enterprises including PricewaterhouseCoopers, China Resources Group and CDH Investments, and has extensive experience in corporate financial management, investment and capital management. Mr. Chen is currently a non-practicing member of the Chinese Institute of Certified Public Accountants. He obtained a bachelor's degree in economics from Dongbei University of Finance and Economics in July 2000 and a master's degree in economics from Sun Yat-sen University in 2003.

Mr. Chen has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chen has entered into a service agreement with the Company under which he agreed to act as an executive Director for a period of 3 years until terminated by not less than three months' notice in writing served by either party on the other. Mr. Chen is also subject to retirement and re-election at the Annual General Meeting of the Company in accordance with the Articles. Mr. Chen does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chen holds interest in 2,062,000 shares of the Company, representing a total of approximately 0.04% of the Shares issued by the Company. Save as disclosed above, Mr. Chen was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO. For the year ended 31 December 2025, Mr. Chen's total remuneration was RMB2,857,000 which comprised salaries and allowances of RMB2,726,000 and pension scheme contribution of RMB131,000.

Mr. Cai Suisheng, aged 75

Mr. Cai Suisheng was appointed as an independent non-executive Director of the Company on 18 November 2013. Mr. Cai is a member of Audit Committee of the Company. Mr. Cai is currently the honorary president of Guangdong Provincial Real Estate Association (廣東省房地產行業協會). Mr. Cai was appointed as a senior consultant of Shenzhen Real Estate Intermediary Association (深圳市房地產仲介協會) in January 2019. Also, in 2004, Mr. Cai was a visiting scholar at the Institute of Housing and Urban Research of Uppsala University in Sweden (瑞典烏普薩拉大學住房與城市發展研究所). From 2013 to 2025, Mr. Cai was appointed as visiting professor of College of Real Estate of Beijing Normal University Zhuhai. From 2006 to 2010, Mr. Cai served as a standing director of the China Real Estate Association (中國房地產業協會). From 2007 to 2016, Mr. Cai was appointed as the president of Guangdong Provincial Real Estate Association and the vice president of Guangdong Economics Association (廣東經濟學會) respectively. During the period from June 2008 to July 2020, Mr. Cai served as an independent non-executive director and an external director of Guangzhou Pearl River Industrial Development Co., Ltd. (廣州珠江實業開發股份有限公司), a company listed on the Shanghai Stock Exchange. During the period from October 2013 to August 2020, Mr. Cai was appointed as the honorary professor and the visiting professor of the department of urban planning and design of the University of Hong Kong. Mr. Cai has in-depth knowledge and extensive experience in real estate policies, market and urban management and has published numerous articles and reviews regarding the real estate market, housing policy as well as urban development and management in various newspapers and publications.

Save as disclosed above, Mr. Cai has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Cai does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Cai was not interested or deemed to be interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Cai has entered into a service agreement with the Company under which he agreed to act as an independent non-executive Director for a period of 3 years until terminated by not less than three months' notice in writing served by either party to the other. He is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles. Under the service agreement, Mr. Cai is entitled to receive an annual Director's fee of HK$300,000. For the year ended 31 December 2025, his total Director's fee was HK$300,000.

Save as disclosed above, there is no information which is discloseable nor the above retiring Directors involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the above retiring Directors that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARES IN ISSUE

As at the Latest Practicable Date, there are a total number of 5,685,407,450 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares will be issued or bought back before the Annual General Meeting, the Directors would be allowed under the Share Buy-back Mandate to buy back, a maximum of 568,540,745 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the applicable laws of the Cayman Islands and the Listing Rules.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back

Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2025		
April	0.96	0.72
May	0.89	0.80
June	1.03	0.78
July	1.68	0.86
August	0.96	0.83
September	1.38	0.83
October	1.61	1.16
November	1.64	1.39
December	1.86	1.42
2026		
January	1.93	1.23
February	1.66	1.29
March	1.48	1.20
April (up to the Latest Practicable Date)	1.31	1.24

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Memorandum and Articles.

The Directors have confirmed that neither this explanatory statement nor the proposed Share Buy-back Mandate has unusual features.

Following a buy-back of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the buy-back, which may change due to evolving circumstances. For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing 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 relevant record date for the dividends or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

7. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

If on the exercise of the power to buy back Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Kei Hoi Pang is considered to be interested in 4,269,081,250 Shares, representing approximately 75.09% of the issued Shares.

In the event that the Directors exercise in full the power to buy back Shares under the Share Buy-back Mandate, then (assuming the present shareholdings remain the same) Mr. Kei Hoi Pang would become interested in approximately 83.43% of the issued Shares. Such increase in interests would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and would not result in less than 15% (as approved by the Stock Exchange) of the total number of Shares in issue being held in public hands. The Directors do not propose to buy back Shares which would result in the total number of Shares in issue being held in public hands falling under the prescribed minimum requirement of public float.

8. SHARE BUY-BACK MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3380)

Notice is hereby given that an annual general meeting (the "**AGM**") of Logan Group Company Limited (the "**Company**") will be held at R1, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 11 June 2026 at 3:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company ("**Directors**") and the auditors of the Company ("**Auditors**") for the year ended 31 December 2025.

2. To re-elect Mr. Lai Zhuobin as executive Director.

3. To re-elect Mr. Chen Yong as executive Director.

4. To re-elect Mr. Cai Suisheng as independent non-executive Director.

5. To authorize the board of Directors to fix the Directors' remuneration.

6. To re-appoint Prism Hong Kong Limited as the Auditors and to authorize the board of Directors to fix their remuneration.

To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

7. To grant a general mandate to Directors to buy back shares of the Company:

   "**THAT:**

   (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations, and, if permitted under the Listing Rules, to determine whether such shares of the Company bought back shall be held as treasury shares by the Company or otherwise be cancelled subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution and the said mandate 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 by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

8. To grant a general mandate to Directors to allot, issue and deal with new shares of the Company:

"**THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to Directors during the Relevant Period (as defined below) to allot, issue and deal with new shares in the capital of the Company (including any sale and transfer of treasury shares) and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period in accordance with all applicable laws, rules and regulations;

(b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution and the said mandate 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 by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their holdings of such shares or class thereof (subject to such exclusions or other arrangements as Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

9. To extend the general mandate granted to Directors to allot, issue and deal with new shares of the Company:

"**THAT**

conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the "Notice"), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by Directors pursuant to such general mandate of the number of shares being bought back by the Company pursuant to the mandate referred to in the resolution set out in item 7 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution."

By order of the Board
Logan Group Company Limited
Kei Hoi Pang
Chairman

Hong Kong, 27 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 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. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and on a poll, vote on behalf of him. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. 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 of attorney or authority, 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 the holding of the AGM (i.e. not later than 3:00 p.m. on Tuesday, 9 June 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. To ascertain the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 8 June 2026 to Thursday, 11 June 2026, both days inclusive. The record date will be Thursday, 11 June 2026. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with Company's Hong Kong branch share registrar, 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, 5 June 2026.

5. If tropical cyclone warning signal number 8 or above or "extreme conditions" caused by super typhoon, or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the above meeting, the meeting will be adjourned. The Company will publish an announcement on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.logangroup.com) to notify shareholders of the date, time and place of the adjourned meeting.

6. References to time and dates in this notice are to Hong Kong time and dates.