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 Sunfonda Group Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Sunfonda Group Holdings

SUNFONDA GROUP HOLDINGS LIMITED
新豐泰集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01771)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND/OR RESELL TREASURY SHARES OF THE COMPANY; PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY; AND NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

A notice convening an annual general meeting of Sunfonda Group Holdings Limited to be held at Conference Room No. 2, 5/F of Office Building, Sunfonda Automobile Center, Beichen Avenue, Chanba Ecological District, Xi'an City, Shaanxi Province, The People's Republic of China on Tuesday, 9 June 2026 at 10:00 a.m. is set out on pages 18 to 21 of this circular. A proxy form for use at the 2026 AGM is enclosed with this circular. Such proxy form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.sunfonda.com.cn).

Whether or not you are able to attend the 2026 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar (i.e. Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2026 AGM (i.e. not later than 10:00 a.m. on Sunday, 7 June 2026) or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the 2026 AGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

27 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 4

2. Proposed Granting of the Repurchase and Issuance and Resale Mandates 5

3. Proposed Re-election of the Retiring Directors 6

4. The 2026 AGM and Proxy Arrangement 6

5. Recommendation 7

6. General Information 7

Appendix I – Explanatory Statement on the Repurchase Mandate 8

Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2026 AGM 12

Notice of the 2026 AGM 18

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

"2026 AGM"	an annual general meeting of the Company to be held at Conference Room No. 2, 5/F of Office Building, Sunfonda Automobile Center, Beichen Avenue, Chanba Ecological District, Xi'an City, Shaanxi Province, The People's Republic of China on Tuesday, 9 June 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 21 of this circular, or any adjournment thereof;
"Articles of Association"	the articles of association of the Company currently in force;
"Audit Committee"	the audit committee under the Board of the Company;
"Board"	the board of Directors;
"CCASS"	Central Clearing and Settlement System;
"Company"	Sunfonda Group Holdings Limited 新豐泰集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules and, unless the context otherwise requires, means Mr. Wu, Ms. Chiu, Golden Speed, Win Force and Top Wheel and any one of them;
"Director(s)"	the director(s) of the Company;
"Finance and Investment Committee"	the finance and investment committee under the Board of the Company;
"Golden Speed"	Golden Speed Enterprises Limited, an investment holding company incorporated under the laws of the British Virgin Islands on 11 January 2011, which is wholly owned by Mr. Wu and is a Controlling Shareholder;
"Group"	the Company and its subsidiaries from time to time;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issuance and Resale Mandate"	as defined in paragraph 2(b) of the Letter from the Board of this circular;

"Latest Practicable Date"	16 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;
"Mr. Wu"	Mr. Wu Tak Lam, the chairman of the Company, an executive Director, a Controlling Shareholder and the husband of Ms. Chiu;
"Ms. Chiu"	Ms. Chiu Man, the chief executive officer of the Group, an executive Director, a Controlling Shareholder and the wife of Mr. Wu;
"Nomination Committee"	the nomination committee under the Board of the Company;
"Remuneration Committee"	the remuneration committee under the Board of the Company;
"Repurchase Mandate"	as defined in paragraph 2(a) of the Letter from the Board of this circular;
"RMB"	Renminbi, the lawful currency of 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 US$0.0001 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
"Shareholder(s)"	holder(s) of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Codes"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong;
"Top Wheel"	Top Wheel Limited, a limited liability company incorporated under the laws of the British Virgin Islands on 1 February 2011 and a Controlling Shareholder;
"treasury Shares"	has the meaning ascribed to it under the Listing Rules;
"US$"	United States dollars, the lawful currency of the United States;

"Win Force"	Win Force Enterprises Limited, an investment holding company incorporated under the laws of the British Virgin Islands on 11 January 2011, which is wholly owned by Ms. Chiu and is a Controlling Shareholder; and
"%"	per cent.

Sunfonda Group Holdings

SUNFONDA GROUP HOLDINGS LIMITED
新豐泰集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01771)

Executive Directors:
Mr. Wu Tak Lam *(Chairman)*
Ms. Chiu Man *(Chief Executive Officer)*
Ms. Chen Wei
Mr. Wang Hao

Independent Non-executive Directors:
Dr. Han Qinchun
Mr. Liu Qiming
Mr. Mou Junfa

Registered Office:
Grand Pavilion, Hibiscus Way
802 West Bay Road
P.O. Box 31119
KY1-1205
Cayman Islands

Principal Place of Business in Hong Kong:
Unit D, 13/F, Seabright Plaza
9-23 Shell Street
North Point, Hong Kong

27 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND/OR RESELL TREASURY SHARES OF THE COMPANY; PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY; AND NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2026 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance and Resale Mandate to the Directors; (iii) the extension of the Issuance and Resale Mandate by adding to it the number of issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE AND RESALE MANDATES

At the annual general meeting of the Company held on 28 May 2025, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2026 AGM, will lapse at the conclusion of the 2026 AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the 2026 AGM to approve the granting of new general mandates to the Directors:

(a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing such resolution (i.e. not exceeding 60,000,000 Shares, on the basis that the total number of issued Shares, being 600,000,000 Shares, remains unchanged as at the date of the 2026 AGM) (the "**Repurchase Mandate**");

(b) to allot, issue or deal with Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing such resolution (i.e. not exceeding 120,000,000 Shares, on the basis that the total number of issued Shares, being 600,000,000 Shares, remains unchanged as at the date of the 2026 AGM) (the "**Issuance and Resale Mandate**"); and

(c) to extend the Issuance and Resale Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance and Resale Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2026 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the 2026 AGM as set out on pages 18 to 21 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 16.18 of the Articles of Association, Mr. Wu Tak Lam and Ms. Chen Wei will retire by rotation at the 2026 AGM. Pursuant to Article 16.2 of the Articles of Association, Mr. Wang Hao and Mr. Mou Junfa, who was appointed as an executive Director and an independent non-executive Director with effect from 7 November 2025 and 31 December 2025, respectively, shall hold office until the 2026 AGM. All of the above four Directors, being eligible, will offer themselves for re-election at the 2026 AGM.

Mr. Mou Junfa, the retiring independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy, the Company's corporate strategy, and the independence of independent non-executive Director. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors, including the aforesaid independent non-executive Director, who is due to retire at the 2026 AGM. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and believes that his academic background and extensive business experience will continue to bring diversity and new perspectives to the Board for its efficient and effective functioning.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above four Directors proposed to be re-elected at the 2026 AGM are set out in Appendix II to this circular.

4. THE 2026 AGM AND PROXY ARRANGEMENT

The notice of the 2026 AGM is set out on pages 18 to 21 of this circular. At the 2026 AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance and Resale Mandate, the extension of the Issuance and Resale Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2026 AGM. An announcement on the poll results will be made by the Company after the 2026 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. A proxy form for use at the 2026 AGM is enclosed with this circular and such proxy form is also uploaded on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sunfonda.com.cn). Whether or not you are able to attend the 2026 AGM, please complete and sign the proxy form in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if

any) under which it is signed or a notarially certified copy of such power of attorney or authority, to the Company's Hong Kong share registrar (i.e. Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2026 AGM (i.e. not later than 10:00 a.m. on Sunday, 7 June 2026) or any adjournment thereof. Completion and delivery of the proxy form will not preclude you from attending and voting at the 2026 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance and Resale Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2026 AGM.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Repurchase Mandate; and Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2026 AGM.

Yours faithfully,
By order of the Board
Mr. Wu Tak Lam
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2026 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares 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. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares capital was 600,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the 2026 AGM in respect of the granting of the Repurchase Mandate and on the basis that the total number of issued Shares remains unchanged as at the date of the 2026 AGM, i.e. being 600,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, 60,000,000 Shares, representing 10% of the total number of Shares (excluding any treasury Shares) in issue as at the date of the 2026 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

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 Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODES

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder, or a 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 Codes for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Company's Controlling Shareholders were collectively interested in 434,183,000 issued Shares, representing approximately 72.36% of the total number of issued Shares.

The issued share capital of Top Wheel is owned as to 70% by Golden Speed, a corporation wholly owned and controlled by Mr. Wu, and 30% by Win Force, a corporation wholly owned and controlled by Ms. Chiu.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate (presuming that there is no other change in the number of issued Shares), the aggregate shareholding of the above Controlling Shareholders would, based on their current shareholdings, be increased to approximately 80.40% of the total number of issued Shares immediately after the full exercise of the Repurchase Mandate. The Directors are not aware of any consequences which will arise under the Takeovers Codes as a result of any repurchases to be made under the Repurchase Mandate.

However, the Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the company's issued shares would be in public hands. The Directors therefore will not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, 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 Repurchase 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 Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. The Company will register the Shares repurchased as treasury Shares in its own name in accordance with the applicable laws of the Cayman Islands.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take 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.

The Company confirms that the Explanatory Statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
April	0.280	0.255
May	0.335	0.280
June	0.320	0.260
July	0.290	0.241
August	0.335	0.222
September	0.450	0.241
October	0.320	0.230
November	0.290	0.250
December	0.255	0.241
2026		
January	0.275	0.222
February	0.231	0.231
March	0.255	0.157
April (up to the Latest Practicable Date)	0.181	0.151

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the 6 months immediately preceding the Latest Practicable Date.

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2026 AGM, are provided below.

(1) MR. WU TAK LAM

Position and experience

Mr. Wu Tak Lam (胡德林), aged 64, was appointed as the Chairman of the Board and an executive director of the Company on 13 January 2011. He is also the Chairman of both the Nomination Committee and the Finance and Investment Committee under the Board of the Company. Mr. Wu founded the Group with Ms. Chiu Man in November 2000 and has been primarily responsible for the strategic management, planning and business development of the Group as well as the development and maintenance of relationship with automobile suppliers of the Group. Mr. Wu serves as the chairman of the board and a director of each of the subsidiaries of the Company, and he has also been a director of Sunfonda (Hong Kong) Limited since April 1997. Prior to the establishment of the Group, Mr. Wu worked at China National Automotive Industry Sales Corp. (中國汽車工業銷售總公司) from July 1986 to December 1992. From August 1993 to March 1997, Mr. Wu was the managing director of Sunfonda Limited (新豐泰有限公司), which conducted import and export trade business and was dissolved in September 2002. He graduated from Wuhan Institute of Technology (武漢工學院) (currently known as Wuhan University of Technology (武漢理工大學)) in Wuhan, China, majoring in automobile and tractor studies and obtained a bachelor's degree in engineering in July 1986. He is also the sole shareholder and director of Golden Speed, a director of Top Wheel, and the husband of Ms. Chiu Man (the Chief Executive Officer of the Group, an executive director and a controlling shareholder of the Company).

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

Length of service

Pursuant to the existing service contract entered into between Mr. Wu and the Company, his current term of office is commenced from 1 January 2026 to 31 December 2028, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Wu is the sole shareholder and director of Golden Speed (a Controlling Shareholder), a director of Top Wheel (a controlled corporation of Golden Speed and a Controlling Shareholder), and the husband of Ms. Chiu (the chief executive officer of the Group, an executive Director and a Controlling Shareholder).

Save as disclosed above and disclosed in the immediately following section "Interests in Shares", Mr. Wu does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or Controlling Shareholders (as defined in the Listing Rules).

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wu was deemed to be interested in 434,183,000 Shares, representing approximately 72.36% of the issued Shares.

The issued share capital of Top Wheel is owned as to 70% by Golden Speed, a corporation wholly owned and controlled by Mr. Wu, and 30% by Win Force, a corporation wholly owned and controlled by Ms. Chiu. As Top Wheel is a controlled corporation of Mr. Wu, Ms. Chiu, Golden Speed and Win Force, they are deemed to be interested in the 434,183,000 Shares held by Top Wheel pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Wu was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the existing service contract entered into between Mr. Wu and the Company, Mr. Wu is entitled to receive a Director's fee of RMB1,200,000 per annum. The above emolument of Mr. Wu is recommended by the Company's Remuneration Committee and approved by the Board with reference to Mr. Wu's qualifications, experience and role and duties in the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Wu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

(2) MS. CHEN WEI

Position and experience

Ms. Chen Wei (陳瑋), aged 51, was appointed as an executive director of the Company on 23 November 2018. Ms. Chen was appointed as the financial controller of the Group since May 2015. Ms. Chen has over 26 years of experience in accounting and financial management. She joined the Group in March 2007, and successively served in the following positions in the subsidiaries of the Company: the finance manager of Shaanxi Sunfonda Automobile Technology Development Co., Ltd. and Shaanxi Kaisheng Automobile Sales Services Co., Ltd. (陝西凱盛汽車銷售服務有限公司) from March 2007 to February 2009; and the finance manager of Shaanxi Sunfonda Automobile Co., Ltd.

from March 2009 to April 2015. Ms. Chen graduated from Shaanxi Institute of Finance and Economics (陝西財經學院) (currently known as Xi'an Jiaotong University (西安交通大學)) in June 1996 with an associate degree in accounting.

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

Length of service

Pursuant to the existing service contract entered into between Ms. Chen and the Company, her current term of office is 3 years commenced from 22 November 2024, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Ms. Chen does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or Controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Chen had the following interests:

(a) Ms. Chen held beneficially 864,000 Shares.

Save as disclosed above, Ms. Chen was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Ms. Chen is not entitled to receive remuneration from the Company as a Director, she is entitled to receive an annual remuneration in the amount of approximately RMB480,000 as the financial controller of the Group and a discretionary bonus. Such remuneration, including the discretionary bonus, are approved by the Board by reference to her work performance, duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company, and are not covered by the service agreement entered into between Ms. Chen and the Company for the appointment of Ms. Chen as an executive Director of the Company. She is also eligible to participate in the Pre-IPO Share Award Scheme and the share option scheme of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. Chen to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Chen that need to be brought to the attention of the Shareholders.

(3) MR. WANG HAO

Position and experience

Mr. Wang Hao (王皓), aged 38, was appointed as an executive director of the Company on 7 November 2025. He has over 15 years of experience and extensive expertise in the operation and management of automobile brands. Prior to joining the Group, Mr. Wang served as a supplier quality engineer of FAW Car Co., Ltd. (一汽轎車股份有限公司) from August 2011 to April 2014, and was a regional manager of SAIC Volkswagen Automotive Co., Ltd. (上汽大眾汽車有限公 司) from May 2014 to April 2022; Mr. Wang joined the Group in June 2022, and has successively held the following managerial positions in the subsidiaries of the Company: the general manager of Shaanxi Sunfonda Junmei Automobile Sales Services Co., Ltd. (陝西新豐泰駿美汽車銷售服務有限 公司) from June 2022 to January 2023; the general manager of Yangzhou Sunfonda Junsheng Lexus Automobile Sales Service Co., Ltd. (揚州新豐泰鈞盛雷克薩斯汽車銷售服務有限公司) from February 2023 to January 2024; and the general manager of Suzhou Sunfonda Toyota Automobile Sales Services Co., Ltd. (蘇州新豐泰豐田汽車銷售服務有限公司) from February 2024 to July 2024. Mr. Wang was the personnel director of the Group from August 2024 to January 2025. Mr. Wang served as the director of the Group's integrated business from February 2025 to 6 November 2025. Mr. Wang graduated from Jilin University in July 2011 with a bachelor's degree in vehicle engineering.

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

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Wang, his current term of office is from 7 November 2025 to 31 December 2027, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Wang does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or Controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. Wang is not entitled to receive remuneration from the Company as a Director, he is entitled to receive an annual remuneration in the amount of approximately RMB500,000 as the vice president of operations of the Group and a discretionary bonus. Such remuneration, including the discretionary bonus, are determined by the Board by reference to his work performance, duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company, and are not covered by the service agreement entered into between Mr. Wang and the Company for the appointment of Mr. Wang as an executive director of the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Wang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders.

(4) MR. MOU JUNFA

Position and experience

Mr. Mou Junfa (牟均發), aged 61, was appointed as an independent non-executive director of the Company on 31 December 2025. He is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee under the Board of the Company. Mr. Mou is a senior expert in the fields of mining machinery and unmanned driving technology in China, with more than 40 years of experience and extensive professional knowledge. Mr. Mou served as a product design engineer and section head at the Research Institute of Shaanxi Heavy Duty Automobile Co., Ltd (陝西重型汽車有限公司) from July 1987 to September 1996. Mr. Mou served as the director and chief engineer of Xi'an Sanming Auto Parts Co., Ltd. (西安三鳴汽車零部件有限責任公司) from October 1996 to September 2004. Mr. Mou is a co-founder of Shaanxi Tonly Heavy Industries Co., Ltd. (陝西同力重工股份有限公司) ("**Tonly Heavy Industries**") (formerly known as Shaanxi Tonly Heavy Industries Limited (陝西同力重工有限公司)) (the shares of which are listed on the Beijing Stock Exchange, stock code: 920599), and participated in the establishment of the company from February 2005 to May 2010, serving as a director and chief engineer. Subsequently, Mr. Mou held the following positions at Tonly Heavy Industries: from May 2010 to March 2015, served as a director and technology director; from March 2015 to May 2019, served as a non-staff representative supervisor; from May 2019 to May 2022, served as a director; and from May 2022 to December 2023, served as a non-staff representative supervisor. Mr. Mou has been serving as the executive

director and general manager of Xi'an Main Function Intelligence Technology Co., Ltd. (西安主函數智慧科技有限公司) since its establishment in October 2018. Mr. Mou graduated from Wuhan University of Technology (武漢理工大學) in June 1987, and obtained the title of senior engineer in November 2021.

Save as disclosed above, Mr. Mou has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the letter of appointment issued by the Company to Mr. Mou, his current term of office is from 31 December 2025 to 31 December 2027, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Mou does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Mou was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the letter of appointment issued by the Company to Mr. Mou, he is entitled to receive a Director's service fee of HK$150,000 per annum. The above emolument of Mr. Mou is recommended by the Company's Remuneration Committee and approved by the Board with reference to Mr. Mou's qualifications, experience and role and duties in the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Mou to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Mou that need to be brought to the attention of the Shareholders.

Sunfonda Group Holdings

SUNFONDA GROUP HOLDINGS LIMITED
新豐泰集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01771)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Sunfonda Group Holdings Limited (the "**Company**") will be held at Conference Room No. 2, 5/F of Office Building, Sunfonda Automobile Center, Beichen Avenue, Chanba Ecological District, Xi'an City, Shaanxi Province, The People's Republic of China on Tuesday, 9 June 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and receive 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;

2. To re-elect Mr. Wu Tak Lam as an executive director of the Company;

3. To re-elect Ms. Chen Wei as an executive director of the Company;

4. To re-elect Mr. Wang Hao as an executive director of the Company;

5. To re-elect Mr. Mou Junfa as an independent non-executive director of the Company;

6. To authorize the board of directors of the Company to fix the respective directors' remuneration;

7. To re-appoint BDO Limited as auditors of the Company and to authorize the board of directors of the Company to fix the auditors' remuneration;

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange

recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) 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; and

(c) for the purpose 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and

(iii) 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.";

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval 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 (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

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

(ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;

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

(iv) 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 any treasury shares) as at the date of passing this resolution and this approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) 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; 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and

(iii) 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

"Rights Issue" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).";
and

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 9 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 the directors of the Company pursuant to such general mandate of the number of shares purchased

by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing this resolution.".

By order of the Board
Sunfonda Group Holdings Limited
Mr. Wu Tak Lam
Chairman

27 April 2026

Notes:

a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.

b. In order to be valid, a proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong share registrar (i.e. Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Sunday, 7 June 2026) or any adjournment thereof. Delivery of the proxy form shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the proxy form shall be deemed to be revoked.

c. To ascertain shareholders' eligibility to attend and vote at the forthcoming annual general meeting of the Company to be held on Tuesday, 9 June 2026, the register of members of the Company will be closed from Thursday, 4 June 2026 to Tuesday, 9 June 2026 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the said meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar (i.e. Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) for registration no later than 4:30 p.m. on Monday, 3 June 2026. The record date for determining the entitlement of Shareholders to attend and vote at the AGM is 9 June 2026.