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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **EGL Holdings Company Limited** (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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EGL Holdings Company Limited
東瀛遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6882)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, PROPOSED FINAL DIVIDEND, GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 5/F, Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. (the "**AGM**") is set out on pages 17 to 23 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 11:00 a.m. on Wednesday, 27 May 2026 or not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the AGM.

29 April 2026

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

"AGM"	the annual general meeting of the Company to be held at 5/F, Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. or any adjournment thereof, the notice of which is set out on pages 17 to 23 of this circular
"Articles of Association"	the third amended and restated articles of association of the Company, currently effective as at the date of this circular
"Auditors"	the auditors of the Company for the time being
"Board"	the board of Directors
"Board Diversity Policy"	board diversity policy of the Board
"CCASS"	the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited
"Company"	EGL Holdings 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
"controlling shareholder"	shall have the meaning ascribed to it in the Listing Rules
"Director(s)"	the director(s) of the Company from time to time
"Final Dividend"	the proposed final dividend of HK3.5 cents per Share for the year ended 31 December 2025 to the Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 8 June 2026
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"HKSCC Nominees"	HKSCC Nominees Limited
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
"Nomination Committee"	nomination committee of the Board
"Proposed Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the resolution granting the Proposed Repurchase Mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"treasury Shares"	Shares repurchased and held by the Company in treasury as authorised by the laws of the Cayman Islands and the Articles of Association including Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
"Share Premium Account"	share premium account of the Company
"Share(s)"	ordinary share(s) of HK$0.1 each in the share capital of the Company conferring one vote per share on any resolution tabled at the Company's general meeting (save for any treasury Shares, the holders of which shall abstain from voting at the Company's general meeting)
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers
"%"	per cent.

EGL Holdings Company Limited
東瀛遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6882)

Executive Directors:
Mr. Huen Kwok Chuen *(Chairman)*
Ms. Yuen Ho Yee *(Chief Executive Officer)*
Mr. Leung Shing Chiu *(Chief Financial Officer)*
Ms. Lee Po Fun *(Chief Operation Officer)*
Mr. Cheang Chuen Hon

Independent Non-executive Directors:
Mr. Chan Kim Fai
Mr. Lo Kam Cheung Patrick
Ms. Wong Lai Ming

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business in Hong Kong:
15/F, EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

29 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, PROPOSED FINAL DIVIDEND, GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of AGM and the following proposals to be put forward at the AGM: (i) the adoption of the audited consolidated financial statements of the Group and the reports of the Directors and Auditor for the year ended 31 December 2025; (ii) the declaration of Final Dividend; (iii) the re-election of retiring Directors; (iv) to authorise the Board to fix the Directors' remuneration; (v) the re-appointment of BDO Limited as the Auditor and to authorise the Board to fix their remuneration; and (vi) the granting to the Directors of general mandates to issue new Shares (including any sale or transfer of treasury Shares) and repurchase Shares.

ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITOR

The annual report of the Company for the year ended 31 December 2025 incorporating the audited consolidated financial statements of the Group and the reports of the Directors and the Auditor for the year ended 31 December 2025 is sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Group for the year ended 31 December 2025 have been reviewed by the audit committee of the Board.

PROPOSED FINAL DIVIDEND

As disclosed in the Company's announcement dated 27 March 2026, for the year ended 31 December 2025, the Board had recommended the payment of the Final Dividend of HK3.5 cents per Share out of the Share Premium Account, subject to the approval of the Shareholders at the AGM. Subject to the passing of an ordinary resolution by the Shareholders approving the declaration of the Final Dividend out of the Share Premium Account, it is expected that the Final Dividend will be paid on or around Monday, 29 June 2026 to Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 8 June 2026.

The Board is of the view that the current financial conditions and the profits of the Company justify the payment of the Final Dividend. After taking into account a number of factors including the cash flow of the Company, the Board considers that it is appropriate to recommend the payment of the Final Dividend out of the Share Premium Account pursuant to the Articles of Association and in accordance with the laws of the Cayman Islands. The Board is of the view that such arrangement is in the interests of the Company and its Shareholders as a whole.

As at the Latest Practicable Date, the Company has 502,450,000 Shares in issue. Based on the total number of issued Shares as at the Latest Practicable Date, the Final Dividend will amount to an aggregate amount of approximately HK$17.6 million. As at 31 December 2025, the amount standing to the credit of the Share Premium Account was approximately HK$80.0 million based on the audited consolidated financial statements of the Company as at that date. Following the payment of the Final Dividend, there will be a remaining balance of approximately HK$62.4 million standing to the credit of the Share Premium Account.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares. The Directors are also satisfied that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately after the date on which the Final Dividend is paid.

Shareholders should seek professional advice with their own tax advisers regarding the possible tax implications of the payment of the Final Dividend. As of the Latest Practicable Date, the Board is not aware of any Shareholders who have waived or agreed to waive any dividends.

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

The general mandate granted to the Directors at the annual general meeting of the Company held on 30 May 2025 to allot and issue and deal with the additional Shares, including any sale and transfer of treasury Shares out of treasury, not exceeding 20% of the number of issued Shares (excluding treasury Shares, if any) as at the date of the annual general meeting of the Company held on 30 May 2025, and such general mandate granted to the Directors will expire at the conclusion of the AGM.

General Mandate to Issue Shares

In order to ensure greater flexibility for the Company to issue new Shares (including any sale or transfer of treasury Shares), an ordinary resolution no. 6(a) will be proposed at the AGM to approve the granting of a general and unconditional mandate to the Directors to exercise the powers of the Company to allot and issue new Shares (including any sale or transfer of treasury Shares) up to 20% of the number of the issued Shares (excluding treasury Shares, if any) as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 502,450,000 Shares and there are no treasury Shares. Subject to the passing of ordinary resolution no. 6(a) and on the basis that no further Shares are issued (or transferred out of treasury) or repurchased before the AGM, the Company will be allowed to issue (or transfer out of treasury) a maximum of 100,490,000 Shares. In addition, subject to a separate approval of the ordinary resolution no. 6(c), the number of Shares purchased by the Company under ordinary resolution no. 6(b) will also be added to the 20% general mandate as mentioned in the ordinary resolution no. 6(a). The Directors wish to state that they have no immediate plans to issue any new Shares (including any sale or transfer of treasury Shares) pursuant to such general mandate.

General Mandate to Repurchase Shares

In addition, an ordinary resolution will be proposed at the AGM to approve the granting of the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of the issued Shares (excluding treasury Shares, if any) as at the date of the passing of the resolution in relation to such Proposed Repurchase Mandate. Subject to the passing of ordinary resolution no. 6(b) and on the basis that no further Shares will be issued (or transferred out of treasury) or repurchased before the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 50,245,000 Shares. The Directors wish to state that they have no immediate plans to repurchase any Shares pursuant thereto.

An explanatory statement required by the Listing Rules in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any further Directors to retire shall be those who have been the longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Accordingly, Mr. Huen Kwok Chuen, Mr. Lo Kam Cheung Patrick and Ms. Wong Lai Ming ("**Ms. Wong**") will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee has considered the background, skills, knowledge and experience of the nominated independent non-executive Directors, having regard to the Board Diversity Policy.

The Board Diversity Policy sets out that board appointments are based on objective criteria, having due regard for the benefits of diversity on the Board including, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge.

Although Ms. Wong has served the Board as an independent non-executive Director for over nine years, the Board, taking into account the professional experience of Ms. Wong in the legal industry, is of the view that she can continue to bring objective and independent judgement to the Board and contribute to the diversity of the Board. During the years of Ms. Wong's appointment as an independent non-executive Director, she has demonstrated her ability to provide an independent view to the Company's matters. She has in-depth understanding of the operation and business of the Group and has also demonstrated strong independence by providing impartial comments and views at Board meetings and Board committees meetings during her tenure. As such, the Board is satisfied that Ms. Wong has the required character, integrity, perspectives, skills and experience to continuously fulfill her role as an independent non-executive Director effectively. The Board believes that the re-election of Ms. Wong as an independent non-executive Director would be in the interests of the Company and the Shareholders as a whole.

The Nomination Committee had reviewed Ms. Wong's skills, knowledge and experience having regard to the Board Diversity Policy and nomination policy of the Company. The Nomination Committee, taking into account of Ms. Wong's characters, integrity, expertise and cumulated experience with the Company, is also of the view that (i) Ms. Wong was not involved in the daily management of the Company nor in any relationship or circumstances which would materially interfere with her exercise of independent judgement during her tenure; (ii) there is no evidence that her tenure of over nine years has compromised or would compromise her continued independence; and (iii) Ms. Wong would be able to continue to bring in fresh perspectives, objective insights and independent judgment to the Board and independent and external dimension as well as constructive and informed comments on issues of the Company's sustainability strategy and policy, performance, accountability, resources and key appointments. The Nomination Committee further considered that Ms. Wong is independent based on the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board, having considered the recommendation of the Nomination Committee, is of the view that Ms. Wong continues to be independent and should be re-elected despite her length of service.

Details of the above named Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the audit committee of the Board) recommended that, subject to the approval of the Shareholders at the AGM, BDO Limited be re-appointed as the Auditor for the ensuing year.

The remuneration payable to BDO Limited for the forthcoming financial year is estimated to fall within a range of HK$1,700,000 to HK$1,800,000. This estimated range has been determined based on discussions between the Company and BDO Limited, taking into account the expected audit scope, the scale and complexity of the Group's operations, and the anticipated level of audit effort required.

The Company confirms that there are no matters of disagreement between the Company and BDO Limited regarding the proposed audit scope or the basis for determining their remuneration. Assuming that the scale and nature of the Group's operations remain materially consistent with the current financial year, the Board anticipates that the actual audit fees incurred will not differ materially from the disclosed range.

CLOSURE OF REGISTER OF MEMBERS

For the purposes of determining Shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 22 May 2026.

For the purpose of determining Shareholders' entitlement to the proposed Final Dividend, the register of members of the Company will be closed from Thursday, 4 June 2026 to Monday, 8 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed Final Dividend to be approved at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 3 June 2026.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 23 of this circular is the notice of AGM at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (a) the adoption of the audited consolidated financial statements of the Group and the reports of the Directors and the Auditor for the year ended 31 December 2025; (b) the declaration of Final Dividend; (c) the re-election of retiring Directors; (d) the authorisation to the Board to fix the Directors' remuneration; (e) the re-appointment of BDO Limited as the Auditor and to authorise the Board to fix their remuneration; and (f) the granting to the Directors of general mandates to issue new Shares (including any sale or transfer of treasury Shares) and repurchase Shares.

FORM OF PROXY

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 11:00 a.m. on Wednesday, 27 May 2026 or not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, 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. The Chairman of the AGM shall therefore demand voting on all resolutions set out in the notice of AGM be taken by way of poll pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

Holders of treasury Shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the above proposals, including but not limited to, the proposed resolutions for the granting to the Directors of the general mandate to issue new Shares (including any sale or transfer of treasury Shares), the Proposed Repurchase Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

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

Yours faithfully,
On behalf of the Board
EGL Holdings Company Limited
Huen Kwok Chuen
Chairman and Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

Save as disclosed herein for and as at the Latest Practicable Date, each of the Directors (i) had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (ii) did not hold any other directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein, as at the Latest Practicable Date, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Huen Kwok Chuen (禤國全) ("**Mr. Huen**"), aged 68, has been an executive Director since 24 July 2014 and has been the Chairman of the Board since 2 October 2025. Mr. Huen joined the Group in 1987. Mr. Huen also serves as a director of EGL Tours Company Limited, EGL Management Group Company Limited, i-Evertravel Company Limited, EGL Tours (Macau) Company Limited, EGL Tours (Japan) Company Limited, EGL Holdings (Nippon) Limited, EGL Holdings (Asia) Limited, EGL Investment Group Company Limited, EGL Market Company Limited and other subsidiaries of the Company. He is also a director of Evergloss Management Group Company Limited ("**Evergloss**") which is a substantial shareholder of the Company. Mr. Huen is the spokesman of the Group. He is responsible for overseeing development of the Group, public relations, specialised gourmet tourism and hotel operation. Mr. Huen has over 41 years of extensive knowledge and experience in the tourism industry.

Mr. Huen has entered into a renewed services contract with the Company for a further term of three years commencing from 28 November 2023 which can be terminated by either party upon giving to the other party three months' prior written notice. Mr. Huen is entitled to a salary of HK$2,160,000 per annum (which was determined with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions) and discretionary bonus(es). The amount of the discretionary bonus(es) will be determined by the Board upon recommendation from the remuneration committee of the Board, having regard to the performance of Mr. Huen and the overall performance of the Group.

As at the Latest Practicable Date, Mr. Huen was (i) interested in 500,000 Shares, representing approximately 0.10% of the total number of issued Shares within the meaning of Part XV of the SFO; and (ii) interested in, through, Kwok Lai Holdings Limited, a corporation wholly-owned by Mr. Huen, 16,728,000 Shares, representing approximately 3.33% of the total number of issued Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Huen was interested in 8,711 shares of Evergloss, an associated corporation of the Company, representing approximately 26.28% interest in Evergloss. The 8,711 shares in Evergloss were held by Kwok Lai Holdings Limited, which was owned as to 100% by Mr. Huen. As at the Latest Practicable Date, Evergloss held and controlled 301,642,000 Shares, representing approximately 60.03% of the entire issued share capital of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Huen 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.

Mr. Lo Kam Cheung Patrick (勞錦祥) ("**Mr. Lo**"), aged 72, has been an independent non-executive Director since 31 May 2024. He is also the chairman of the remuneration committee of the Board and a member of the audit committee, nomination committee and risk management committee of the Board. He is responsible for overseeing the management of the Group independently. He is a Chartered Professional Accountant under The Institute of Chartered Accountants of Ontario, a fellow of the Association of Chartered Certified Accountants and a fellow of The Hong Kong Institute of Certified Public Accountants, with extensive experience in auditing and risk advisory.

Mr. Lo had served with a big 4 accounting firm for over 10 years, and had managed the internal audit and risk management functions of a fully licensed bank and a mobile operator in Hong Kong respectively for a total of over 15 years. Mr. Lo joined RSM Hong Kong in 2007 as a partner overseeing its Risk Advisory Services Department. Before retiring from the firm in 2019, Mr. Lo had participated in initial public offering assignments of over 50 successfully listed companies. The team led by Mr. Lo at the firm had also provided internal audit, risk management and corporate governance advisory services to more than 20 companies listed in Hong Kong, Singapore, the United States, and the United Kingdom respectively. Mr. Lo is currently a Senior Advisor of RSM Hong Kong.

Mr. Lo is currently an independent non-executive director of Multifield International Holdings Limited (Stock Code: 898) and Oriental Explorer Holdings Limited (Stock Code: 430), both of which are companies listed on the Main Board of the Stock Exchange.

Mr. Lo has entered into a letter of appointment with the Company for a period of three years commencing from 31 May 2024 which can be terminated by either party upon giving to the other party not less than three months' prior written notice. Mr. Lo is entitled to a director's fee of HK$200,880 per annum, which is based on the estimated time to be spent by Mr. Lo for his duties as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Lo 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.

Ms. Wong Lai Ming (黃麗明) ("**Ms. Wong**"), aged 67, has been an independent non-executive Director since 13 November 2014. She is also the chairman of the nomination committee of the Board and a member of the audit committee, remuneration committee and risk management committee of the Board. She is responsible for overseeing the management of the Group independently. Ms. Wong has over 23 years of experience in the legal industry. Ms. Wong is a non-practicing solicitor in Hong Kong.

Ms. Wong has entered into a renewed letter of appointment with the Company for a further term of three years commencing from 28 November 2023 which can be terminated by either party upon giving to the other party not less than three months' prior written notice. Ms. Wong is entitled to a director's fee of HK$200,880 per annum, which is based on the estimated time to be spent by Ms. Wong for her duties as an independent non-executive Director.

As at the Latest Practicable Date, Ms. Wong 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.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 502,450,000 Shares in issue and did not hold any treasury Shares. Subject to the passing of the resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 50,245,000 Shares, which represent 10% of the number of Shares in issue (excluding treasury Shares, if any) as at the date of passing the relevant resolution, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required to be held by any applicable law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

SOURCE OF FUNDS

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles of Association and all applicable laws and regulation of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the laws of Cayman Islands, any repurchases by the Company may be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the provisions of the laws of the Cayman Islands, out of capital.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on 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 if the Directors believe that such repurchases will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

On the basis of the current financial position of the Group as disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up, the Directors consider that, if the Proposed Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2025. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries.

The Directors will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands and in accordance with the regulations set out in the Articles of Association. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel any 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.

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 HKSCC Nominees 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.

If, as a result of a share repurchase, 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 purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of such Shareholders' interest, could obtain or consolidate control of the Company and may become obliged under Rule 26 of the Takeovers Code to make a mandatory offer unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, the Company did not hold any treasury Shares, and (i) Evergloss Management Group Company Limited ("**Evergloss**"), held and controlled 301,642,000 Shares, representing approximately 60.03% of the total number of issued Shares; (ii) Likang Limited ("**Likang**") held and controlled 19,352,000 Shares, representing approximately 3.85% of the total number of issued Shares; (iii) Mr. Huen Kwok Chuen ("**Mr. Huen**"), executive Director, held 17,228,000 Shares, representing approximately 3.43% of the total number of issued Shares; (iv) Mr. Leung Shing Chiu ("**Mr. Leung**"), executive Director, held 7,216,000 Shares, representing approximately 1.44% of the total number of issued Shares; (v) Ms. Lee Po Fun ("**Mrs. Yuen**"), executive Director, held 656,000 Shares, representing approximately 0.13% of the total number of issued Shares; and (vi) Mr. Cheang Chuen Hon ("**Mr. Cheang**"), executive Director, held 6,000 Shares, representing approximately 0.00% of the total number of issued Shares. If the Proposed Repurchase Mandate is exercised in full and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, the controlling interests of Evergloss, Likang, Mr. Huen, Mr. Leung, Mrs. Yuen and Mr. Cheang altogether in the Company will be increased from approximately 68.88% to approximately 76.54%. Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchases made under the Proposed Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Proposed Repurchase Mandate to such an extent as would result in the level of shareholdings in the Company held by public Shareholders falling below 25% of the Company's total number of issued Shares (after deducting treasury Shares, if any). The Company will comply with the public float requirement under the Listing Rules.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is approved by the Shareholders.

SHARE REPURCHASE MADE BY THE COMPANY

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

SHARE PRICES

During each of the previous 12 months prior to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
April	0.590	0.480
May	0.600	0.520
June	0.680	0.540
July	0.650	0.600
August	0.620	0.540
September	0.570	0.530
October	0.560	0.510
November	0.570	0.500
December	0.510	0.490
2026		
January	0.510	0.480
February	0.510	0.485
March	0.495	0.435
April (up to the Latest Practicable Date)	0.530	0.465

EGL Holdings Company Limited
東瀛遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6882)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Meeting**") of EGL Holdings Company Limited (the "**Company**") will be held at 5/F, Chevalier House, 45-51 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

2. To declare a final dividend of HK3.5 cents per share of the Company for the year ended 31 December 2025.

3. To re-elect the following persons as directors of the Company:

   (a) To re-elect Mr. Huen Kwok Chuen as an executive director of the Company.

   (b) To re-elect Mr. Lo Kam Cheung Patrick as an independent non-executive director of the Company.

   (c) To re-elect Ms. Wong Lai Ming as an independent non-executive director of the Company.

4. To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the directors of the Company.

5. To re-appoint BDO Limited as the auditor of the Company and authorise the Board to fix their remuneration.

6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(a) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares, including any sale and transfer of shares out of treasury that are held as treasury shares (which shall have the meaning ascribed to it under the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the "**Stock Exchange**")), in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements, options and other rights (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and other rights which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(iii) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to paragraphs (i) and (ii) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend 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 in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of (aa) 20 per cent of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution; and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company under the authority granted to the Directors as referred to in resolution numbered 6(b) below, and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution:

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

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

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(3) 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

(b) "**Rights Issue**" means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

(b) "**THAT**:

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

(ii) the approval in paragraph (i) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase its shares at a price determined by the Directors;

(iii) the aggregate number of shares of the Company which are authorised to be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly;

(iv) for the purpose of this resolution:

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

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

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

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

(c) "**THAT** conditional upon the resolutions numbered 6(a) and 6(b) set out above being passed, the general mandate granted to the Directors pursuant to the ordinary resolution numbered 6(a) above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors (including any sale and transfer of shares out of treasury that are held as treasury shares) pursuant to and in accordance with such general mandate an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6(b) above, provided that such amount shall not exceed 10 per cent of the aggregate number of shares of the Company in issue (excluding treasury shares, if any) at the date of passing of the said resolutions."

On behalf of the Board
EGL Holdings Company Limited
Huen Kwok Chuen
Chairman and Executive Director

Hong Kong, 29 April 2026

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business in Hong Kong:
15/F, EGL Tower
83 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

(i) Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he/she/it is the holder of two or more shares of the Company, more proxies to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.

(ii) In order to be valid, the form of proxy must be duly 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 notarially certified copy thereof, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 11:00 a.m. on Wednesday, 27 May 2026 or not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person if he/she (or in the case of a corporations, its duly authorised representative) is subsequently able to be present.

(iii) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorised to sign the same.

(iv) In the case of joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Meeting, either personally or by proxy, the joint holder whose name stands first in the register of members of the Company will alone be entitled to vote in respect of such shares.

(v) On a poll, every shareholder of the Company present at the Meeting shall be entitled to one vote for every fully paid-up share of which he/she/it is the holder. The result of such poll shall be deemed to be the resolution of the Meeting at which the poll was so required or demanded.

(vi) For the purposes of determining shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 22 May 2026. The record date for determining the eligibility of shareholders of the Company (except for holders of treasury shares, if any) to attend and vote at the Meeting is Friday, 29 May 2026.

(vii) For the purpose of determining shareholders' entitlement to the proposed final dividend for the year ended 31 December 2025 payable on or around Monday, 29 June 2026, the register of members of the Company will be closed from Thursday, 4 June 2026 to Monday, 8 June 2026 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend to be approved at the Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 3 June 2026. The record date for determining the shareholders' entitlement to the proposed final dividend is Monday, 8 June 2026. In the event that the Meeting is held on a date later than Friday, 29 May 2026 because of a Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal and/or "extreme conditions" as announced by the Hong Kong Government or other reasons, the record date for determination of entitlement to the proposed final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.

(viii) In respect of the ordinary resolution numbered 6(a) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.

(ix) In respect of ordinary resolution numbered 6(b) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 29 April 2026.

(x) If a Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal and/or "extreme conditions" as announced by the Hong Kong Government is/are in force at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting, subject to the consent of the Meeting, will be adjourned. The Company will post an announcement on the Company's website (https://www.egltours.com/travel/pages/investor_relations/#eng) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

(xi) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises five Executive Directors, namely Mr. Huen Kwok Chuen (Chairman), Ms. Yuen Ho Yee (Chief Executive Officer), Mr. Leung Shing Chiu (Chief Financial Officer), Ms. Lee Po Fun (Chief Operation Officer) and Mr. Cheang Chuen Hon and three Independent Non-executive Directors, namely Mr. Chan Kim Fai, Mr. Lo Kam Cheung Patrick and Ms. Wong Lai Ming.