THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shuoao International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SHUOAO 碩奧

SHUOAO INTERNATIONAL HOLDINGS LIMITED

碩奧國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2336)

GENERAL MANDATES TO ISSUE SHARES AND/OR RESELL TREASURY SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF AGM

A notice convening the AGM to be held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 23 June 2026 at 10:00 a.m. is set out on pages 18 to 23 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Sunday, 21 June 2026 (Hong Kong time) (being not less than 48 hours before the time of the AGM) or any adjournment or postponement of such meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement of such meeting should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

28 April 2026

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AGM NOTICE 18

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

"AGM"	the annual general meeting of the Company to be held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 23 June 2026 at 10:00 a.m. (or any adjournment or postponement of such meeting) for the purpose of considering, and if thought fit, approving the resolutions proposed in the AGM Notice
"AGM Notice"	the notice for convening the AGM as set out on pages 18 to 23 of this circular
"Articles of Association"	the second amended and restated articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	Shuoao International Holdings Limited (碩奧國際控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Dr. Chan"	Dr. Chan Wing Mui Helen, an Independent Non-executive Director of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the aggregate number of the Shares which may be allotted and issued or dealt with (including any sale or transfer of treasury shares) under the Issue and/or Resale Mandate

"Group"	the Company and its subsidiaries
"Hailiang Group"	Hailiang Group Co., Ltd.# (海亮集團有限公司), a company established in the PRC with limited liability on 9 August 1996, which is 93.13% owned by Mr. Feng and Mr. Feng's Associates (including Ningbo Zhetao which owns 38.05% equity interests in Hailiang Group)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue and/or Resale Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or deal with Shares (including any sale or transfer of treasury shares) up to a maximum of 20% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing the relevant resolution at the AGM
"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Feng"	Mr. Feng Hailiang (馮海良先生), a controlling shareholder of the Company
"Mr. Feng Luming"	Mr. Feng Luming (馮櫓銘先生), the Chairman of the Company, and the son of Mr. Feng
"Mr. Feng's Associates"	Mr. Zhu Zhangquan (朱張泉先生) (the brother-in-law of Mr. Feng), Mr. Tang Lu (唐魯先生) (the nephew of Mr. Feng), Mr. Jiang Lirong (蔣利榮先生) (the nephew of Ms. Zhu Aihua), Ningbo Zhetao (in which Mr. Feng has a controlling interest) and Ningbo Dunshi Investment Limited# (寧波敦士投資有限公司) (in which Mr. Feng owns 96.645% of the equity interest)
"Ms. Zhu Aihua"	Ms. Zhu Aihua (朱愛花女士), the spouse of Mr. Feng

"Ningbo Zhetao"	Ningbo Zhetao Investment Holdings Limited# (寧波哲韜投資控股有限公司), a company established in the PRC with limited liability, which is 58.84% owned by Mr. Feng and 31.60% owned by Zhejiang Beize Group Ltd# (浙江貝澤集團有限公司), a company which is 99.8% owned by Mr. Feng and 0.2% owned by Mr. Zhu Zhangquan (朱張泉先生)
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution at the AGM
"Rich Pro"	Rich Pro Investments Limited (富邦投資有限公司), a controlling shareholder of the Company
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
"treasury shares"	has the meaning ascribed to it under the Listing Rules

"Zhejiang Hailiang"	Zhejiang Hailiang Co., Ltd.[#] (浙江海亮股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002203)
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent

[#] *an English translation of the Chinese company name and is for identification purposes only*

SHUOAO INTERNATIONAL HOLDINGS LIMITED
碩奧國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2336)

Executive Directors:
Mr. Feng Luming (馮櫓銘先生) *(Chairman)*
(Appointed as the Chairman on 19 December 2025)
Mr. Cao Jianguo (曹建國先生)
(Resigned on 19 December 2025)
Ms. Ji Siyi (季思誼女士) *(Chief Executive Officer)*
(Appointed on 19 December 2025)
Dr. Jin Xiaozheng (金曉錚博士)

Independent Non-executive Directors:
Dr. Chan Wing Mui Helen
Mr. Chiu King Yan
Mr. Wang Cheung Yue

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

Head Office and Principal Place of Business in Hong Kong:
Office 18, 6th Floor,
World-wide House
No. 19 Des Voeux Road Central
Hong Kong

28 April 2026

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE SHARES AND/OR RESELL TREASURY SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF AGM

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (a) the granting of the Issue and/or Resale Mandate to the Directors; (b) the granting of the Repurchase Mandate to the Directors; (c) the granting of the Extension Mandate to the Directors; (d) the re-election of Directors; and (e) the re-appointment of auditor, and to give you notice of the AGM.

2. GENERAL MANDATES TO ISSUE, RESELL AND REPURCHASE SHARES

At the annual general meeting of the Company held on 20 June 2025, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and repurchase Shares, respectively. Such mandates, to the extent not utilised by the date of the AGM, will lapse at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue and/or Resale Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue and/or Resale Mandate by adding the aggregate number of Shares repurchased by the Company under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the Company had 1,815,910,767 Shares in issue. Assuming that there is no change in the number of the issued Shares during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be allotted, issued and otherwise deal with (including any disposal or transfer of treasury shares) pursuant to the Issue and/or Resale Mandate will be 363,182,153 Shares, being 20% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing of such resolution; and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 181,591,076 Shares, being 10% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing of such resolution.

If the Company conducts a share consolidation or subdivision after the Issue and/or Resale Mandate or the Repurchase Mandate has been approved in the AGM, the maximum number of Shares that may be allotted, issued and otherwise dealt with under the Issue and/or Resale Mandate or repurchased under the Repurchase Mandate (as the case may be) 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.

Each of the Issue and/or Resale Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the revocation or variation of the authority given under the ordinary resolutions passed by the Shareholders in general meeting(s); and (c) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held.

In accordance with the requirements of the Listing Rules, the Company is required to 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. RE-ELECTION OF DIRECTORS

Pursuant to Article 87 of the Articles of Association, Dr. Jin Xiaozheng (金曉錚博士) and Mr. Chiu King Yan (趙敬仁先生) shall retire from office and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company (the "**AGM**").

In accordance with Article 86(3) of the Articles of Association, Ms. Ji Siyi (季思誼女士) shall retire from office and, being eligible, will offer herself for re-election at the forthcoming AGM.

In considering the re-election of Mr. Chiu, with the assistance and recommendation from the nomination committee of the Company, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to the age, gender, nationality, length of service and the professional experience, skills and expertise of him. The Board is of the view that his education, background and experience allow him to provide valuable and relevant insights and contribute to the diversity of the Board. The Board is also of the view that during his tenure as an Independent Non-executive Director, he has made positive contributions to the Company's development, strategy and performance with his independent advice, comments and understanding of the business of the Group. The Board believes that he will bring his valuable experience to the Board for promoting the best interests of the Company and the Shareholders. Holding not more than six listed company directorship, Mr. Chiu is able to devote sufficient time and attention to perform the duties as an Independent Non-executive Director. Alongside the other Independent Non-executive Directors, Mr. Chiu will contribute to ensuring that the interests of all Shareholders are taken into account and that relevant issues are subject to objective and dispassionate consideration by the Board. The Company received a written confirmation from Mr. Chiu on his independence in accordance with the Listing Rules. Accordingly, the Board considers Mr. Chiu to be independent and recommends him to be re-elected as an Independent Non-executive Director at the AGM.

Biographical details of each of Dr. Jin Xiaozheng, Mr. Chiu King Yan and Ms. Ji Siyi are set out in Appendix II to this circular.

4. RE-APPOINTMENT OF AUDITOR

ZHONGHUI ANDA CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, will offer themselves for re-appointment as the auditor of the Company for the year ending 31 December 2026.

The estimated audit fee agreed with ZHONGHUI ANDA CPA Limited for the audit services to be provided for the year ending 31 December 2026 is expected to be HK$730,000 (the same as the year ended 31 December 2025), which has been determined by reference to, among other things, the business plan and complexity of the Group, the expected audit scope,

the proposed audit timetable and the level of audit resources required taking into account the facts and circumstances known to the Company up to the Latest Practicable Date and the audit and other related work in respect of the Group for the year ending 31 December 2026.

Details of the re-appointment of auditor are set out in the ordinary resolution numbered 4 of the notice of the AGM.

5. VOTING AT THE AGM

To the best information of the Directors after making reasonable enquiries, no Shareholder is required to abstain from voting under the Listing Rules for any resolution proposed to be adopted at the AGM.

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 AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. THE AGM NOTICE

The AGM Notice is set out on pages 18 to 23 of this circular. At the AGM, resolutions will be proposed to approve, among others, (i) the granting to the Directors of the Issue and/or Resale Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of Directors; and (iii) the re-appointment of auditor.

7. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Sunday, 21 June 2026 (Hong Kong time) (being not less than 48 hours before the time of the AGM) or any adjournment or postponement of such meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment or postponement of such meeting should you so wish, and in such event, the form of proxy previously submitted shall be deemed to be revoked.

8. RECOMMENDATION

The Board considers that the proposed resolutions referred to in this circular and the AGM Notice are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

9. 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.

10. MISCELLANEOUS

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

Yours faithfully,
By Order of the Board
Shuoao International Holdings Limited
Feng Luming 馮櫓銘
Chairman

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,815,910,767 Shares in issue.

Subject to the passing of the proposed ordinary resolution granting the Repurchase Mandate and on the basis that no Shares will be issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 181,591,076 Shares, representing 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the AGM.

If the Company conducts a share consolidation or subdivision after the Repurchase Mandate has been approved at the AGM, the maximum number of Shares that may be repurchased under the Repurchase Mandate as a percentage of the aggregate number of issued Shares (excluding treasury shares, if any) at the date immediately before and after such consolidation or subdivision shall be the same.

2. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's second amended and restated memorandum of association, the Articles of Association, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules.

3. REASONS FOR REPURCHASES

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company per share and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the consolidated statement of financial position of the Company as at 31 December 2025, being the date of the latest published audited financial statements of the Company) if 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 or the gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the last twelve months before and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.082	0.063
May	0.090	0.064
June	0.085	0.068
July	0.105	0.076
August	0.122	0.081
September	0.370	0.118
October	0.300	0.177
November	0.220	0.193
December	0.285	0.194
2026		
January	0.275	0.230
February	0.265	0.229
March	0.265	0.219
April (up to the Latest Practicable Date)	0.242	0.210

6. EFFECT OF THE TAKEOVERS CODE

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 for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Rich Pro beneficially owned 1,207,207,299 Shares, representing approximately 66.48% of the total issued Shares. Rich Pro is wholly-owned by Hailiang Group, which, in turn, is 93.13% owned by Mr. Feng and Mr. Feng's Associates (including Ningbo Zhetao which owns 38.05% equity interests in Hailiang Group). Accordingly, each of Mr. Feng, Ningbo Zhetao and Hailiang Group is deemed to be interested in 1,207,207,299 Shares, representing approximately 66.48% of the total issued Shares.

On the basis that the number of the issued Shares and the shareholdings of Rich Pro in the Company remain unchanged immediately before the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the interest of Rich Pro in the issued Shares would be increased to approximately 73.87% of the total issued Shares. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons 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.

8. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares, whether on the Stock Exchange or otherwise, in the six months immediately preceding the Latest Practicable Date.

9. GENERAL

The Directors will exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association 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.

The Directors have no interests to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules (or such other prescribed minimum percentage as determined by the Stock Exchange) from time to time.

The biographical details of Dr. Jin Xiaozheng, Mr. Chiu King Yan and Ms. Ji Siyi are set out as follows:

Dr. Jin Xiaozheng (金曉錚博士), *Executive Director*

Dr. Jin, aged 42, has been an Executive Director of the Company since 22 August 2017 and is a member of Credit Committee. Dr. Jin was an executive director and a general manager of Mingly Corporation from July 2014 to April 2019. Dr. Jin graduated from Shanghai International Studies University with a Bachelor Degree in Economics in 2006. He also obtained a Master of Science Degree from Oxford University in 2008. In 2012, he was conferred a Doctoral Degree in Philosophy by the University of Cambridge.

Save as disclosed above, Dr. Jin had not held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between Dr. Jin and the Company, Dr. Jin's appointment is for a fixed term of three years commencing from 22 August 2023 unless and until terminated by either party by giving to the other three months' prior notice in writing. In April 2026, Dr. Jin and the Company entered into a service contract, pursuant to which Dr. Jin's appointment is for a fixed term of three years commencing from 22 August 2026 unless and until terminated by either party by giving to the other three months' prior notice in writing. The directorship of Dr. Jin will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Dr. Jin will be entitled to receive a director's remuneration of HK$195,000 per annum (pro-rata adjusted for any period shorter than a year) which is determined based on his qualifications, experience, level of responsibilities undertaken, contribution to the Group, profitability of the Group and prevailing market conditions. Dr. Jin may also be entitled to receive discretionary bonuses as may be decided by the Remuneration Committee having regard to the performance of Dr. Jin and the Group. The remuneration of Dr. Jin will be subject to annual review by the Remuneration Committee.

As at the Latest Practicable Date, Dr. Jin did not have any interests in the Shares, underlying shares and debentures of the Company and its associated corporations under the provisions of Part XV of the SFO, within the meaning of Part XV of the SFO.

Dr. Jin did not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Dr. Jin has confirmed that there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Dr. Jin as an Executive Director that need to be brought to the attention of the Shareholders.

Mr. Chiu King Yan, *Independent Non-executive Director*

Mr. Chiu King Yan, aged 48, has been an Independent Non-executive Director of the Company since 1 September 2020 and is the Chairman of Audit Committee, a member of Remuneration Committee and Nomination Committee. Mr. Chiu has over 25 years of experience in audit, accounting, private equity investment and corporate finance, obtained from his work experience in international accounting firms and various listed companies in Hong Kong. Mr. Chiu has been the Chief Financial Officer of LET Group Holdings Limited (a company which was previously listed on the Stock Exchange and was delisted on 1 September 2025) ("**LET Group**") since August 2016 and the Company Secretary of LET Group since December 2020. Mr. Chiu was an executive director of Summit Ascent Holdings Limited (a company which was previously listed on the Stock Exchange and was delisted on 1 September 2025) from April 2019 to January 2024, an independent non-executive director of ICO Group Limited (a company listed on the Stock Exchange, Stock Code: 1460) from April 2020 to August 2022, and an executive director of Wanjia Group Holdings Limited (a company listed on the Stock Exchange, Stock Code: 401) from March 2017 to February 2018.

Mr. Chiu holds a Master Degree in Financial Analysis from The Hong Kong University of Science and Technology and a Bachelor Degree in Business Administration in Accountancy from The City University of Hong Kong. He is a member of The Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom.

Save as disclosed above, Mr. Chiu had not held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between Mr. Chiu and the Company, Mr. Chiu's appointment is for a fixed term of three years commencing from 1 September 2023 unless and until terminated by either party by giving to the other three months' prior notice in writing. In April 2026, Mr. Chiu and the Company entered into a service contract, pursuant to which Mr. Chiu's appointment is for a fixed term of three years commencing from 1 September 2026 unless and until terminated by either party by giving to the other three months' prior notice in writing. The directorship of Mr. Chiu will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Chiu will be entitled to receive a director's remuneration of HK$120,000 per annum (pro-rata adjusted for any period shorter than a year) which is determined based on his qualifications, experience, level of responsibilities undertaken, contribution to the Group, profitability of the Group and prevailing market conditions. The remuneration of Mr. Chiu will be subject to annual review by the Remuneration Committee.

As at the Latest Practicable Date, Mr. Chiu did not have any interests in the Shares, underlying shares and debentures of the Company and its associated corporations under the provisions of Part XV of the SFO, within the meaning of Part XV of the SFO.

Mr. Chiu did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Chiu confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Chiu has confirmed that there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Mr. Chiu as an Independent Non-executive Director that need to be brought to the attention of the Shareholders.

Ms. Ji Siyi (季思誼女士), *Executive Director*

Ms. Ji Siyi (季思誼女士), aged 42, has been an Executive Director and the Chief Executive Officer of the Company since 19 December 2025. Ms. Ji was an Executive Director of the Company from 12 May 2014 to 16 June 2017. Ms. Ji holds a Master Degree in Software Engineering from the University of Electronic Science and Technology of China and a Bachelor Degree in Human Resource Management from Dalian University of Technology. Ms. Ji also obtained the qualification of a senior economist from Zhejiang Province Senior Economist Professional Qualification Evaluation Committee in December 2024.

Ms. Ji is currently a director and the Chief Executive Officer of Hailiang Group and a director of Hailiang Group Finance Co., Ltd.# (海亮集團財務有限責任公司).

Save as disclosed above, Ms. Ji Siyi had not held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Pursuant to the service contract entered into between Ms. Ji Siyi and the Company, Ms. Ji Siyi's appointment is for a fixed term of three years commencing from 19 December 2025 unless and until terminated by either party by giving to the other three months' prior notice in writing. The directorship of Ms. Ji Siyi will be subject to retirement by rotation and re-election pursuant to the Articles of Association. Ms. Ji Siyi will be entitled to receive a director's remuneration of HK$520,000 per annum (pro-rata adjusted for any period shorter than a year) which is determined based on her qualifications, experience, level of responsibilities undertaken, contribution to the Group, profitability of the Group and prevailing market conditions. Ms. Ji Siyi may also be entitled to receive discretionary bonuses as may be decided by the Remuneration Committee having regard to the performance of Ms. Ji Siyi and the Group. The remuneration of Ms. Ji Siyi will be subject to annual review by the Remuneration Committee.

As at the Latest Practicable Date, Ms. Ji Siyi did not have any interests in the Shares, underlying shares and debentures of the Company and its associated corporations under the provisions of Part XV of the SFO. within the meaning of Part XV of the SFO.

Ms. Ji Siyi does not have any relationships with any other Directors, senior management, substantial shareholders of the Company.

Save as disclosed above, Ms. Ji Siyi has confirmed that there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters concerning the appointment of Ms. Ji Siyi as an Executive Director that need to be brought to the attention of the Shareholders.

SHUOAO INTERNATIONAL HOLDINGS LIMITED
碩奧國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2336)

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**AGM**") of Shuoao International Holdings Limited (the "**Company**") will be held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 23 June 2026 at 10:00 a.m. for the purposes to consider and, if thought fit, pass the following ordinary resolutions (as ordinary businesses):

ORDINARY RESOLUTIONS

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

2. To re-elect the directors of the Company (the "**Directors**"):

   (a) to re-elect Dr. Jin Xiaozheng (金曉錚博士) as an Executive Director.

   (b) to re-elect Mr. Chiu King Yan as an Independent Non-executive Director.

   (c) to re-elect Ms. Ji Siyi (季思誼女士) as an Executive Director.

3. To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

4. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company for the year ending 31 December 2026 and to authorise the Board to fix its remuneration.

and, as ordinary businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company,

5. (A) "**THAT**:

(a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company (the "**Treasury Shares**") out of treasury) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into Shares) 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 the Shares allotted and issued or agreed conditionally or unconditionally to be allotted, issued or dealt with (including any sale or transfer of Treasury Shares out of treasury) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

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

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

(iii) the exercise of the right of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into Shares; or

(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 the Shares in accordance with the second amended and restated articles of association of the Company (the "**Articles of Association**") and other relevant regulations in force from time to time,

shall not exceed 20% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing of this resolution, and if the Company conducts a share consolidation or subdivision after the general mandate has been approved at the AGM, the maximum number of Shares that may be allotted, issued and otherwise dealt with under the general mandate as a percentage of the aggregate number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and the approval shall be adjusted accordingly; and

(d) 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 an 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 or any applicable laws to be held.

"**Rights Issue**" means an offer of Shares, 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 the holders of Shares or any class of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares or class of Shares (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 recognised regulatory body or any stock exchange, in any territory applicable to the Company)."

(B) "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its Shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate number of the Shares to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 181,591,076 Shares, representing 10% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing of this resolution, and if the Company conducts a share consolidation or subdivision after the repurchase mandate has been approved at the AGM, the maximum number of Shares that may be repurchased under the repurchase mandate as a percentage of the aggregate number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and the approval shall be adjusted accordingly; 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 an 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 or any applicable laws to be held."

and, as special business, to consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution:

(C) "**THAT** conditional upon the passing of the resolutions numbered 5(A) and 5(B) as set out in the notice convening this AGM (the "**Notice**"), the general mandate referred to in the resolution numbered 5(A) of the Notice be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to such general mandate of the total number of the Shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 5(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing of this resolution, and if the Company conducts a share consolidation or subdivision after the extension mandate has been approved at the AGM, the maximum number of Shares that may be allotted, issued or dealt with under the extension mandate as a percentage of the aggregate number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same."

By Order of the Board
Shuoao International Holdings Limited
Feng Luming 馮櫓銘先生
Chairman

Hong Kong, 28 April 2026

Head Office and Principal Place of Business in Hong Kong:
Office 18, 6th Floor, World-wide House
No. 19 Des Voeux Road Central
Hong Kong

Notes:

1. An eligible shareholder of the Company (the "**Shareholder**") is entitled to appoint one or more proxies to attend, speak and vote in his/her/it stead at the AGM (or any adjournment or postponement of such meeting) provided that each proxy is appointed to exercise the rights attached to a Share or Shares held by the Shareholder. The proxy does not need to be a Shareholder.

2. Where there are joint registered holders of any Share(s), any one of such persons may vote at the AGM (or any adjournment or postponement of such meeting), either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the instrument of proxy. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

4. The transfer books and register of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026, both days inclusive, to determine the entitlement of Shareholders to attend and vote at the AGM, during which period no transfer of Shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 June 2026. The record date for determining the entitlement of Shareholders to attend and vote at the AGM is 23 June 2026.

5. The instrument appointing a proxy and (if required by the Board), the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Sunday, 21 June 2026 (Hong Kong time) (being not less than 48 hours before the time of the AGM) or any adjournment or postponement of such meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

6. Completion and return of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the AGM or any adjournment or postponement of such meeting convened and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.

7. An explanatory statement containing further details regarding the resolution numbered 5(B) above is set out in Appendix I to the circular of the Company dated 28 April 2026.

8. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by The Government of the Hong Kong Special Administrative Region of the People's Republic of China is/are in force in Hong Kong or at any time after 8:00 a.m. on the date of the AGM, the AGM will be adjourned or postponed. The Company will post an announcement on its website (www.shuoaointernational.com) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned or postponed meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situation.

9. **No food or beverages will be served, and no corporate gifts will be distributed at the AGM.**

10. In the event of any inconsistency, the English version of this Notice shall prevail over the Chinese version.

As at the date of this notice, the Board comprises three Executive Directors, namely Mr. Feng Luming (馮櫓銘先生) (Chairman), Ms. Ji Siyi (季思誼女士) (Chief Executive Officer) and Dr. Jin Xiaozheng (金曉錚博士); and three Independent Non-executive Directors, namely Dr. Chan Wing Mui Helen, Mr. Chiu King Yan and Mr. Wang Cheung Yue.