THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

RENHENG ENTERPRISE HOLDINGS LIMITED
仁恒實業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3628)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE OF SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) PROPOSED AMENDMENTS TO THE ARTICLES AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES; AND (4) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company to be held at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 25 June 2026 at 11:00 a.m. is set out on pages 28 to 32 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the proxy form and return the same 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 in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting (as the case may be) if you so wish.

28 April 2026

CONTENTS

Page(s)

Definitions 1

Letter from the Board

Introduction 3

Proposed General Mandate and Repurchase Mandate 4

Proposed Re-election of Directors 5

Proposed Amendments to the Articles and Adoption of the New Memorandum and Articles 6

Notice of Annual General Meeting 7

Form of Proxy 7

Voting by Poll 7

Responsibility Statement 8

Closure of Register of Members 8

Recommendations 8

Appendix I – Explanatory Statement 9

Appendix II – Details of Directors Proposed for Re-election 13

Appendix III – Proposed amendments to the Articles 17

Notice of Annual General Meeting 28

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 25 June 2026 at 11:00 a.m., or any adjournment thereof
"Articles of Association" or "Articles"	the articles of association of the Company, as currently in force
"Board"	the board of Directors
"Company"	RENHENG Enterprise Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 3628)
"Director(s)"	the directors of the Company
"General Mandate"	the general mandate proposed to be granted to the Directors at the AGM to exercise all the powers of the Company to allot, issue and deal with new Shares including any sale or transfer of treasury shares not exceeding 20% of the issued share capital of the Company (excluding treasury shares) as at the date of passing of the relevant resolution by the Shareholders
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	20 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"New Memorandum and Articles"	the third amended and restated memorandum and articles of association of the Company proposed to be adopted by the Shareholders at the AGM
"Notice"	the notice of the AGM set out on pages 28 to 32 of this circular

"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company (excluding treasury shares) as at the date of passing of the relevant resolution by the Shareholders
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	ordinary share(s) of HK$0.0025 each in the share capital of the Company
"Shareholder(s)"	registered holder(s) of the Share(s) in issue
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
"treasury shares"	has the meaning ascribed to this term in the Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

RENHENG ENTERPRISE HOLDINGS LIMITED
仁恒實業控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 3628)

Directors:
Executive Directors
Ms. Liu Li *(Chairman & Chief Executive Officer)*
Ms. Lew Lai Kuen

Independent Non-Executive Directors
Dr. Lam, Lee G.
Mr. Lam Chi Wing
Mr. Cheung Kwong Tat

Registered Office:
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Room 3805, 38/F
Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

28 April 2026

Dear Shareholder(s),

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE OF SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) PROPOSED AMENDMENTS TO THE ARTICLES AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the following resolutions to be proposed at the AGM:

(a) granting of the General Mandate and the Repurchase Mandate;

(b) re-election of the retiring Directors;

(c) approving other ordinary businesses to be considered at the AGM, including, among others, the approval and adoption of the audited financial statements and reports of the Directors and auditors of the Company for the year ended 31 December 2025, the fixing of Directors' remuneration, the re-appointment of the incumbent auditors of the Company and the authorization to the Board to fix their remuneration;

(d) approving the proposed amendments to the Articles and adoption of the New Memorandum and Articles; and

(e) to serve the notice of the AGM.

PROPOSED GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the annual general meeting of the Company held on 25 June 2025, the Directors were granted a general mandate to allot, issue and deal with ordinary shares of HK$0.0025 each in the capital of the Company on the Stock Exchange. No shares have been issued under the mandate and the mandate will expire at the conclusion of the AGM.

It will be proposed at the AGM an ordinary resolution, which is set out in resolution no. 5(1) of the Notice granting the Directors a general mandate to allot, issue, and deal with unissued Shares or underlying Shares (other than by way of rights issue or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares (excluding treasury shares) as at the date of passing the resolution approving the General Mandate. The Directors wish to state that they have no immediate plan to issue Shares pursuant thereto.

In addition, the Board also proposed to extend the General Mandate authorizing the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

The Company has in issue an aggregate of 804,000,000 Shares (excluding treasury shares) as at the Latest Practicable Date. Subject to the passing of the resolutions for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with a maximum of 160,800,000 Shares (including any sale or transfer of treasury shares) on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

Repurchase Mandate

At the annual general meeting of the Company held on 25 June 2025, the Directors were granted a general mandate to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares (excluding treasury shares). No shares have been repurchased under the mandate and the mandate will expire at the conclusion of the AGM.

At the AGM, an ordinary resolution, which is set out in resolution no. 5(2) of the Notice, will also be proposed to grant to the Directors to exercise all powers of the Company to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares (excluding treasury shares) as at the date of passing the resolution approving the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,400,000 Shares.

An explanatory statement containing all information in relation to the Repurchase Mandate as required under Rule 10.06(1) of the Listing Rules is set out in **Appendix I** to this circular.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting.

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently comprises two executive Directors, namely Ms. Liu Li ("**Ms. Liu**") and Ms. Lew Lai Kuen ("**Ms. Lew**") and three independent non-executive Directors, namely Dr. Lam, Lee G. ("**Dr. Lam**"), Mr. Lam Chi Wing ("**Mr. Lam**") and Mr. Cheung Kwong Tat ("**Mr. Cheung**").

Pursuant to the Listing Rules and Article 16.2, all directors appointed to fill a casual vacancy or as an addition to the Board should be subject to election by shareholders at the first general meeting after appointment. Mr. Cheung has been appointed to fill a causal vacancy or as an addition to the Board during the year.

In accordance with Article 16.18, at every annual general meeting of the Company 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Ms. Liu and Mr. Lam being the longest-serving Directors, and Mr. Cheung shall retire at the AGM and being eligible, offer himself/herself for re-election.

Details of Directors proposed for re-election are set out in **Appendix II** to this circular.

PROPOSED AMENDMENTS TO THE ARTICLES AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated 30 March 2026 in relation to the proposed amendments to the Articles and the adoption of the New Memorandum and Articles.

The Board proposes to make certain amendments (the "**Proposed Amendments**") to the Articles (the details of which are set out in **Appendix III** to this circular) and to adopt (the "**Proposed Adoption**") the New Memorandum and Articles incorporating the Proposed Amendments to (i) enable the Company to hold hybrid and electronic general meetings, provide for voting by electronic means and make corresponding amendments on the related proceedings and procedures in relation to general meetings of the Company; (ii) enable the Company to pay dividend or other corporate action proceeds to the shareholders of the Company via electronic means; (iii) bring the Articles in line with the latest regulatory requirements relating to the further expanded paperless listing regime under the Listing Rules; (iv) reflect the uncertificated securities market regime according to the Information Paper on Rule Amendments to Implement an Uncertificated Securities Market and "Issuer Platform" published by the Stock Exchange in May 2025; and (v) incorporate certain consequential and housekeeping amendments.

Save for the Proposed Amendments, the contents of the other provisions of the Articles shall remain unchanged. The Chinese translation of the Proposed Amendments as set out in Appendix III to this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisors of the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisors of the Company as to Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

A special resolution will be proposed at the AGM for the Shareholders to, among others, consider and, if thought fit, approve the Proposed Amendments and the Proposed Adoption. The Proposed Amendments and the New Memorandum and Articles will take effect on the date on which the Proposed Amendments and the Proposed Adoption are approved by the Shareholders at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

The Notice is set out on pages 28 to 32 of this circular. Resolutions to be proposed at the AGM include, *inter alia*:

(i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate;

(ii) approving the proposed re-election of the retiring Director, namely Ms. Liu as an executive Director and Mr. Lam and Mr. Cheung as an independent non-executive Director;

(iii) approving other ordinary businesses to be considered, including, among others, the approval of the audited financial statements and reports of the Directors and auditors of the Company, the fixing of Directors' remuneration, the re-appointment of the incumbent auditors of the Company and the authorization to the Board to fix their remuneration; and

(iv) approving the proposed amendments to the Articles and the adoption of the New Memorandum and Articles.

FORM OF PROXY

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share register of the Company, 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 less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

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. At the AGM, the chairman of the meeting will exercise his power under the Articles of Association to put all the resolutions set out in the Notice to the vote by way of poll. An announcement of the results of the poll will be made by the Company thereafter.

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.

CLOSURE OF REGISTER OF MEMBERS

For determination of the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026 (both days inclusive) during which no transfer of Shares will be effected. The record date will be Thursday, 25 June 2026. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 18 June 2026.

RECOMMENDATIONS

The Directors believe that the proposed General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
RENHENG Enterprise Holdings Limited
Liu Li
Chairman & Chief Executive Officer

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorizing the proposed Repurchase Mandate. This explanatory statement contains all information pursuant to Rule 10.06(1) of the Listing Rules and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 804,000,000 Shares (excluding treasury shares).

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to purchase a maximum of 80,400,000 Shares, representing 10% of the issued share capital of the Company (excluding treasury shares) as at the date of passing of the resolution, until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR PROPOSED REPURCHASES OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. It is envisaged that the funds required for any repurchase may also be derived from the Company's available cash flow or internal resources.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

Taking into account the current capital position of the Company, the Directors consider that, the exercise in full of the Repurchase Mandate to repurchase Shares might have an adverse impact on the working capital or gearing position of the Company (as compared with the positions disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2025). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have an adverse effect on the working capital or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate if it is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

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

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportional interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following persons were directly or indirectly interested in 5% or more of the nominal value of the issued ordinary Shares that carry a right to vote in all circumstances at general meetings of the Company:

	Name	Nature of interest	Number of Shares held/ interested	Approximate percentage (%) of shareholding interests
(1)	LinkBest Capital Group Limited ("**LinkBest**") *(Note 1)*	Beneficial interest	360,000,000	44.8%
(2)	Open Venture Global Limited ("**Open Venture**") *(Note 1)*	Beneficial interest	240,000,000	29.8%
(3)	Liu Li ("**Ms. Liu**")	Interest of controlled corporations	600,000,000	74.6%

Note 1: LinkBest and Open Venture are wholly owned by Ms. Liu.

In the event that Repurchase Mandate is exercised in full, the aforesaid interest of (1) LinkBest; (2) Open Venture; and (3) Ms. Liu in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to (1) approximately 49.75%; (2) approximately 33.17%; and (3) approximately 82.92% respectively.

On the basis of the shareholding held by each substantial Shareholder as set out above, an exercise of the Repurchase Mandate in full may give rise to an obligation for LinkBest and Open Venture to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Company and the Directors have no current intention to exercise the Repurchase Mandate to such extent as would give rise to the obligation.

Save as disclosed above, the Directors are not aware of any other consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors are also aware that the Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the hands of the public. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

8. REPURCHASES OF SHARES BY THE COMPANY

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

9. CONNECTED PERSON

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

10. SHARES PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months were as follows:

Month	Highest *HK$*	Lowest *HK$*
2025		
March	0.118	0.102
April	0.119	0.109
May	0.119	0.110
June	0.120	0.105
July	0.195	0.101
August	0.211	0.130
September	0.240	0.203
October	0.210	0.190
November	0.300	0.200
December	0.225	0.190
2026		
January	0.221	0.195
February	0.218	0.195
March	0.248	0.185
April (up to the Latest Practicable Date)	0.198	0.195

This appendix provides you with the biographical details of the Directors who will retire from their offices at the AGM and being, eligible, will offer themselves for re-election, at the AGM in accordance with the Articles of Association.

PROPOSED RE-ELECTION OF DIRECTORS

Ms. Liu Li

Ms. Liu, aged 55, is an executive Director of the Company and is responsible for overall business planning, strategic development, human resources and administration functions of our Group. In February 2007, she was appointed as a director of Yanlord Industry Investment Limited ("**Yanlord Industry Investment**") and has been responsible for overseeing the operation of Bao Ying Ren Heng Industrial Co., Ltd ("**Baoying Renheng**") thereafter since the completion of the transfer of equity interest in Baoying Renheng from Yanlord (Holdings) Industrial Limited to Yanlord Industry Investment in 2008. Ms. Liu is principally responsible for the treasury, human resources and administrative functions of the Company. She obtained a bachelor's degree in sport management from Beijing Sport University in July 1992. Ms. Liu was appointed as an executive Director on 2 February 2011.

Ms. Liu has entered into a service contract with the Company as an executive Director for a term of three years commencing from 20 October 2020 and has renewed a service agreement with the Company as a director for 3 years with effect from October 2023. Ms. Liu will be subject to the retirement by rotation and re-election provisions in the Articles of Association, and the appointment shall continue unless terminated by not less than three months' notice in writing served by either party on the other. Salary and allowances will be determined by the Board with reference to her contribution in terms of time, effort, experience and her expertise. Pursuant to the terms of her service contract, Ms. Liu is entitled to HK$1,233,000 basic salaries and allowances per year. Bonus will be paid at the absolute discretion of the Board after taking into account the operating results of the Group and the performance of the Directors.

Ms. Liu is a controlling shareholder of the Company and as at the Latest Practicable Date, she is indirectly interested in 600,000,000 Shares, representing 74.6% of the issued share capital of the Company, through LinkBest Capital Group Limited and Open Venture Global Limited. Save as disclosed above, Ms. Liu does not hold any other interests or short position in the Shares, underlying shares or debentures of the Company or its associate corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lam Chi Wing

Mr. Lam Chi Wing, aged 46, joined the Group in 2023. Mr. Lam is chairman of the Remuneration Committee and is a member of each of the Audit Committee and the Nomination Committee. Mr. Lam has extensive international experience in corporate management, strategy consulting, corporate governance, direct investment, investment banking and asset management. Mr. Lam obtained a bachelor of business administration in accounting and finance degree from The University of Hong Kong in December 2003, a master of science in knowledge management degree from The Hong Kong Polytechnic

University in December 2006, a master of business administration degree from The Chinese University of Hong Kong in December 2010 and an executive master in public administration from Tsinghua University in January 2024.

Mr. Lam served as an executive director of Bonjour Holdings Limited (stock code: 653) from July 2020 to December 2020 and an independent non-executive director of Aidigong Maternal & Child Health Limited (stock code: 286) from March 2016 to December 2022 and from October 2023 to February 2025, an independent non-executive director of Wai Hung Group Holdings Limited (stock code: 3321) from March 2019 to September 2024, and independent non-executive director of MTT Group Holdings Limited (stock code: 2350) from August 2022 to August 2025, an independent non-executive director of Space Group Holdings Limited (stock code: 2448) from April 2023 to February 2026, an independent non-executive director of TOMO Holdings Limited (stock code: 6928) from January 2024 to June 2025, and a non-executive director of DreamEast Group Limited (stock code: 593) from November 2023 to January 2026, the shares of all of which were listed on the Main Board of the Stock Exchange. Mr. Lam is currently an independent non-executive director of each of China Wantian Holdings Limited (stock code: 1854), Alco Holdings Limited (stock code: 328) and Carry Wealth Holdings Limited (stock code: 643) the shares of all of which are listed on the Main Board of the Stock Exchange.

Mr. Lam had entered into a letter of appointment with the Company as an independent non-executive Director for a term of 3 years commencing on 19 July 2023. Mr. Lam will be subject to the retirement by rotation and re-election provisions in the Articles of Association, and the appointment shall continue unless terminated by not less than one month's notice in writing served by either party on the other. Mr. Lam is entitled to receive an annual director's fee of HK$120,000, which is determined based on the estimated time to be spent by him on the Company's matters. Save as disclosed, he is not entitled to any other emoluments for holding his office as an independent non-executive Director.

As at the Latest Practicable Date, Mr. Lam does not hold any interest or short position in the Shares, underlying shares or debentures of the Company or its associate corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Cheung Kwong Tat

Mr. Cheung, aged 58, joined the Group in October 2025. He has been appointed as an independent non-executive Director, the chairman of the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee. He is primarily responsible for supervising and providing independent advice to our Board.

Mr. Cheung obtained a Bachelor of Social Sciences from The University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants since 1996, a fellow member of Association of Chartered Certified Accountants and a fellow member of Certified Public Accountants Australia since 2016. Mr. Cheung is currently the treasurer and management team member of Asia Carbon Institute, which is a non-profit organisation dedicated to fostering sustainable climate action throughout Asia and beyond, focusing on development and implementation of climate position initiatives and bespoke

solutions that address Asia's unique environmental challenges and opportunities. Mr. Cheung was the founding regional managing partner of Western China of Deloitte China. He has solid experience and extensive network in both Hong Kong and China, particularly in the sector of Hong Kong initial public offering market. Mr. Cheung also served Deloitte China Governance Board for over six years and has experience in corporate governance and business development strategies. Other than his technical expertise, Mr. Cheung is very active in serving the community. He has served as the director of Rotarian Lodge of Hong Kong Charitable Foundation Limited since September 2022. Mr.Cheung is an independent non-executive director of Wonderful Sky Financial Group Holdings Limited（皓天財經集團控股有限公司）(stock code: 1260) since August 2024, Nanshan Aluminium International Holdings Limited（南山鋁業國際控股有限公司）(stock code: 2610) since March 2025 and Million Hope Industries Limited（美亨實業控股有限公司）(stock code: 1897) since September 2025, the shares of all of which are listed on the Main Board of the Stock Exchange. Mr. Cheung is also an independent nonexecutive director of Golden Leaf International Group Limited（金葉國際集團有限公司）(stock code: 8549) since October 2025, a company listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Cheung has entered into a letter of appointment with the Company as an independent non-executive Director for a term of three years, which shall be renewed automatically, each for a term of three years, commencing from 31 October 2025, subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the Articles of Association of the Company. Mr. Cheung is entitled to receive a director's fee of HK$120,000 per annum which was determined by the Board on the recommendation of the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities with the Company as well as the Company's performance and the prevailing market conditions.

Save as disclosed above, Mr. Cheung (i) has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other positions with the Company and other members of the Group; (iii) does not have other major appointments and professional qualifications; and (iv) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Cheung does not hold any interest or short position in the Shares, underlying shares or debentures of the Company or its associate corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Saved as disclosed, each of Ms. Liu, Mr. Lam and Mr. Cheung does not hold any other position with the Company or other members of the Group. In addition, each of Ms. Liu, Mr. Lam and Mr. Cheung does not have any other major appointments or professional qualifications and has not held any position in other public companies listed on the Stock Exchange or any other securities market in the last three years. In addition, each of Ms. Liu, Mr. Lam and Mr. Cheung does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company or any of their associates (as defined in the Listing Rules).

Save as disclosed above and to the best of the Board's knowledge, information and belief, having made all reasonable enquiries, there is no other information relating to the proposed re-election of the retiring Directors that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor the Board is aware of any other matters that need to be brought to the attention of the Shareholders in respect of the above proposed appointments.

Article No.	Proposed amendments showing changes to the existing Articles	
2.2	**"Communication Facilities"**	shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all members' rights to speak and vote at the meeting are maintained.
	"Companies Act" or **"Act"**	shall mean the Companies Act (As Revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	"Corporate Communication"	shall have the meaning given to it in the Listing Rules.
	"electronic means"	~~includes~~shall include sending or otherwise making available to the intended recipients of the communication in electronic format.
	"Electronic Transactions Act"	~~means~~shall mean the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
	"Person"	shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.

"Present"	shall mean, in respect of any Person, such Person's presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the meeting; or (b) in the case of any meeting at which Communication Facilities are permitted, in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.
"Virtual Meeting"	shall mean any general meeting of members at which the members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.

4.6 Except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to ~~the~~ inspection ~~of~~by any member without charge.

4.8 The register may, on 14 days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article and the Listing Rules.

4.11 ~~Every person whose name is entered as a~~A member ~~in the register~~ shall only be entitled to ~~receive, within any relevant time limit as prescribed in the Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one~~ a share certificate if ~~for all his shares of each class or, he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of~~the Board resolves that share certificates ~~for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question~~be issued, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

7.6(a) the instrument of transfer is lodged with the Company accompanied by the certificate (if any) for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;

7.8 Upon every transfer of shares, the certificate (if any) held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall, subject to the Board resolving to issue share certificates pursuant to Article 4.11, be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, subject to the Board resolving to issue share certificates pursuant to Article 4.11, be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.

12.1 The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and such annual general meeting must be held within six (6) months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of the Company's financial year. The annual general meeting shall be held at such time and place (which, in the case of a Virtual Meeting, includes a virtual place) as the Board shall appoint.

12.4 The Board may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.

~~12.4~~12.5 An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be inclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place~~,~~ (which, in the case of a Virtual Meeting, includes a virtual place), and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 13.1) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

~~12.5~~-12.6 Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, it shall be deemed to have been duly called if it is so agreed:

~~12.6~~12.7 There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.

12.8 The notice of any general meeting at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.

~~12.7~~12.9 The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

~~12.8~~12.10 In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

13.2 For all purposes the quorum for a general meeting shall be two members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present provided always that if the Company has only one member of record the quorum shall be that one member ~~present in person or by proxy.~~ Present. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~Present at the commencement of the business.

13.3 If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present shall be a quorum and may transact the business for which the meeting was called.

13.4 The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be ~~present~~Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors ~~present~~Present shall choose another Director as Chairman, and if no Director be ~~present~~Present, or if all the Directors ~~present~~Present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members ~~present (whether in person or represented by proxy or duly authorised representative)~~Present shall choose one of their own number to be Chairman.

13.5 The Chairperson shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairperson, in which event:

(a) the Chairperson shall be deemed to be Present at the meeting; and

(b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairperson to hear and be heard by all other Persons attending and participating at the meeting then the Directors Present at the meeting shall choose another Director Present to act as Chairperson of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.

~~13.5~~13.6 The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (whether physical or virtual) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place~~,~~ (which, in the case of a Virtual Meeting, includes a virtual place), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

~~13.6~~13.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

~~13.7~~13.8 A poll shall (subject as provided in Article 13.8) be taken in such manner (including the use of ballot or voting papers or tickets or by electronic voting) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

~~13.8~~13.9 Any poll on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.

~~13.9~~13.10 Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

~~13.10~~13.11 In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.

~~13.11~~13.12 A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.

14.1 Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting (a) every member ~~present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy~~Present shall have the right to speak, (b) on a show of hands, every member ~~present~~Present in such manner shall have one vote, and (c) on a poll every member present in such manner shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

14.10 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 notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place or in such other manner (including by electronic means) as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

16.2 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

16.5 The Company shall keep at its office a register of directors and officers containing their names and addresses and any other particulars required by the Act and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify ~~to~~ the Registrar of Companies of the Cayman Islands of any change that takes place in relation to such Directors as required by the Act.

24.23 Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.

24.24 The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending wire transfers or cheques for dividend entitlements or dividend warrants after the first occasion on which such a wire transfer, cheque or warrant is returned undelivered.

30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company and any notices may be served by the Board on any member ~~either~~ in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

(a) personally ~~or~~ by leaving it at the registered address of such member as appearing in the register;

(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register ~~or, to the extent permitted by the Listing Rules and all applicable laws and regulations,~~ (which shall be sent by airmail where the notice or document is posted from one country to another);

(c) by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company ~~or~~;

(d) by placing it on the Company's Website ~~provided that~~ and the ~~Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or~~ Exchange's website; or

(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.

In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

~~30.4~~ ~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

~~30.5~~30.4 Any notice or document, including any Corporate Communication, sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.

~~30.6~~30.5 Any notice or ~~other~~ document, including any Corporate Communication, delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.

~~30.7~~30.6 Any notice or document, including any Corporate Communication, served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

~~30.8~~30.7 Any notice or document, including any Corporate Communication, given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient.

30.8 Any notice or document, including any Corporate Communication, served by being placed on the Company's Website or the Exchange's website shall be deemed to be served at such time as may be prescribed by the Listing Rules.

RENHENG ENTERPRISE HOLDINGS LIMITED
仁恒實業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3628)

NOTICE IS HEREBY GIVEN that an annual general meeting of RENHENG Enterprise Holdings Limited (the "**Company**") will be held at Room 3805, 38/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, on 25 June 2026 at 11:00 a.m. for the purpose of considering the following resolutions:

AS ORDINARY BUSINESS

A. To consider and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

"**THAT**:

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

2. (a) To re-elect Ms. Liu Li as an executive Director.

   (b) To re-elect Mr. Lam Chi Wing as an independent non-executive Director.

   (c) To re-elect Mr. Cheung Kwong Tat as an independent non-executive Director.

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

4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorize the Board to fix their remuneration."

AS SPECIAL BUSINESS

B. To consider and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

"**THAT**:

5(1) (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of HK$0.0025 each in the capital of the Company (the "**Shares**") (including any sale and transfer of treasury shares) and to make or grant whether conditionally or unconditionally, offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the Directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period;

(c) the aggregate nominal amount of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 5(1)(a) and (b), **otherwise than pursuant to** (i) a Rights Issue (as hereinafter defined), (ii) the exercise of any rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are otherwise convertible into Shares, (iii) the exercise of any options granted under a share option scheme or similar arrangement of the Company for the time being adopted by the Company, or (iv) an issue of Shares in lieu of the whole or part of a dividend on Shares or any script dividend scheme or similar arrangement providing for the allotment and issue of Shares in accordance with the Memorandum and Articles of Association of the Company in force from time to time, **shall not exceed the aggregate of**:

(i) twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares) as at the date of passing this resolution; and

(ii) subject to the passing of the resolution no. 5(2), the nominal amount of any share capital repurchased by the Company subsequent to the passing of this resolution (up to a maximum

equivalent to 10 per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares) as at the date of passing of resolution no. 5(2)),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of resolution nos. 5(1) and 5(2):

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law of the Cayman Islands or any applicable laws of Cayman Islands to be held; or

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

"**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 and/or warrants on the respective registers of the Company on a fixed record date in proportion to their then holdings of such Shares and/or warrants (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, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).

5(2) (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinabove defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved; and

(b) the aggregate nominal amount of the Shares which the Company is authorized to repurchase pursuant to the approval in paragraph 5(2)(a) of this resolution during the Relevant Period shall not exceed 10 per cent. (10%) of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares) as at the date of the passing of this resolution and the approval pursuant to paragraph 5(2)(a) of this resolution shall be limited accordingly."

C. To consider and, if thought fit, passing with or without amendments, the following resolution as a special resolution:

"**THAT**:

6. the articles of association of the Company be amended in the manner as set out in the circular of the Company dated 28 April, 2026 (the "**Circular**") and the third amended and restated memorandum and articles of association of the Company in the form of the document marked "A" and produced to the AGM and for the purpose of identification initialled by the chairman of the AGM, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted as the third amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the AGM and that any director or company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the third amended and restated memorandum and articles of association of the Company."

By order of the Board
RENHENG Enterprise Holdings Limited
Liu Li
Chairman & Chief Executive Officer

Hong Kong, 28 April 2026

Notes:

1. For the purpose of determining the right to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026, both days inclusive, during which no transfer of Shares will be registered. The record date will be Thursday, 25 June 2026. In order to be entitled to attend and vote at the Annual General Meeting, unregistered holders of Shares should ensure that all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of 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 for registration not later than 4:30 p.m. on Thursday, 18 June 2026.

2. Any shareholder of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more than one proxies to attend and, subject to the provisions of the Articles of Association of the Company, to vote on his behalf. A proxy need not be a shareholder of the Company but must be present in person at the annual general meeting to represent the shareholder.

3. If the appointor is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.

4. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.

5. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, 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 less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof if he so wishes.

6. With respect to the resolution no. 5(1), approval is being sought from shareholders of the Company for a general mandate to issue Shares to be given to the Directors. The Directors wish to state that they have no immediate intention to issue any new Shares. Approval is being sought from the shareholders of the Company as a general mandate for the purpose of compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, the executive Directors are Ms. Liu Li and Ms. Lew Lai Kuen and the independent non-executive Directors are Dr. Lam Lee G., Mr. Lam Chi Wing and Mr. Cheung Kwong Tat.