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TIMES CHINA HOLDINGS LIMITED

時代中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1233)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Annual General Meeting**") of Times China Holdings Limited (the "**Company**") will be held at Suites 501-2, 5/F., ICBC Tower, Three Garden Road, Central, Hong Kong on 20 May 2026 (Wednesday) at 10:00 a.m. for the following purposes:

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

2. (A) to re-elect the following retiring directors of the Company (the "**Directors**"):

   (i) Mr. Shum Chiu Hung as executive Director;

   (ii) Ms. Sun Hui as independent non-executive Director; and

   (iii) Mr. Wong Wai Man as independent non-executive Director;

   (B) to authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors;

3. to re-appoint Kenswick CPA Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2026;

4. to consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

   (A) "**That**:

   (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company (the "**Shares**") (including any sale or transfer of treasury shares), or options, warrants or similar rights to subscribe for Shares or other securities convertible into Shares, and to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable for or convertible into Shares) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable or convertible into Shares) which may require the exercise of such power either during and after the end of the Relevant Period;

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) together with the treasury shares of the Company transferred or resold by the Directors during the Relevant Period (as hereunder defined) pursuant to paragraph (i) of this resolution 4(A) above, otherwise than pursuant to:

(1) a Rights Issue (as hereinafter defined);

(2) any issue of Shares under the share schemes of the Company adopted from time to time in accordance with the Listing Rules;

(3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed the aggregate of:

(a) 20% of the number of issued Shares (excluding treasury shares) as at the date of passing this resolution 4; and

(b) (if the Board is so authorised by resolution 4(C)) the aggregate number of issued Shares bought back by the Company subsequent to the passing of resolution 4(B) (up to a maximum equivalent to 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing resolution 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution 4(A):

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

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

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

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

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

(B) "**That**:

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws, the Codes on Takeovers and Mergers and Shares Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the Shares, which may be bought back pursuant to the approval in paragraph (i) above of this resolution 4(B) shall not exceed 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of this resolution 4(B), and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution 4(B), any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution 4(B) which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this Resolution:

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

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

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

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

(C) "**That** conditional upon resolutions 4(A) and 4(B) set out in this notice being passed, the aggregate number of Shares which are bought back by the Company after the date of passing of resolution 4(B) (up to a maximum of 10% of the number of the issued Shares (excluding treasury shares) as at the date of passing of resolution 4(B)) shall be added to the aggregate number of Shares that may be (or agreed conditionally or unconditionally to be) allotted, issued and otherwise dealt with (including any treasury shares which may be sold or transferred) by the Directors pursuant to resolution 4(A)."

By Order of the Board
Times China Holdings Limited
Shum Chiu Hung
Chairman

Hong Kong, 28 April 2026

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

Headquarter in the People's Republic of China:
36-38/F, Times Property Center
410-412 Dongfeng Zhong Road
Guangzhou
Guangdong Province
PRC

Principal place of business in Hong Kong:
Suites 501-2, 5/F.
ICBC Tower
Three Garden Road
Central
Hong Kong

Notes:

(i) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder.

(ii) In the case of joint registered holders of any Share(s), any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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(s) shall alone be entitled to vote in respect thereof.

(iii) In order to be valid, a form of proxy must be completed, signed and returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude the shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.

(iv) The record date will be 20 May 2026 and the transfer books and register of members of the Company will be closed from 15 May 2026 (Friday) to 20 May 2026 (Wednesday), both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 May 2026 (Thursday).

(v) In respect of ordinary resolution 2 above, Mr. Shum Chiu Hung, Ms. Sun Hui and Mr. Wong Wai Man will retire and be eligible to stand for re-election at the Annual General Meeting. Biographical details of the above retiring Directors standing for re-election are set out in Appendix I to the circular dated 28 April 2026 containing this notice.

(vi) In respect of the ordinary resolution 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares or to resell treasury shares of the Company. Approval is being sought from shareholders of the Company as a general mandate for the purposes of the Listing Rules.

(vii) In respect of ordinary resolution 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to buy back shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the buy-back by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 28 April 2026 containing this notice.

(viii) If a Typhoon Signal No. 8 or above, a Black Rainstorm Warning Signal and/or "extreme conditions" announced by the Government is/are in force in Hong Kong at or at any time after 08:00 a.m. on the date of the Annual General Meeting, the meeting will be adjourned or postponed. The Company will post an announcement on the company website (www.timesgroup.cn) and the HKEXnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned or postponed meeting. The Annual General Meeting 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 meeting physically under bad weather conditions having regard to their own circumstances.

(ix) There will be no option for shareholders to participate in the Annual General Meeting virtually.

As at the date of this announcement, the executive directors of the Company are Mr. Shum Chiu Hung, Mr. Guan Jianhui, Mr. Bai Xihong, Mr. Li Qiang, Mr. Shum Siu Hung and Mr. Niu Jimin; and the independent non-executive directors of the Company are Mr. Jin Qingjun, Ms. Sun Hui and Mr. Wong Wai Man.