THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Zhong Ao Home Group Limited 中奧到家集團有限公司 (the "**Company**"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中奧到家
更好 更美 更满意

Zhong Ao Home Group Limited
中奧到家集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1538)

PROPOSED PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT, GRANTING OF GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 17 Floor, Block 1, Pacific Dingwang Commercial Centre, 2 Baichen Lu, Chihua She Qu, Chencun Town, Shunde District, Foshan City, Guangdong Province, the People's Republic of China on Friday, 29 May 2026 at 12:00 noon is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and of the Company (http://www.gdzawy.com).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share register in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or at any adjourned meeting. If the member attend and vote at the Annual General Meeting, the authority of his/her proxy shall be deemed to be revoked.

29 April 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 17 Floor, Block 1, Pacific Dingwang Commercial Centre, 2 Baichen Lu, Chihua She Qu, Chencun Town, Shunde District, Foshan City, Guangdong Province, the People's Republic of China on Friday, 29 May 2026 at 12:00 noon;
"Articles of Association"	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time;
"Board"	the board of Directors;
"Buyback Mandate"	a general unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares on the Stock Exchange, which shall not exceed 10% of the total number of Shares in issue as at the date of passing of the relevant resolution;
"Companies Act"	the Companies Act, Chapter 22 (As Revised) of the Cayman Islands;
"Company"	Zhong Ao Home Group Limited 中奧到家集團有限公司, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on the Main Board of the Stock Exchange;
"Director(s)"	director(s) of the Company;
"General Mandates"	the Buyback Mandate and the Issuance Mandate;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Issuance Mandate"	a general unconditional mandate to be granted to the Directors to exercise the powers of the Company to allot, issue or deal with unissued Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution;
"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange;
"PRC"	the People's Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan);
"SFC"	the Securities and Futures Commission of Hong Kong;
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Share Premium Account"	the share premium account of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-Backs; and
"%"	per cent.

Zhong Ao Home Group Limited
中奧到家集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1538)

Executive Directors:
Mr. Liu Jian *(Chairman and Chief Executive Officer)*
Ms. Chen Zhuo
Mr. Liang Bing
Mr. Long Weimin

Non-executive Directors:
Ms. Jin Keli
Ms. Xu Yaping

Independent Non-executive Directors:
Mr. Chan Wai Cheung, Admiral
Mr. Chan Ka Leung, Kevin
Mr. Yang Jianpeng

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

Headquarters and Principal Place of Business in the PRC:
1601 Block 1
Pacific Dingwang Commercial Center,
2 Baichen Lu,
Chihua She Qu,
Chencun Town, Shunde District,
Foshan City, Guangdong Province,
the PRC

Principal Place of Business in Hong Kong:
Suite 613B, 6th Floor
Ocean Centre, Harbour City
Tsim Sha Tsui, Kowloon
Hong Kong

29 April 2026

To the Shareholders

Dear Sirs or Madams,

PROPOSED PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT, GRANTING OF GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the payment of final dividend out of the Share Premium Account; (ii) the granting of the General Mandates to the Directors; (iii) re-electing of the retiring Directors; and (iv) giving Shareholders the notice of the Annual General Meeting.

2. PROPOSED PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

According to the annual results announcement of the Company dated 27 March 2026, the Board recommended the payment of a final dividend of HK$2.50 cents per Share for the year ended 31 December 2025, to the Shareholders whose names appear on the register of members of the Company on 9 June 2026, making the total dividend payment of approximately HK$21.4 million. Subject to the approval by the Shareholders of the Company at the Annual General Meeting, the final dividend is expected to be payable on or about 10 July 2026. The aggregate amount shall be paid out of the Share Premium Account if the payment of the dividend is approved by the Shareholders at the Annual General Meeting.

Under section 34(2) of the Companies Act, the share premium account may be applied by a company to pay dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in its ordinary course of business. The Board confirms that with respect to payment of the final dividend out of the Share Premium Account, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the final dividend is proposed to be paid.

The aggregate amount of final dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles of Association and in accordance with the Companies Act.

Based on the above, the payment of the final dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

(a) the passing of ordinary resolution by the Shareholders declaring and approving the payment of the final dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association; and

(b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the final dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the final dividend will be paid in cash on or about 10 July 2026 to those Shareholders qualified for the entitlement of final dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the final dividend will not be paid.

Subject to the approval of the Shareholders, to ascertain the entitlement to the proposed final dividend, the register of members of the Company will be closed from 5 June 2026 to 9 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend for the year ended 31 December 2025, all transfer of Shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 4 June 2026.

3. GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES

At the annual general meeting of the Company held on 3 June 2025, approval was given by Shareholders for the granting of, inter alia, general mandates to the Directors to (i) buy back Shares on the Stock Exchange up to 10% of the number of issued Shares as at the date of passing of the relevant resolution; and (ii) allot and issue Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution. In accordance with the terms of the approval, these general mandates will lapse at the conclusion of the Annual General Meeting.

The Board takes the view that it would be in the interests of the Company and the Shareholders as a whole if the general mandates were renewed.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of Issuance Mandate to the Directors to allot, issue or deal with unissued Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of relevant resolution. As at the Latest Practicable Date, the Company had 854,550,000 Shares in issue. Assuming that there is no issuance of Shares or any buy-back of Shares from the Latest Practicable Date up to the date of the Annual General Meeting, up to a maximum of 170,910,000 Shares may be issued under the Issuance Mandate.

An ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buyback Mandate to the Directors to buy back Shares on the Stock Exchange with the total number of Shares which represent up to 10% of the total number of the Shares of the Company in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the Company had 854,550,000 Shares in issue. Assuming that there is no issuance of Shares or any buy-back of Shares from the Latest Practicable Date up to the date of the Annual General Meeting, up to a maximum of 85,455,000 Shares may be bought back under the Buyback Mandate.

With reference to the Issuance Mandate and the Buyback Mandate, the Directors wish to state that they have no immediate plan to issue any Shares or to buy back any Shares pursuant thereto.

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 ordinary resolution to approve the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

4. RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, Mr. Yang Jianpeng shall retire by rotation at the Annual General Meeting.

Pursuant to Article 84 of the Articles of Association, Mr. Liu Jian, Ms. Jin Keli and Ms. Xu Yaping shall retire by rotation at the Annual General Meeting.

All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The re-election of Directors has been reviewed by the nomination committee of the Company (the "**Nomination Committee**") which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting.

Brief biographical details of the above Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://www.gdzawy.com). To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong 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 adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the Annual General Meeting or at any adjourned meeting. If the member attend and vote at the Annual General Meeting, the authority of his/her proxy shall be deemed to be revoked.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules and Articles of Association, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted upon by a show of hands.

The results of the poll will be published after the conclusion of the Annual General Meeting on the respective websites of the Hong Kong Exchanges and Clearing Limited and the Company.

7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Buyback Mandate) and Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting) to this circular.

8. RECOMMENDATION

The Directors consider that the resolutions to be proposed at the Annual General Meeting for (i) the payment of final dividend out of the Share Premium Account; (ii) the granting of the General Mandates to the Directors; and (iii) re-electing of the retiring Directors as set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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 the 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.

Yours faithfully,
On behalf of the Board
Zhong Ao Home Group Limited
Liu Jian
Chairman and Chief Executive Officer

This appendix serves as the explanatory statement required to be sent to the Shareholders by the Listing Rules to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed Buyback Mandate to be granted to the Directors, which relates to the Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 854,550,000 Shares in issue.

Subject to the passing of the proposed resolution in respect of the granting of the Buyback Mandate at the Annual General Meeting and on the basis that no Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Buyback Mandate to buy back a maximum of 85,455,000 Shares (representing 10% of the total number of Shares in issue as at the date of the granting of the Buyback Mandate).

2. REASON FOR SHARE BUY-BACK

Buy-back of Shares will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share or both.

3. FUNDING OF SHARE BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and Articles of Association of the Company, the Listing Rules and the applicable laws and regulations from time to time in force of the Cayman Islands and/or any other applicable laws as the case may be. A listed company is prohibited from buying back its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Cayman Islands laws, any buy-back by the Company may be made out of profits of the Company or from sums standing to the credit of the Share Premium Account or out of the proceeds of a fresh issue of Share made for the purpose of the buy-back or, if authorised by the Articles of Association and subject to the Companies Act, out of capital and, in case of any premium payable on the buy-back, out of profits of the Company or from sums standing to the credit of the Share Premium Account, or if authorised by our Articles of Association and subject to the Companies Act, out of capital.

4. IMPACT OF SHARE BUY-BACK

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2025 in the event that the buy-back of Shares were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the buy-back of Shares to such

extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to and including the Latest Practicable Date were as follows:

Month	Highest *HK$*	Lowest *HK$*
2025		
April	0.325	0.280
May	0.335	0.300
June	0.370	0.315
July	0.420	0.345
August	0.435	0.380
September	0.495	0.400
October	0.460	0.395
November	0.420	0.390
December	0.415	0.385
2026		
January	0.550	0.385
February	0.550	0.490
March	0.670	0.480
April (up to and including the Latest Practicable Date)	0.760	0.630

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-back pursuant to the Buyback Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in Rule 1.01 of the Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Buyback Mandate if such resolution is approved by the Shareholders.

No other core connected persons (as defined in Rule 1.01 of the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buyback Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If on the exercise of the powers to buy back Shares pursuant to the Buyback 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 Rule 32 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. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any share repurchases pursuant to the Buyback Mandate.

The Directors will ensure that the Buyback Mandate will not be exercised to such extent that would result in the public shareholding of the Company will be less than the minimum public float requirement of 25% of the total issued Share of the Company.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

As required by the Listing Rules, the following are the particulars of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

MR. LIU JIAN

Mr. Liu Jian, aged 59, is the chairman and the chief executive officer of the Company and was appointed as an executive Director on 5 January 2015. Being one of the first members of the Group, Mr. Liu founded Guangdong Zhong Ao Property Management Company Limited ("**Guangdong Zhong Ao**"), a wholly-owned subsidiary of the Company, with Ms. Chen Zhuo, an executive Director, in September 2005. Mr. Liu was appointed as the sole director of Guangdong Zhong Ao in September 2005 and has been primarily responsible for overall operation and management, strategic planning and business development. Mr. Liu plays a key role in the Group's business development and has led its business expansion from Guangdong Province to other parts of China. Prior to joining the Group, Mr. Liu worked at Guilin Park Hotel Co., Ltd. (桂林桂湖飯店有限公司) from May 1990 to August 1994 and his last position held was manager. From September 1994 to March 1999, he worked at Guilin Royal Gardens Hotel Co., Ltd. (桂林帝苑酒店有限公司) and his last position held was manager. From 1999 to December 2003, Mr. Liu served as general manager of Guangzhou Olympic Garden Property Company (廣州奧林匹克花園物業公司) and from February 2004 to June 2005, as general manager of Nanguo Aoyuan Property Company (南國奧園物業公司), both companies being subsidiaries of Guangdong Yabo Property Service Company Limited (廣東雅博物業服務有限公司). In 2008, Mr. Liu attained a master's degree in business administration from Asia International Open University (Macau).

He is entitled to a director's fee of HK$600,000 per annum as determined by the Board with the recommendation of the Remuneration Committee with reference to comparable companies, his experience, time commitment and responsibilities and the performance of the Group. He is also entitled to bonus or other compensation or rewards (including the yearly performance bonus in the amount of RMB1.0 million as disclosed in the annual report of the Company for the year ended 31 December 2025) according to the criteria laid down by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Mr. Liu is interested in 475,314,000 Shares, representing approximately 55.62% of the issued share capital of the Company.

MS. JIN KELI

Ms. Jin Keli, aged 43, was appointed as a non-executive Director since 17 July 2020. She has been the chief executive officer and executive director of Greentown Service Group Co. Ltd. ("**Greentown Service**"), a company listed on the main board of the Stock Exchange, stock code: 2869) since 21 June 2021 and 1 February 2022, respectively. She is responsible for management work in relation to the overall operation of Greentown Service. Ms. Jin joined the Greentown Property Service Group Co., Ltd. (綠城物業服務集團有限公司) ("**Greentown Property**") in May 2006 and held various positions in the Greentown Property.

Ms. Jin graduated from China University of Political Science and Law in July 2006 with a bachelor's degree majoring in philosophy, and obtained her MBA degree from China Europe International Business School (中歐國際工商學院) in November 2018.

She is entitled to a director's fee of HK$120,000 per annum as determined by the Board with the recommendation of the Remuneration Committee with reference to comparable companies, her experience, time commitment and responsibilities and the performance of the Group. She is also entitled to bonus or other compensation or rewards according to the criteria laid down by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Ms. Jin did not have any interest in Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Jin had no relationship with any Directors, senior management of the Company, substantial Shareholders and controlling Shareholder.

MS. XU YAPING

Ms. Xu Yaping, aged 47, was appointed as a non-executive Director on 10 July 2023. Ms. Xu graduated from The Hong Kong Polytechnic University with a master's degree in international real estate in 2018. She has extensive experiences in property service, real estate and marketing industry in the People's Republic of China. She has joined Greentown Property (a wholly-owned subsidiary of Greentown Service) since 1998 and has held various positions in several of its subsidiaries. She is concurrently serving as the vice president and the chief marketing officer of Greentown Service. She obtained the construction engineer qualification certificate issued by Zhuji Personnel Bureau in September 2008 and the certified property manager qualification certificate issued by Zhejiang Provincial Department of Human Resources and Social Security in May 2011.

She is entitled to a director's fee of HK$120,000 per annum as determined by the Board with the recommendation of the Remuneration Committee with reference to comparable companies, her experience, time commitment and responsibilities and the performance of the Group. She is also entitled to bonus or other compensation or rewards according to the criteria laid down by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Ms. Xu did not have any interest in Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Xu had no relationship with any Directors, senior management of the Company, substantial Shareholders and controlling Shareholder.

MR. YANG JIANPENG

Mr. Yang Jianpeng, aged 47, was appointed as an independent non-executive Director on 5 June 2025. Mr. Yang graduated from Northwest University with a bachelor degree in resource environment, urban and rural planning management in 2003 and from Sun Yat-Sen University with a master's degree of business administration in 2013 respectively. From 2003 to 2009, Mr. Yang served as a planning manager, a marketing manager and the deputy general manager respectively in Zovie Group Co., Ltd.. From 2010 to 2013, he served as the regional general manager of Guangzhou and Panyu respectively in China Aoyuan Group. Since 2013, he has been operating his own businesses and since 2023, he has been serving as a tutor for the master's degree at the school of public administration of Northwest University.

He is entitled to a director's fee of HK$180,000 per annum as determined by the Board with the recommendation of the Remuneration Committee with reference to comparable companies, his experience, time commitment and responsibilities and the performance of the Group. He is also entitled to bonus or other compensation or rewards according to the criteria laid down by the Remuneration Committee and the Board.

As at the Latest Practicable Date, Mr. Yang did not have any interest in Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Yang had no relationship with any Directors, senior management of the Company, substantial Shareholders and controlling Shareholder.

Zhong Ao Home Group Limited
中奧到家集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1538)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Zhong Ao Home Group Limited (the "**Company**") will be held at 17 Floor, Block 1, Pacific Dingwang Commercial Centre, 2 Baichen Lu, Chihua She Qu, Chencun Town, Shunde District, Foshan City, Guangdong Province, the People's Republic of China on 29 May 2026 at 12:00 noon for the purpose of transacting the following businesses:

ORDINARY RESOLUTIONS

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

2. To consider and declare a final dividend of HK$2.50 cents per share for the year ended 31 December 2025 entirely out of the share premium account of the Company.

3. To re-elect Mr. Liu Jian as an executive director of the Company ("**Director**").

4. To re-elect Ms. Jin Keli as a non-executive Director.

5. To re-elect Ms. Xu Yaping as a non-executive Director.

6. To re-elect Mr. Yang Jianpeng as an independent non-executive Director.

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

8. To re-appoint HLB Hodgson Impey Cheng Limited as the independent external auditor to hold office until conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

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

   "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued Shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate total number of Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by the Stock Exchange; or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the total number of Shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or

(iii) the passing of an ordinary resolution of the Shareholders of the Company in a general meeting revoking or varying the authority set out in this resolution.

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such 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, or the requirements of any recognized regulatory body or any stock exchange in Hong Kong, or in any territory applicable to the Company)."

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

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations of the SFC and the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of Shares authorised to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of total number of Shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

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

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or

(iii) the passing of an ordinary resolution of the Shareholders of the Company in a general meeting revoking or varying the authority set out in this resolution."

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

"**THAT** conditional upon the passing of the resolutions 9 and 10 as set out in the notice convening the Annual General Meeting, the General Mandates granted to the Directors pursuant to resolution 8 to exercise the powers of the Company to allot, issue and deal with unissued Shares be and is hereby extended by the addition to the aggregate number of Shares of the Company bought back by the Company under the

authority granted pursuant to the resolution 10 of the notice convening the Annual General Meeting, provided that such extended amount shall not exceed 10% of total number of Shares of the Company in issue as at the date of passing this resolution."

By Order of the Board
Zhong Ao Home Group Limited
Liu Jian
Chairman and Chief Executive Officer

Hong Kong, 29 April 2026

Notes:

1. Any member of the Company 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 member who is the holder of two or more Shares of the Company is entitled to appoint more than one proxy to represent him/her and vote on his/her behalf. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. A proxy need not be a member of the Company. A form of proxy for use at the Annual General Meeting is enclosed herewith.

2. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong 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 adjourned meeting. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the Annual General Meeting or at any adjourned meeting. If the member attend and vote at the Annual General Meeting, the authority of his/her proxy shall be deemed to be revoked.

3. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes 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 member of the Company in respect of the joint holding.

4. To ascertain Shareholders' entitlement to attend and vote at the Annual General Meeting, register of members of the Company will be closed from 26 May 2026 to 29 May 2026, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to qualify for entitlement to attend and vote at the Annual General Meeting, all transfer of Shares accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 22 May 2026.

5. In the event that a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on Friday, 29 May 2026, the Annual General Meeting will be adjourned until further notice.

   Further announcement notifying Shareholders of details (including the date, time and venue) of the adjourned meeting will be posted on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (http://gdzawy.com).

   If a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above is cancelled at or before 12:00 noon on the date of the Annual General Meeting, and where conditions permit, the Annual General Meeting will be held as scheduled.