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Planetree International Development Limited

梧桐國際發展有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 613)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Planetree International Development Limited (the "**Company**") will be held at 10:00 a.m. on Wednesday, 27 May 2026 at 23/F, China United Centre, 28 Marble Road, North Point, Hong Kong to consider, and if thought fit, pass, with or without modification, the following resolution of the Company:

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025 together with the Reports of Directors and Auditor thereon.

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

(i) Mr. Wong Kin Chun, Gilbert as an executive Director;

(ii) Mr. Lam Hiu Lo as an executive Director;

(iii) Mr. Ma Ka Ki as an independent non-executive Director; and

(iv) Mr. Zhang Shuang as an independent non-executive Director.

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

3. To re-appoint Forvis Mazars CPA Limited as auditor of the Company; and authorise the Board to fix their remuneration.

By way of special business, to consider, and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

Resolution 4 – Issue Mandate

4. "**THAT**:

(a) subject to paragraph (b) of Resolution 4, a general mandate (the "**Issue Mandate**") be and is hereby unconditionally granted to Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Shares**") or securities convertible into Shares, and to make or grant offers, agreements, options which would or might require exercise of such powers either during or after the Relevant Period;

(b) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the Issue Mandate, otherwise than pursuant to (i) Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription, conversion or exchange under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible or exchangeable into Shares; or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the "**Bye-laws**"), shall not exceed twenty per cent (20%) of the total number of issued Shares as at the date of passing of Resolution 4 (subject to adjustment in case of Share consolidation or sub-division after the mandate has been approved, provided that the maximum number of Shares that may be issued under the Issue Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same); and

"**Rights Issue**" means an offer of shares open for a period fixed by Directors to holders of Shares 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 Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).

(c) for the purposes of Resolution 4, "**Relevant Period**" means the period from the passing of Resolution 4 until the earlier 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 law or the Bye-laws to be held; or

(iii) the date on which the authority set out in Resolution 4 is revoked or varied by an ordinary resolution of the shareholders of the Company (the "**Shareholders**") in general meeting."

Resolution 5 – Repurchase Mandate

5. "**THAT**:

(a) a general mandate (the "**Repurchase Mandate**") be and is hereby unconditionally granted to Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to purchase Shares in accordance with all applicable laws and requirements of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, subject to the following conditions:

i. such mandate shall not be extended beyond the Relevant Period;

ii. such mandate shall authorize Directors to procure the Company to purchase Shares at such price as Directors may at their discretion determine;

iii. the total number of Shares to be purchased by the Company pursuant to Resolution 5 during the Relevant Period shall not exceed ten percent (10%) of the total number of issued Shares as at the date of passing of Resolution 5 (subject to adjustment in case of any Share consolidation or sub-division after the mandate has been approved, provided that the maximum number of Shares that may be repurchased under the Repurchase Mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same); and

(b) for the purpose of Resolution 5, the "**Relevant Period**" means the period from the passing of the Resolution 5 until the earlier 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 law or the Bye-laws to be held; or

iii. the date on which the authority set out in Resolution 5 is revoked or varied by an ordinary resolution of the Shareholders in general meeting."

Resolution 6 – Extension Mandate

6. "**THAT** subject to the availability of unissued share capital and conditional upon the passing of Resolution 4 and Resolution 5, the total number of Shares which can be repurchased by the Company pursuant to and in accordance with Resolution 6 shall be added to the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by Directors pursuant to and in accordance with Resolution 4."

By order of the Board
Planetree International Development Limited
Cheung Ka Yee
Executive Director

Hong Kong, 29 April 2026

As at the date of this notice, the Board comprises the following directors:

Executive Directors:
Mr. Cheung Ting Kee *(Vice Chairman)*
Ms. Cheung Ka Yee
Mr. Lam Hiu Lo
Mr. Wong Kin Chun, Gilbert

Non-Executive Director:
Dr. Chuang Henry Yueheng *(Chairman)*

Independent Non-Executive Directors:
Mr. Chan Sze Hung
Mr. Chung Kwok Pan
Mr. Ma Ka Ki
Mr. Zhang Shuang

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.

2. Where there are joint holders of any share any one of such joint holder may, subject to the Company's bye-laws, vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior 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 in respect of the joint holding.

3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

4. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the form of proxy. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. In the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at 7:00 a.m. or any time thereafter on Wednesday, 27 May 2026, the meeting as convened by this notice shall automatically be postponed to Wednesday, 3 June 2026 (the "Re-scheduled Day"), the date on which no black rainstorm warning or tropical cyclone warning signal number 8 or above is in force at 7:00 a.m. or any time thereafter and in such case the meeting shall be held at 10:00 a.m. on the Re-scheduled Day at 23/F, China United Centre, 28 Marble Road, North Point, Hong Kong.

6. The register of members of the Company will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026, both days inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of ascertaining entitlement to attend the AGM. In order to qualify for attending and voting at the meeting, unregistered holders of share(s) of the Company should ensure that all share transfer documents accompanied by the relevant share certificate(s) must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 20 May 2026. The record date for entitlement to attend and vote at the AGM is Wednesday, 27 May 2026.