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

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

TESSON HOLDINGS LIMITED
天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

(1) GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Tesson Holdings Limited to be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Monday, 22 June 2026 is set out from pages 20 to 24 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and 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 form of proxy shall not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should they so desire.

29 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board 3

Appendix I — Explanatory Statement 8

Appendix II — Details of the Retiring Directors to be Re-elected at the Annual General Meeting 12

Notice of Annual General Meeting 20

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

"Act"	the Companies Act 1981 of Bermuda and as amended from time to time;
"AGM"	the annual general meeting of the Company to be held on Monday, 22 June 2026 at 11:00 a.m. or any adjournment thereof;
"Audit Committee"	the audit committee of the Company;
"Board"	the Board of Directors;
"Bye-laws"	the bye-laws of the Company;
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"Code"	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs;
"Company"	Tesson Holdings Limited, a company incorporated in Bermuda and the shares of which are listed on the main board of the Stock Exchange (stock code: 1201);
"Director(s)"	the director(s) of the Company;
"Double Key"	Double Key International Limited, being the controlling Shareholder (as defined in the Listing Rules) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Latest Practicable Date"	28 April 2026, the latest practicable date for ascertaining certain information for inclusion in this circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;

"Lithium Ion Motive Battery Business"	the Group's principal business activities, which is the manufacturing and sale of lithium ion motive battery, lithium ion battery module, battery charging devices, battery materials machines and production lines, new energy solution and sale of relevant equipment, investments holding and import and export trading;
"Nomination Committee"	the nomination committee of the Company;
"PRC"	the People's Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this circular;
"Remuneration Committee"	the remuneration committee of the Company;
"Repurchase Proposal"	the proposal to grant Directors new general mandate to repurchase Shares up to 10% of the total issued share capital of the Company at the date of granting the Repurchase Proposal by ordinary resolution at the AGM;
"Retiring Directors"	those Directors who, as named under the section headed "Re-election of Retiring Directors" in the Letter from the Board contained in this circular, will retire at the AGM pursuant to the Bye-laws;
"RMB"	Renminbi, the lawful currency of the PRC;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
"Share(s)"	ordinary share(s) of HK$0.10 each in the capital of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"treasury Share(s)"	has the meaning ascribed to it under the Listing Rules;
"%"	per cent.

TESSON HOLDINGS LIMITED
天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

Executive Directors:
Mr. Wei Mingren *(Chairman)*
Ms. Cheng Hung Mui
Mr. Chan Wei
Ms. Yu Xiaolei
Mr. Li Jingquan *(Chief Executive Officer)*
Mr. Li Yang
Mr. Li Yuqi

Independent Non-executive Directors:
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:
Room 401A
Empire Centre
68 Mody Road, Tsim Sha Tsui
Kowloon, Hong Kong

29 April 2026

To the Shareholder(s)

Dear Sir or Madam,

(1) GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to seek your approval at the forthcoming AGM of resolutions as set out in the notice convening the AGM to (i) grant the Directors general mandates to repurchase Shares and issue new Shares, respectively; (ii) re-elect the Retiring Directors; (iii) re-appoint the auditor of the Company; and (iv) receive, consider and adopt the audited accounts of the Company and reports of the Directors and of the auditors for the year ended 31 December 2025 by ordinary resolutions.

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

The Directors are seeking the passing of ordinary resolutions at the AGM to give to the Directors new general mandates:

(1) to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM; and

(2) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM.

The Directors will also propose a separate ordinary resolution at the AGM to add to the mandate to issue those Shares repurchased by the Company pursuant to the repurchase mandate granted to the Directors at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 369,685,228 Shares. Subject to the passing of ordinary resolution (4) set out in the notice convening the AGM and on the basis that no further Shares are issued and/or repurchased prior to the date of the AGM, the Company would be allowed to allot, issue and otherwise deal with a maximum of 73,937,045 Shares and under the Repurchase Proposal to repurchase a maximum of 36,968,522 Shares.

The Directors have no present intention to exercise the general mandates to issue Shares and to repurchase Shares.

EXPLANATORY STATEMENT

An explanatory statement, as required under the Listing Rules, containing information required to enable Shareholders to make an informed decision regarding the resolution in respect of the mandate to repurchase Shares, is set out in the Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

By virtue of bye-law 83 of the Bye-laws, Ms. Cheng Hung Mui ("**Ms. Cheng**"), Mr. Li Jingquan, Mr. Li Yang and Mr. Li Yuqi shall hold office only until the forthcoming AGM and being eligible, offer themselves for re-election.

By virtue of bye-law 84 of the Bye-laws, Ms. Yu Xiaolei ("**Ms. Yu**") and Mr. See Tak Wah ("**Mr. See**"), shall retire by rotation and being eligible, have offered themselves for re-election at the AGM.

The Nomination Committee has considered the biographical details and other related particulars of the Retiring Directors, with reference to the board diversity policy of the Company (the "**Board Diversity Policy**") and their contributions to the Board and the Group during their tenure. The Retiring Directors have extensive experience and knowledge in their respective professional and commercial fields, who can contribute valuable advice on the business and development of the Group and can also conform to the Board Diversity Policy.

Independence of Independent Non-Executive Directors

The Board has assessed and reviewed the independence of Mr. See, who has also given the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board, therefore, considers him to be independent and believes that he should be re-elected.

Particular attention was given to reviewing the independence and re-election of Mr. See. The Board notes that although Mr. See had not served for more than nine years as at 31 December 2025, he has served as an independent non-executive Director since January 2017 and has served for more than nine years as at the Latest Practicable Date. Furthermore, pursuant to Code Provision B.2.4 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, the Board wishes to disclose that all three existing independent non-executive Directors, namely Dr. Ng Ka Wing, Mr. See and Mr. Wang Jinlin, have each served on the Board for more than nine years as at the Latest Practicable Date. If an independent non-executive Director has served more than nine years, such Director's further appointment should be subject to a separate resolution to be approved by Shareholders. Accordingly, the proposed re-election of Mr. See will be subject to a separate resolution to be approved by the Shareholders at the AGM.

Reasons for Re-election of Mr. See

In considering whether Mr. See is still independent, the Nomination Committee and the Board have taken into account his ability to act objectively and impartially. As a member of the Institute of Chartered Accountants of Australia and New Zealand, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Directors, Mr. See has leveraged his extensive professional qualifications in his role as the chairman of the Audit Committee. He has consistently demonstrated high standards of integrity and professional skepticism in overseeing the Company's financial reporting system, risk management and internal control procedures. His profound expertise in accounting, auditing and corporate financial management enables him to provide rigorous supervision and constructive challenges to the management, thereby ensuring that the interests of the Shareholders are well-safeguarded.

The Board believes that Mr. See's long-term involvement as the chairman of the Audit Committee has provided him with an in-depth understanding of the Group's complex financial structure and operational history, which is invaluable for maintaining the continuity and stability of the Board's oversight function. Based on the Board Diversity Policy, the Board is of the view that Mr. See can contribute to the diversity of the Board, in particular, through his professional accounting background and vast experience in corporate governance.

The Board is of the opinion that Mr. See remains independent notwithstanding the length of his service and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Therefore, the Board considers that the re-election of Mr. See as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole.

Information on the Retiring Directors is set out in Appendix II to this circular. Each of their re-election will be subject to a separate resolution to be proposed at the AGM.

CONFIRMATION ON RE-APPOINTMENT OF AUDITOR

Bye-law 152(1) of the Bye-laws provides that subject to section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, Shareholders shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until Shareholders appoint another auditor. Such auditor may be a Shareholder but no Director or officers or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

At the AGM, an ordinary resolution will be proposed for the purpose of re-appointing ZHONGHUI ANDA CPA Limited as the auditor of the Company and authorising the auditor's remuneration to be fixed by the Board.

RECEIVING, CONSIDERING AND ADOPTING FINANCIAL STATEMENTS

An ordinary resolution will be proposed at the AGM for the purpose of receiving, considering and adopting the audited consolidated financial statements of the Company, the report of the Directors and the independent auditor's report for the year ended 31 December 2025.

AGM AND PROXY ARRANGEMENT

A notice convening the AGM is set out from pages 20 to 24 of this circular.

A form of proxy for use at the AGM is enclosed. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM.

RECOMMENDATION

The Board, to the extent having made all reasonable enquiries, is not aware that any Shareholder is required to abstain from voting on the proposals to be put forward at the AGM.

The Directors believe that (i) the grant of the general mandates to the Directors to repurchase Shares and issue new Shares, respectively; (ii) the re-election of the Retiring Directors; and (iii) the re-appointment of auditor of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the AGM.

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.

Yours faithfully,
By order of the Board
Tesson Holdings Limited
Wei Mingren
Chairman

This is the explanatory statement to provide requisite information to all Shareholders for their consideration of the proposed general mandate to be granted to the Directors to repurchase Shares as required by the relevant provision set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange.

1. DIRECTORS, CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, presently intends to sell Shares to the Company under the Repurchase Proposal in the event that the Repurchase Proposal is approved by Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell to the Company any securities of the Company, nor have they undertaken not to sell any securities of the Company held by them to the Company in the event that the Repurchase Proposal is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 369,685,228 Shares with no treasury Shares. Subject to the passing of ordinary resolution (4) set out in the notice convening the AGM and on the basis that no further Shares are issued and/or repurchased prior to the date of the AGM, the Company would be allowed under the Repurchase Proposal to repurchase a maximum of 36,968,522 Shares. No repurchases of Shares have been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

If the Company purchases any Shares pursuant to the Repurchase Proposal, the Company may (i) cancel the repurchased Shares; or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases of Shares. If the Company holds Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the general mandate given to the Directors to allot, issue and deal with new Shares and made in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) not, or procure its broker not to, give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and/or (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

3. REASONS FOR REPURCHASE

Although the Directors have no present intention of purchasing any Shares, they believe that the flexibility afforded by the Repurchase Proposal would be in the best interests of the Company and Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when securities are trading at a discount to their underlying value, the ability of the Company to purchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their attributable percentage of interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider to be beneficial to the Company and the Shareholders.

4. FUNDING OF REPURCHASE

The Directors propose that repurchases of Shares under the Repurchase Proposal would be financed by the Company's internal resources and/or existing banking facilities.

When repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-Laws and applicable laws of Bermuda, namely the Act.

5. IMPACT OF REPURCHASE

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 December 2025) in the event that the Repurchase Proposal were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would in the circumstances have a material adverse impact 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.

6. SHARE PRICES

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

	Share prices (per share)	
	Highest	**Lowest**
	HK$	*HK$*
2025		
May	0.51	0.49
June	0.65	0.40
July	1.15	0.45
August	0.73	0.50
September	0.95	0.60
October	0.88	0.65
November	1.06	0.58
December	1.50	0.71
2026		
January	3.25	1.25
February	3.95	2.74
March	3.32	2.47
April (up to and including the Latest Practicable Date)	2.70	1.78

7. UNDERTAKING OF DIRECTORS

Subject to the passing of the ordinary resolution in respect of the Repurchase Proposal at the AGM, the Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Proposal in accordance with the Listing Rules, the laws of Bermuda and the Bye-Laws. Neither this explanatory statement nor the Repurchase Proposed has any unusual features.

8. EFFECT OF HONG KONG CODES ON TAKEOVERS AND MERGERS AND SHARE BUY-BACKS

If, on the exercise of the power by the Company to repurchase Shares pursuant to the Repurchase Proposal, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Code and would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Double Key is wholly and beneficially owned by Ms. Cheng, our executive Director. Therefore, Ms. Cheng is deemed to be interested in a total of 210,781,543 Shares, representing 57.02% of the number of issued Shares. Mr. Wei Mingren, an executive Director and chairman of the Board, holds 13,000,000 Shares, representing 3.52% of the issued Shares. Mr. Li Yuqi, an executive Director, holds 12,000,000 Shares, representing 3.25% of the issued Shares. Public float of the Company is at 36.21%. On the basis of 369,685,228 Shares in issue and assuming that no further Shares are issued and/or repurchased by the Company, in the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Proposal, the shareholding of (i) Ms. Cheng (through Double Key) ; (ii) Mr. Wei Mingren; and (iii) Mr. Li Yuqi, would be increased from (i) 57.02% to 63.35%; (ii) from 3.52% to 3.91%; and (iii) from 3.25% to 3.61% of the number of issued Shares respectively, which imply a public float of 29.13%. Such increase in shareholding of the controlling shareholders and the Directors would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

The Directors will not repurchase Shares to such an extent which will result in the amount of Shares held by the public being reduced to less than 25% of the number of issued Shares or such other minimum percentage as prescribed by the Listing Rules from time to time.

The following is the information, as at the Latest Practicable Date, required to be disclosed under the Listing Rules, on the Directors proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

(I) MS. CHENG HUNG MUI

Ms. Cheng Hung Mui, aged 55, is a Hong Kong resident and an individual investor. She was re-appointed as an executive Director on 13 February 2026. Ms. Cheng previously served as an executive Director from June 2014 to October 2024. She also served as a director of a subsidiary of the Company from December 2016 to January 2025. Ms. Cheng has over 20 years of experience in corporate management and strategic investment.

Ms. Cheng is the spouse of Mr. Wei Qingwen, the former executive Director. She is also the aunt-in-law of Mr. Wei Mingren, who is the executive Director and chairman of the Board.

As at the Latest Practicable Date, Ms. Cheng is the beneficial owner of Double Key, which holds 210,781,543 Shares (representing approximately 57.02% of the issued Shares). Therefore, Ms. Cheng is deemed to be interested in all the Shares held by Double Key for the purpose of the SFO.

A service contract has been entered into between the Company and Ms. Cheng for a term of three years commencing from 13 February 2026 and will continue thereafter until a notice of termination is served by either party. Ms. Cheng is subject to retirement by rotation and re-election in the AGM in accordance with the Bye-laws and the Listing Rules. Ms. Cheng is entitled to receive a director's fee of HK$180,000 per annum and salary of HK$1,200,000 per annum, which was approved by the Remuneration Committee and the Board with reference to her qualification, experience, duties, contributions to the Company and the prevailing market conditions.

Save as disclosed above, Ms. Cheng (i) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest or deemed interest in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Cheng that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(II) MR. LI JINGQUAN

Mr. Li Jingquan, aged 45, was appointed as an executive Director and the chief executive officer of the Company on 27 November 2025. He holds a Bachelor of Science degree in Mechanical Engineering and Automation from Northeastern University and a Master of Science degree in Control Engineering from Shanghai Jiao Tong University. He also possesses a mid-level engineer professional qualification certificate in the PRC.

Prior to joining the Company, Mr. Li Jingquan has extensive practical experience in enterprise management, including strategic development, marketing, manufacturing, asset management, lean operations, and innovation management in the new energy vehicle industry. He held key management positions at China Baowu Steel Group Corporation Limited (formerly known as Baosteel Group), Chongqing Baoji Technology Co., Ltd* (重慶寶吉科技有限公司), Tongji University and SAIC Motor Corporation Limited.

Since August 2023, he has joined Fujian Contemporary Nebula Energy Technology Co., Ltd., responsible for the expansion of the new charging industry of "photovoltaic storage charging and inspection". He has also led the implementation of the "one city, one network, one standard, one card" urbanisation strategic cooperation project and the sustainable innovation and development of the lean operation system.

A service contract has been entered into between the Company and Mr. Li Jingquan for a term of three years commencing from 27 November 2025 and will continue thereafter until a notice of termination is served by either party. Mr. Li Jingquan is subject to retirement by rotation and re-election in the AGM in accordance with the Bye-laws and the Listing Rules. Mr. Li Jingquan is entitled to receive a director's fee of HK$180,000 per annum and salary of HK$1,020,000 per annum, which was approved by the Remuneration Committee and the Board with reference to his qualification, experience, duties, contributions to the Company and the prevailing market conditions.

Save as disclosed above, Mr. Li Jingquan (i) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest or deemed interest in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Li Jingquan that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(III) MR. LI YANG

Mr. Li Yang, aged 54, was appointed as an executive Director on 27 November 2025. He obtained a diploma from Shenzhen University in 1992 and a Master of Business Administration from Shenzhen Economic and Management Institute in 2000. Mr. Li Yang also completed a Master's degree programme in 2001 at the Graduate School of Chinese Academy of Social Sciences, majoring in World Economics.

Mr. Li Yang has over 20 years of experience in investment activities and business management, with extensive industry expertise in internet and information technology. He has held senior management and directorship positions in numerous listed companies in Hong Kong and the PRC.

From September 2014 to June 2018, Mr. Li Yang acted as the deputy chairman and an executive director of Hong Kong Robotics Group Holding Limited (formerly known as China Best Group Holding Limited), shares of which are listed on the Stock Exchange (stock code: 370). From June 2015 to September 2016, he acted as the chairman and a director of Kexin Development Co., Ltd, Shanxi* (山西科新發展股份有限公司) (formerly known as Guanghe Landscape Culture Communication Co., Ltd., Shanxi* (山西廣和山水文化傳播股份有限公司)), shares of which are listed on the Shanghai Stock Exchange (stock code: 600234).

From February 2017 to December 2018, he also served as an independent non-executive director of Ming Lam Holdings Limited (formerly known as Sino Haijing Holdings Limited), shares of which were listed on the Stock Exchange (stock code: 1106), and the listing of which was cancelled on 2 November 2021 under Rule 6.01A of the Listing Rules. From November 2018 to December 2020, he acted as the deputy chairman and an executive director of Leyou Technologies Holdings Limited, shares of which were listed on the Stock Exchange (stock code: 1089). Such company was privatised by way of a scheme of arrangement under the Companies Law of its place of incorporation and its listing was withdrawn on 24 December 2020. From August 2020 to February 2021, he also acted as an executive director of CT Environmental Group Limited, shares of which were listed on the Stock Exchange (stock code: 1363), and the listing of which was cancelled on 10 September 2021 under Rule 6.01A of the Listing Rules.

Mr. Li Yang has been appointed as the chairman of the board and an executive director of Virtual Mind Holding Company Limited (formerly known as CEFC Hong Kong Financial Investment Company Limited), shares of which are listed on the Stock Exchange (stock code: 1520) since 19 January 2022. Upon his appointment, he also served as the chairman of each of the nomination committee and the corporate governance committee and a member of the remuneration committee. Subsequently, he ceased to be the chairman of the board with effect from 2 August 2024. He further ceased to be the chairman of each of the nomination committee and the corporate governance committee but remained as a member of such committees with effect from 17 June 2025. On 12 November 2025, Mr. Li Yang ceased to be a member of the nomination committee of Virtual Mind Holding Company Limited.

Mr. Li Yang has been appointed as an independent non-executive director of HG Semiconductor Limited, shares of which are listed on the Stock Exchange (stock code: 6908) since 19 April 2022. Upon his appointment, he also served as a member of each of the audit committee, the nomination committee and the remuneration committee. On 9 February 2024, he was re-designated as an executive director and ceased to be a member of each of the audit committee, the nomination committee and the remuneration committee of HG Semiconductor Limited.

Mr. Li Yang has been appointed as an executive director and deputy chairman of IBO Technology Company Limited, shares of which are listed on the Stock Exchange (stock code: 2708) since 21 March 2023. The company was ordered to be wound up by the High Court of Hong Kong on 29 April 2024, and its listing was subsequently cancelled by the Stock Exchange with effect from 8 December 2025 under Rule 6.01A(1) of the Listing Rules. Furthermore, Mr. Li Yang was appointed as an executive director of Asia Television Holdings Limited, shares of which are listed on the Stock Exchange (stock code: 707) during the period from 29 July 2024 to 25 June 2025.

A service contract has been entered into between the Company and Mr. Li Yang for a term of three years commencing from 27 November 2025 and will continue thereafter until a notice of termination is served by either party. Mr. Li Yang is subject to retirement by rotation and re-election in the AGM in accordance with the Bye-laws and the Listing Rules. Mr. Li Yang is entitled to receive a director's fee of HK$180,000 per annum and salary of HK$1,020,000 per annum, which was approved by the Remuneration Committee and the Board with reference to his qualification, experience, duties, contributions to the Company and the prevailing market conditions.

Save as disclosed above, Mr. Li Yang (i) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest or deemed interest in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Li Yang that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(IV) MR. LI YUQI

Mr. Li Yuqi, aged 45, was appointed as an executive Director on 13 February 2026. He graduated from Nankai University in 2003 with a bachelor's degree in chemistry. Mr. Li Yuqi has extensive practical experience in marketing planning and enterprise operation management. Prior to joining the Group, Mr. Li Yuqi served as the head and manager of operations of Guangxi Black Five Group Co., Ltd.* (廣西黑五類食品集團有限責任公司) from August 2003 to June 2006, and as a marketing planner of China Overseas Property (Xi'an) Co., Ltd.* (中海地產(西安)有限公司) from June 2006 to July 2007. He later served as the deputy general manager of Guangxi Jiayuan Real Estate Co., Ltd.* (廣西佳園房地產有限公司) from August 2007 to August 2011, and the general manager of Nanfang Black Sesame (Guangxi) E-Commerce Co., Ltd.* (南方黑芝麻(廣西)電子商務有限公司) from August 2011 to August 2018.

From August 2018 to February 2026, Mr. Li Yuqi serves as the Vice President of Nanfang Black Sesame Group Co., Ltd.* (南方黑芝麻集團股份有限公司) ("**Nanfang Black Sesame**"), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000716). He also served as a non-independent director of Nanfang Black Sesame from 9 April 2020 to 8 August 2024, and a member of its remuneration and assessment committee for the period from 3 February 2021 to 8 August 2024. He currently also serves as an executive director of certain subsidiaries of Nanfang Black Sesame.

As at the Latest Practicable Date, Mr. Li Yuqi holds 12,000,000 Shares, representing approximately 3.25% of the total issued Shares. Mr. Li Yuqi is a cousin of Mr. Li Yuwei, a Shareholder holding approximately 5.27% of the issued Shares.

A service contract has been entered into between the Company and Mr. Li Yuqi for a term of three years commencing from 13 February 2026 and will continue thereafter until a notice of termination is served by either party. Mr. Li Yuqi is subject to retirement by rotation and re-election in the AGM in accordance with the Bye-laws and the Listing Rules. Mr. Li Yuqi is entitled to receive a director's fee of HK$180,000 per annum, which was approved by the Remuneration Committee and the Board with reference to his qualification, experience, duties, contributions to the Company and the prevailing market conditions.

Save as disclosed above, Mr. Li Yuqi (i) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest or deemed interest in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Li Yuqi that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

(V) MS. YU XIAOLEI

Ms. Yu Xiaolei, aged 41, was appointed as an executive Director on 1 October 2023. She was awarded a master's degree in architecture (professional) in the University of Auckland, New Zealand, in 2011.

Ms. Yu has over 5 years of experience in green building and low-carbon planning. She served as a sustainable building appraiser at GWS Green World Solutions* (中際國潤(北京)低碳科技有限公司) from December 2010 to May 2016, where she was mainly engaged in green building evaluation (including but not limited to conceptual design, assessment standard for green building, and leading energy and environmental design (or LEED) evaluation), as well as low-carbon planning. Ms. Yu later served as an administrative manager at Beijing Anjie Asset Management Co., Ltd.* (北京安傑資產管理股份有限公司) from April 2018 to August 2020.

A service contract has been entered into between the Company and Ms. Yu for a term of two years commencing from 1 October 2023 and will continue thereafter until a notice of termination is served by either party. Ms. Yu is subject to retirement by rotation and re-election in the AGM in accordance with the Bye-laws and the Listing Rules. Ms. Yu is entitled to receive a director's fee of HK$180,000 per annum and salary of HK$1,020,000 per annum, together with any other emolument, which was approved by the remuneration committee of the Company and the Board with reference to her qualification, experience, duties and the prevailing market conditions.

Save as disclosed above, Ms. Yu (i) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest or deemed interest in the Shares which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Ms. Yu that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

MR. SEE TAK WAH

Mr. See Tak Wah, aged 62, was appointed as an independent non-executive Director on 27 January 2017. He is the chairman of the Audit Committee and a member of the Remuneration Committee, the Nomination Committee and the internal control committee of the Company. Mr. See graduated from the Management School of Waikato University in New Zealand with first class honours in Bachelor of Management Studies. He is a member of the Institute of Chartered Accountants of Australia and New Zealand, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Directors.

Mr. See has over 39 years of experience in financial and general management as he previously worked as the regional business controller of Nokia Mobile Phones Asia Pacific, the managing director of Nokia Mobile Phones Hong Kong, the chief operating officer of First Mobile Group Holdings Limited, and held key management positions in the North Asia offices of Philips and Siemens. He was appointed as an independent non-executive director, chairman of the audit committee, a member of the remuneration committee and the nomination committee of Enviro Energy International Holdings Limited (Stock Code: 01102) from August 2020 to July 2021.

Mr. See currently runs his own boutique management consultancy practice focusing on business strategies formulation and transformation consultation. In addition, he is currently an independent non-executive director, chairman of the audit committee, and a member of the nomination committee and the remuneration committee of Lever Style Corporation (Stock Code: 01346), as well as the independent non-executive director, chairman of the remuneration and appraisal committee, and a member of the audit committee of Laopu Gold Co., Ltd. (Stock Code: 06181).

There is no service agreement entered into between Mr. See and the Company. He has not been appointed for a specific term but will be subject to retirement by rotation and re-election in the AGM in accordance with the Bye-laws and the Listing Rules. Mr. See is entitled to receive a director's fee of HK$180,000 per annum, which is approved by the Remuneration Committee with reference to his qualification, experience, duties, contributions to the Company and the prevailing market conditions.

Save as disclosed above, Mr. See (i) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) does not have any interest or deemed interest in the Shares which is required to be disclosed under Part XV of the SFO.

Independence and Re-election of Mr. See

Mr. See has served as an independent non-executive Director for more than nine years. Notwithstanding his long service, the Board and the Nomination Committee have assessed his independence and are satisfied that Mr. See remains independent. During his tenure, Mr. See has consistently demonstrated his ability to provide independent, balanced and objective views. His extensive expertise in accounting and financial management as the Chairman of the Audit Committee has been invaluable to the Board's oversight of the Group's internal controls and financial reporting. The Board believes that his continued tenure will bring considerable stability and professionalism to the Board.

Save as disclosed above, there are no other matters concerning Mr. See that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

* *For identification purpose only*

TESSON HOLDINGS LIMITED
天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") of shareholders of Tesson Holdings Limited (the "**Company**") will be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Monday, 22 June 2026 for the following purposes:

ORDINARY RESOLUTIONS

As **ordinary business**, to consider and if thought fit, pass the following ordinary resolutions:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors of the Company (the "**Directors**") and the report of the auditor of the Company for the year ended 31 December 2025, respectively.

2. (i) To re-elect Ms. Cheng Hung Mui as an executive Director;

   (ii) To re-elect Mr. Li Jingquan as an executive Director;

   (iii) To re-elect Mr. Li Yang as an executive Director;

   (iv) To re-elect Mr. Li Yuqi as an executive Director;

   (v) To re-elect Ms. Yu Xiaolei as an executive Director;

   (vi) To re-elect Mr. See Tak Wah (who has served for more than nine years) as an independent non-executive Director; and

   (vii) To authorise the board of Directors (the "**Board**") to fix the respective Directors' remuneration.

3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix the auditor's remuneration.

As **special business**, to consider and if thought fit, pass the following ordinary resolutions:

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

(a) subject to paragraph (c) of this Resolution, 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 share(s) of HK$0.10 each in the capital of the Company (the "**Share(s)**") and to make or grant offers, agreements and options (including warrants) which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants) which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of Shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iii) an issue of Shares under any option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue of Shares or rights to acquire Shares in the Company, or (iv) any scrip dividend scheme 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 Bye-laws of the Company, shall not exceed 20% of the total number of issued Shares in issue (excluding treasury Shares, if any) as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this 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 Bye-Laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; and

"Rights Issue" means an offer of shares or issue of options to subscribe for 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 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 recognised regulatory body or any stock exchange in any territory applicable to the Company)."

(B) "**THAT**:

(a) subject to paragraphs (b) and (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares or warrants of the Company on the Stock Exchange or on any other stock exchange on which the Shares or warrants of the Company may be listed and is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on 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 aggregate number of Shares or warrants of the Company to be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the total number of issued Shares in issue (excluding treasury Shares, if any) as at the date of passing this Resolution or 10% of the aggregate outstanding amount of warrants of the Company as at the date of passing this Resolution, respectively, and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

(c) for the purposes of this Resolution:

"Relevant Period" means the period from the passing of this 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 Bye-Laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution."

(C) "**THAT** conditional upon Resolution Nos. 4(A) and 4(B) as set out in this notice being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 4(A) as set out in this notice be and is hereby extended by the addition to the number of issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of issued Shares repurchased by the Company under the authority granted pursuant to Resolution No. 4(B) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued Shares in issue as at the date of passing of this Resolution."

By order of the Board
Tesson Holdings Limited
Wei Mingren
Chairman

Hong Kong, 29 April 2026

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be 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 may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a member of the Company. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she/they represent as such member could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

3. The instrument appointing a proxy (if required by the Board) together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be delivered to the offices of the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

4. 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. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the registered office or the branch registrar of the Company (or such other place as may be specified for the delivery of the instruments of proxy in the notice convening the meeting) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.

6. The register of members will be closed from 16 June 2026 to 22 June 2026 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the aforesaid meeting, all transfer forms of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 15 June 2026.

7. If tropical cyclone warning signal number 8 or above or a "black" rainstorm warning or "extreme conditions caused by a super typhoons" announced by the Government of Hong Kong is/are in effect any time and remains in force 3 hours before the time of the above meetings, the meeting will be adjourned. The Company will post an announcement on the websites of Stock Exchange at www.hkexnews.hk and the Company at www.tessonholdings.com to notify shareholders of the date, time and place of the adjourned meeting.

8. As at the date of this notice, the Board comprises Mr. Wei Mingren, Ms. Cheng Hung Mui, Mr. Chan Wei, Ms. Yu Xiaolei, Mr. Li Jingquan, Mr. Li Yang and Mr. Li Yuqi as executive Directors, and Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin as independent non-executive Directors.