THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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PERFECTECH INTERNATIONAL HOLDINGS LIMITED
威發國際集團有限公司*

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 00765)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Perfectech International Holdings Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 5 June, 2026, Friday at 11:00 a.m. is set out on pages 21 to 24 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish. In such event, the form of proxy shall be deemed to be revoked.

* *for identification purposes only*

30 April 2026

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

"AGM"	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, on 5 June 2026, Friday, at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
"AGM Notice"	the notice dated 30 April 2026 for convening the AGM and included in this circular
"Board"	the board of Directors (including non-executive Directors and independent non-executive Directors)
"Business Day"	a day on which banks in Hong Kong are open to conduct business generally throughout their normal business hours and the Stock Exchange is open for trading, excluding a Saturday, Sunday, public holidays and days on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 09:00 and 17:00 on weekdays
"Bye-laws"	the bye-laws of the Company as amended from time to time
"Close Associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	Perfectech International Holdings Limited (威發國際集團有限公司*), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00765)
"Core Connected Person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"General Extension Mandate"	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate

"General Mandate"	a general mandate to the Directors to allot, issue and/or otherwise deal with any Shares (including the sale or transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of approval of the mandate (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same)
"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"	17 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"PRC"	the People's Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
"Repurchase Mandate"	a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding treasury shares) as at the date of approval of the mandate (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be repurchased as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same)
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"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

"subsidiary/ subsidiaries"	any entity which falls within the meaning of the term "subsidiary" as defined in the Listing Rules and the term "subsidiaries" shall be construed accordingly
"Takeovers Code"	The Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong
"treasury shares"	has the meaning ascribed thereto under the Listing Rules
"%"	per cent

PERFECTECH INTERNATIONAL HOLDINGS LIMITED
威發國際集團有限公司*

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 00765)

Executive Directors:
Mr. Zhong Shihui
Mr. Li Haiyang
Mr. Poon Wai Yip, Albert

Independent Non-Executive Directors:
Ms. Chan Po Lam
Mr. Lau Shu Yan
Mr. Fung Chan Man, Alex

Registered office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal Place of Business in Hong Kong:
15/F, Sun Hing Industrial Building
46 Wong Chuk Hang Road
Aberdeen, Hong Kong

30 April 2026

To the Shareholders,

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

(a) the granting to the Directors of the General Mandate;

(b) the granting to the Directors of the Repurchase Mandate;

* *for identification purposes only*

(c) the granting to the Directors of the General Extension Mandate; and

(d) the re-election of Directors.

2. VARIOUS MANDATES

On 6 June 2025, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the AGM.

(a) General Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to allot, issue and/or otherwise deal with any Shares (including the sale or transfer of treasury shares) prevailing up to 20% of the number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same).

As at the Latest Practicable Date, the number of issued Shares was 490,385,410 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased (including the sale or transfer of treasury shares) from the Latest Practicable Date and up to the date of the AGM, exercise in full of the General Mandate could result in new issue (or sale or transfer (for the case of treasury shares)) of up to 98,077,082 Shares (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be allotted, issued and/or otherwise dealt with (including any sale or transfer of treasury shares) as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same). There is no present intention for any issuance of Shares or sell or transfer of any treasury shares pursuant to the General Mandate.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares on market through the Stock Exchange or on another recognised stock exchange not exceeding 10% of the number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution (subject to adjustment in case of any Share consolidation or subdivision after such mandate has been approved, provided that the

maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same).

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that there were 490,385,410 fully paid-up Shares as at the Latest Practicable Date and no Shares will be issued or repurchased (including the sale or transfer of treasury shares) by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 49,038,541 Shares. There is no present intention for any repurchase of Shares on market through the Stock Exchange or on another recognised stock exchange pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for the Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue to be in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

3. RE-ELECTION OF DIRECTORS

Pursuant to bye-law 99 of the Bye-laws and the corporate governance code adopted by the Company, every Director including those Directors appointed for a specific term, shall be subject to retirement by rotation at the annual general meeting at least once every three years. The Director(s) to retire in every annual general meeting shall be those decided by the Board. The retiring Director(s) shall be eligible for re-election.

Pursuant to bye-law 102(B) of the Bye-laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

References are made to (i) the Company's announcement dated 20 June 2025 in relation to appointment of Mr. Zhong Shihui as executive Director with effect from 20 June 2025; (ii) the Company's announcement dated 10 September 2025 in relation to appointment of Mr. Fung Chan Man Alex as an independent non-executive Director with effect from 10 September 2025; and (iii) the Company's announcement dated 19 January 2026 in relation to, among others, appointment of Mr. Li Haiyang as executive Director with effect from 19 January 2026. Accordingly, each of Mr. Zhong Shihui, Mr. Fung Chan Man Alex and Mr. Li Haiyang shall hold office until the AGM (being the first annual general meeting after their appointments) and is subject to re-election by the Shareholders at the AGM pursuant to the bye-law 102(B) of the Bye-laws.

Accordingly, the following Directors shall retire from office by rotation:

Name	**Position**
Mr. Li Haiyang	Executive Director
Mr. Zhong Shihui	Executive Director
Mr. Fung Chan Man Alex	Independent Non-executive Director
Mr. Lau Shu Yan	Independent Non-executive Director

All of them being eligible, will offer themselves for re-election at the AGM.

Recommendations to the Board for the proposed re-election of Mr. Li Haiyang and Mr. Zhong Shihui as executive Directors, and Mr. Fung Chan Man Alex and Mr. Lau Shu Yan as independent non-executive Directors were made by the Nomination Committee, having considered the nomination policy of the Company and taking into account a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

If re-elected at the AGM, each of Mr. Li Haiyang, Mr. Zhong Shihui, Mr. Fung Chan Man Alex and Mr. Lau Shu Yan, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Bye-laws or the disqualification to act as a Director under the Bye-laws, the laws of Bermuda and the Listing Rules. The particulars of the aforesaid Directors required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

Recommendation of the Nomination Committee on re-election of independent non-executive Directors

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the re-election of Mr. Fung Chan Man Alex and Mr. Lau Shu Yan as independent non-executive Directors. The Nomination Committee has also considered the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of Mr. Fung Chan Man Alex and Mr. Lau Shu Yan.

The Nomination Committee has reviewed the written confirmation of independence of Mr. Fung Chan Man Alex and Mr. Lau Shu Yan based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee has evaluated their performances and considers that each of Mr. Fung Chan Man Alex and Mr. Lau Shu Yan has provided valuable contributions and devoted sufficient time to the Company and has demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

Notwithstanding that Mr. Lau Shu Yan has served as independent non-executive Director for more than nine years since 28 November 2016, the Nomination Committee is of the view that Mr. Lau Shu Yan brings to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular. With his strong and diversified background and professional experience, the Nomination Committee considers that Mr. Lau Shu Yan can contribute to the diversity of the Board, and his re-election and continuation to serve as independent non-executive Director would be in the interests of the Company and the Shareholders as a whole.

Recommendation of the Nomination Committee on re-election of Directors other than independent non-executive Director

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the re-election of Mr. Li Haiyang and Mr. Zhong Shihui. The Nomination Committee is of the view that Mr. Li Haiyang and Mr. Zhong Shihui has provided and would continue to provide valuable contribution and devote sufficient time to the Company and contribute to the diversity of the Board. Accordingly, the Nomination Committee considers that their re-election would be in the interests of the Company and the Shareholders as a whole.

The Board, accepting the Nomination Committee's recommendation, also proposed that each of Mr. Li Haiyang, Mr. Zhong Shihui, Mr. Fung Chan Man Alex and Mr. Lau Shu Yan stand for re-election as Directors at the AGM. As a good corporate governance practice, each of them have abstained from voting at the relevant Board meeting and Nomination Committee meeting on the proposition of their recommendation for re-election by the Shareholders at the AGM.

4. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 21 to 24 of this circular and a form of proxy for use at the AGM is herein enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.perfectech.hk).

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 and in any

event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire. In such event, the form of proxy shall be deemed to be revoked.

5. CLOSURE OF REGISTER OF MEMBERS

The Hong Kong register of members of the Company will be closed from 2 June 2026, Tuesday, to 5 June 2026, Friday (both dates inclusive), for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on those dates. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is 5 June 2026, Friday. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with 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, by no later than 4:30 p.m. on 1 June 2026, Monday.

6. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

7. RECOMMENDATION

The Board believes that the resolutions in relation to the granting to the Directors of the General Mandate, Repurchase Mandate and General Extension Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

8. RESPONSIBILITY OF THE DIRECTORS

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
Perfectech International Holdings Limited
Zhong Shihui
Executive Director

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 490,385,410 fully paid-up Shares and the Company did not hold any treasury shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased (including the sale or transfer of treasury shares) from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 49,038,541 Shares, representing 10% of the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date, during the period from the date of resolution granting the Repurchase Mandate 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 law or the Bye-laws to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting.

2. REASONS FOR REPURCHASES

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Memorandum of Association and Bye-laws and the laws of Bermuda.

Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or out of the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company which would otherwise be available for dividend or distribution or out of the share premium of the Company.

On the basis of the combined net tangible assets of the Group as at 31 December 2025, and taking into account the current working capital position of the Group, the Directors consider that there would be no material adverse effect on the working capital and gearing position of the Group in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate 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.

4. EFFECT UNDER THE TAKEOVERS CODE AND ON MINIMUM PUBLIC HOLDING

If, as a result of a Share repurchase, 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 Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased (including the sale or transfer of treasury shares) from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 490,385,410 to 441,346,869.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, substantial shareholders having interested in 5% or more of the Company's issued Shares, under the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO were:

Name of Shareholders	**Capacity**	**Number of Shares held**	**Approximate percentage of existing shareholding** *(Note 4)*	**Approximate percentage of shareholding if the Repurchase Mandate is exercised in full**
Hongkong Zhong Lai Industrial Limited ("**Hongkong Zhong Lai**") *(Note 1)*	Beneficial owner	135,375,971	27.61	30.67
One Two Three Technology Limited ("**One Two Three**") *(Note 2)*	Beneficial owner	59,867,081	12.21	13.56
Modern Construction (HongKong) Co., Limited ("**Modern Construction**") *(Note 3)*	Beneficial owner	41,641,553	8.49	9.43

Notes:

(1) For the purpose of Part XV of the SFO, as at the Latest Practicable Date, Mr. Zhong Shihui, an executive Director, was deemed to be interested in the 135,375,971 Shares held by Hongkong Zhong Lai. Hongkong Zhong Lai is a company incorporated in Hong Kong with limited liability which is wholly-owned by Mr. Zhong Shihui. As Ms. Xiao Qing is the spouse of Mr. Zhong Shihui, Ms. Xiao Qing is deemed to be interested in the 135,375,971 Shares held by Hongkong Zhong Lai by virtue of Mr. Zhong Shihui's interest in those Shares.

(2) For the purpose of Part XV of the SFO, as at the Latest Practicable Date, Ms. Chen Yuyan was deemed to be interested in the 59,867,081 Shares held by One Two Three. One Two Three is a company incorporated in Hong Kong with limited liability which is wholly-owned by Ms. Chen Yuyan.

(3) For the purpose of Part XV of the SFO, as at the Latest Practicable Date, Mr. Chu On was deemed to be interested in the 41,641,553 Shares held by Modern Construction. Modern Construction is a company incorporated in Hong Kong with limited liability which is wholly-owned by Mr. Chu On.

(4) The approximate percentages were calculated on the basis of 490,385,410 Shares in issue as at the Latest Practicable Date.

Based on the current holding of the above Shareholders and a total of 490,385,410 Shares in issue as at the Latest Practicable Date, pursuant to Rule 32 of the Takeovers Code, an exercise of the Repurchase Mandate in full will result in Hongkong Zong Lai, together with parties acting in concert (as defined in the Takeovers Code) with it (including but not limited to Mr. Zhong Shihui and Ms. Xiao Qing) becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the twelve months preceding and including the Latest Practicable Date were as follows:

	Share Price	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	0.375	0.355
May	0.355	0.265
June	0.45	0.27
July	0.495	0.395
August	0.475	0.335
September	0.445	0.335
October	0.38	0.305
November	0.45	0.3
December	0.31	0.25
2026		
January	0.305	0.26
February	0.275	0.255
March	0.27	0.24
April (up to the Latest Practicable Date)	0.255	0.204

6. REPURCHASE OF SHARES

The Company had not purchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any Close Associates of any Director, have any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No Core Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

The Directors will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

The Shares repurchased by the Company may be held as treasury shares or may be cancelled subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases.

Neither this explanatory statement nor the proposed share repurchase under the Repurchase Mandate has any unusual feature.

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

1. MR. LI HAIYANG

Mr. Li Haiyang ("**Mr. Li**"), aged 43, was appointed as an executive Director on 19 January 2026. Mr. Li graduated from Changsha Social Work College with a college degree, majoring in Computer Application. Mr. Li has been working in the field of information technology and software development since 2001, serving in positions such as software development engineer, head of network management, programmer, technical manager, system architect, deputy technical director and technical director.

From 2001 to 2003, Mr. Li worked in Changsha Rongzhi Technology Development Co., Ltd.* (長沙融智科技開發有限公司) and engaged in the development of application systems for education and finance industries. From 2003 to 2004, he was responsible for the overall network and information system management of the college in Changsha Minzheng College Network Management Centre* (長沙民政學院網路管理中心). From 2004 to 2005, he worked in Guangzhou NetEase Co., Ltd. and participated in the development of a portal website system. From 2005 to 2012, he served as a technical manager of Guangzhou Jinghua Information Co., Ltd.* (廣州京華資訊股份有限公司), and was responsible for the development and technical management of government application product system platforms. From 2012 to 2015, he worked at Guangzhou Keteng Information Technology Co., Ltd.* (廣州科騰資訊技術有限公司) and engaged in designing the system architecture for power industry informatization projects. From 2015 to 2017, he served as the deputy technical director at Guangzhou Wanhui Investment Co., Ltd.* (廣州萬惠投資有限公司), and was responsible for the development and management of an internet consumption finance technology platform. From 2017 to 2025, he served as the technical director of a fintech company, and was fully responsible for the overall design, development and technical management of the internet consumption finance technology platform, possessing extensive experience in financial technology system construction and technical management. Since 15 December 2025, Mr. Li has been a chief technology officer of Guangzhou Perfectech Data Link Information Technology Co., Ltd.* (廣州市威發數聯信息技術有限責任公司) ("**Guangzhou Perfectech**"), an indirect wholly-owned subsidiary of the Company.

Mr. Li has entered into a service agreement with the Company with no fixed term of service commencing from 19 January 2026 which is terminable by three months' notice in writing served by either party on the other or payment in lieu, subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Li is entitled to a director's fee of HK$10,000 per month (exclusive of the salary of RMB28,000 per month of being a chief technology officer of Guangzhou Perfectech), which was determined by the remuneration committee of the Board (the "**Remuneration Committee**") and/or the Board with reference to his role, responsibilities and contribution, the Company's remuneration policy and the prevailing market conditions, subject to review by the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) did not hold any other positions with the Company or any other members of the Group; (ii) had not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and did not have other major appointments and professional qualifications; (iii) had no interest in the Shares within the meaning of Part XV of the SFO; and (iv) did not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

2. MR. ZHONG SHIHUI

Mr. Zhong Shihui ("**Mr. Zhong**"), aged 41, was appointed as an executive Director on 20 June 2025 and was subsequently appointed as an authorised representative of the Company under Rule 3.05 of the Listing Rules on 19 January 2026.

Mr. Zhong has nearly 18 years of experience in information technology service industry, and specializes in enterprise information maintenance as well as cloud service support sectors. Mr. Zhong received a diploma in applied electronics from Jiujiang University and a bachelor's degree in computer science and technology (network education) from China University of Geosciences (Beijing) in June 2006 and December 2021, respectively. He has been serving as a director and the general manager of Hongkong Zhong Lai Industrial Limited ("**Hongkong Zhong Lai**"), an investment company in Hong Kong and a substantial shareholder of the Company, since May 2021 and July 2021, respectively, and is responsible for its overall corporate operation and management. He has also been serving as the general manager of Guangdong Zhonglai Industrial Co., Ltd. ("**Guangdong Zhonglai**"), a technology service company in Mainland China, since July 2018, and is responsible for leading a team to provide cloud server architecture design and planning, database storage, virtual machine management, and other technical services for internet loan facilitation platforms and marketing companies. Prior to joining Guangdong Zhonglai, Mr. Zhong worked at a stage lighting equipment company from 2006 to 2008, and was responsible for microcontroller programming, PCB circuit design, and related technical tasks. He worked at an e-commerce company from 2009 to 2017, and was responsible for cloud server architecture design and planning, database storage, virtual machine management, and other technical duties.

Mr. Zhong has entered into a service agreement with the Company with no fixed term of service commencing from 20 June 2025 which is terminable by three months' notice in writing served by either party on the other or payment in lieu, subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Zhong is entitled to a director's fee of HK$10,000 per month, which was determined by the Remuneration Committee and/or the Board with reference to his role, responsibilities and contribution, the Company's remuneration policy and the prevailing market conditions, subject to review by the Remuneration Committee.

As at the Latest Practicable Date, 135,375,971 Shares were held by Hongkong Zhong Lai, which was in turn directly wholly-owned by Mr. Zhong. Accordingly, Mr. Zhong was deemed to be interested in all the Shares held by Hongkong Zhong Lai pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhong (i) did not hold any other positions with the Company or any other members of the Group; (ii) had not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and did not have other major appointments and professional qualifications; (iii) had no interest in the Shares within the meaning of Part XV of the SFO; and (iv) did not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

3. FUNG CHAN MAN ALEX

Mr. Fung Chan Man Alex ("**Mr. Fung**"), aged 63, was appointed as an independent non-executive Director as well as a member of each of the Remuneration Committee, the audit committee and the nomination committee of the Board on 10 September 2025.

Mr. Fung obtained a Bachelor of Science (Honours) degree in Electrical Engineering from University of Bath (the United Kingdom) in 1986, and subsequently a Master of Business Administration degree from Heriot-Watt University (the United Kingdom) in 1999 by way of distance learning.

Mr. Fung has over 18 years of working experience in financial markets and corporate finance activities in both Hong Kong and China, working at various companies in the corporate finance sector. Mr. Fung has been a director and representative under the SFO of Trinity Corporate Finance Limited since April 2016, holding a licence for Type 6 regulated activities (advising on corporate finance) under the SFO issued by the Securities and Futures Commission of Hong Kong. Mr. Fung served as an independent non-executive director of Luxey International (Holdings) Limited (currently known as IntelliMark AI International Limited with Stock Code: 8041) from 30 April 2008 to 18 June 2025 and an independent non-executive director of DaFa Properties Group Limited ("**DaFa Properties**", former stock code: 6111, and the listing of its shares was cancelled with effect from 29 October 2024) from 31 October 2023 to 6 May 2024. DaFa Properties was a company incorporated in the Cayman Islands with limited liability, and, together with its subsidiaries, were primarily engaged in the development and sales of residential properties in China.

On 16 October 2024, DaFa Properties was ordered to be wound up by the High Court of the Hong Kong Special Administrative Region, and liquidators were appointed. Mr. Fung confirmed that (i) he was not a party of such winding up proceedings; (ii) there was no wrongful act on his part leading to the liquidation of DaFa Properties; and (iii) he was not aware of any actual or potential claim that had been or would be made against him as a result of the above.

Mr. Fung has entered into a letter of appointment with the Company for a term of three years commencing from 10 September 2025 which is terminable by one month's notice in writing served by either party on the other or payment in lieu, subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Fung is entitled to a director's fee of HK$15,000 per month, which was determined by the Remuneration Committee and/or the Board with reference to his background and qualifications, skills and experience, time commitment and responsibilities, salaries paid by comparable companies and employment conditions elsewhere in the Group, subject to review by the Remuneration Committee.

Mr. Fung has confirmed that: (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fung (i) did not hold any other positions with the Company or any other members of the Group; (ii) had not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and did not have other major appointments and professional qualifications; (iii) had no interest in the Shares within the meaning of Part XV of the SFO; and (iv) did not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

4. MR. LAU SHU YAN

Mr. Lau Shu Yan ("**Mr. Lau**"), aged 44, was appointed as an independent non-executive director of the Company on 28 November 2016. He is the chairman of the audit committee and nomination committee of the Board and a member of Remuneration Committee. Mr. Lau is currently a partner of an audit firm. He had previously worked in an international accounting firm and has over 10 years of experience in finance, auditing and accounting fields.

Mr. Lau has been an independent non-executive director of Daohe Global Group Limited (the shares of which are listed on the Main Board of the Stock Exchange (stock code: 915)) since 11 January 2017, and was formerly an independent non-executive director of Hephaestus Holdings Limited (previously known as Union Asia Enterprise Holdings Limited) (the shares of which are listed on GEM of the Stock Exchange (stock code: 8173)) for the period from 31 December 2015 to 13 November 2019 and an independent non-executive director of Shenzhen Mingwah Aohan High Technology Corporation Limited) (delisted from GEM of the Stock Exchange with effect from 6 December 2021, previous stock code: 8301) for the period from 30 September 2016 to 9 April 2020.

Mr. Lau graduated from the University of Newcastle upon Tyne, the United Kingdom with a bachelor's degree in arts majoring in accounting and financial analysis. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Lau has entered into a letter of appointment with the Company for an initial term of three years commencing from 28 November 2022 and such a letter of appointment was renewed on 28 November 2025, which is terminable by one month's notice in writing served by either party on the other or payment in lieu, subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-laws and the Listing Rules. Mr. Lau is entitled to a director's fee of HK$15,000 per month, which was determined by the Remuneration Committee and/or the Board with reference to his background and qualifications, skills and experience, time commitment and responsibilities, salaries paid by comparable companies and employment conditions elsewhere in the Group, subject to review by the Board based on the recommendations by the Remuneration Committee.

Mr. Lau has confirmed that: (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau (i) did not hold any other positions with the Company or any other members of the Group; (ii) had not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and did not have other major appointments and professional qualifications; (iii) had no interest in the Shares within the meaning of Part XV of the SFO; and (iv) did not have any relationships with any other Directors, senior management or any substantial or controlling shareholders of the Company.

DIRECTORS' EMOLUMENTS

The amounts of emoluments received by the above Directors, to be re-elected at the upcoming AGM, for the year ended 31 December 2025 are set out in the table below:

Directors	**Fees** *(HK$'000)*	**Salaries, allowances and benefits in kind** *(HK$'000)*	**Employee share option benefits** *(HK$'000)*	**Pension scheme contributions** *(HK$'000)*	**Total remuneration** *(HK$'000)*
Mr. Li Haiyang (appointed on 19 January 2026)	N/A	N/A	N/A	N/A	N/A
Mr. Zhong Shihui	64	—	—	—	64
Mr. Fung Chan Man Alex	56	—	—	—	56
Mr. Lau Shu Yan	180	—	—	—	180

The emoluments to be received in 2026 by the above Directors may be determined or adjusted by the Board based on the adopted remuneration policy reviewed by the Remuneration committee, with reference to the Director's background and qualifications, skills and experience, responsibilities undertaken, contribution to the Group, time commitment and the prevailing market level of remuneration of similar position.

OTHER INFORMATION

If re-elected at the AGM, each of Mr. Li Haiyang, Mr. Zhong Shihui, Mr. Fung Chan Man Alex and Mr. Lau Shu Yan, subject to the terms agreed otherwise which expire earlier (if any), will be subject to the rotation, removal, vacation or termination of such offices as set out in the Bye-laws or the disqualification to act as a Director under the Bye-laws, the laws of Bermuda and the Listing Rules. Save as disclosed above, there is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

PERFECTECH INTERNATIONAL HOLDINGS LIMITED
威發國際集團有限公司*

(the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 00765)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the "AGM") will be held at 11:00 a.m. on 5 June 2026, Friday at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the purpose of transacting the following business:

ORDINARY RESOLUTION(S)

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolution(s) of the Company:

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

2. To re-appoint Messrs. Confucius International CPA Limited as the Auditors and authorise the board of Directors to fix their remuneration.

3. To re-elect Mr. Li Haiyang as an executive Director.

4. To re-elect Mr. Zhong Shihui as an executive Director.

5. To re-elect Mr. Fung Chan Man, Alex as an independent non-executive Director.

6. To re-elect Mr. Lau Shu Yan as an independent non-executive Director.

7. To authorise the board of Directors to fix the Directors' remuneration.

8. "**THAT**

   (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares in the Company ("Shares") (including any sale or transfer of treasury shares (which shall have the meaning ascribed thereto under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) or securities convertible into Shares or options, warrants or similar rights to

* *for identification purposes only*

subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options 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 (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by the shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the bye-laws of the Company, not exceeding twenty per cent of the number of issued Shares (excluding treasury shares) as at the date of this resolution (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be allotted, issued and/or otherwise dealt with as a percentage of the total number of issued Shares (excluding treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same); and

(b) for the purpose 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 law or the bye-laws of the Company to be held; and

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

and "Rights Issue" means an offer of Shares open for a period fixed by the 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 the Directors may deem necessary or expedient in relation to fractions 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)."

9. "**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares on market through The Stock Exchange of Hong Kong Limited or on another recognised stock exchange and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:

   (a) such mandate shall not extend beyond the Relevant Period;

   (b) such mandate shall authorize the Directors to procure the Company to repurchase Shares on market through The Stock Exchange of Hong Kong Limited or on another recognised stock exchange at such price as the Directors may at their discretion determine;

   (c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than ten per cent of the Shares in issue (excluding treasury shares) at the date of passing this resolution (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be repurchased 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

   (d) for the purpose 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 law or the bye-laws of the Company to be held; and

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

10. "**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 8 and 9 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 9 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 8 above."

By order of the Board
Zhong Shihui
Executive Director

Hong Kong, 30 April 2026

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorized corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.

2. A form of proxy for the AGM is enclosed with the Company's circular dated 30 April 2026. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.perfectech.hk). In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

3. The Hong Kong branch register of members of the Company will be closed from 2 June 2026, Tuesday to 5 June 2026, Friday (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. The record date for determining the entitlements of the shareholders of the Company to attend and vote at the AGM is 5 June 2026, Friday. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on 1 June 2026, Monday.

4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders, stand on the register in respect of the relevant joint holding.

5. With regard to resolution no. 8 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 8 above.

As at the date of this notice, the board of Directors comprises Mr. Poon Wai Yip, Albert, Mr. Zhong Shihui and Mr. Li Haiyang as executive Directors and Mr. Fung Chan Man Alex, Mr. Lau Shu Yan and Ms. Chan Po Lam as independent non-executive Directors.