THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sky Light Holdings Limited, you should at once hand this circular, together with the enclosed 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

SKY LIGHT HOLDINGS LIMITED
天彩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3882)

PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE SHARES
PROPOSED RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Sky Light Holdings Limited (the "**Annual General Meeting**") to be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong, at 11:00 a.m. on Friday, 29 May 2026 is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of HKEXnews operated by Hong Kong Exchanges and Clearing Limited (https://www.hkexnews.hk) and the Company (https://www.sky-light.com.hk).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed 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 but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting or postponed meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting or any adjournment or postponement thereof if they so wish.

Reference to time and dates in this circular are to Hong Kong time and dates.

30 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 4
2. Proposed Re-election of Directors 5
3. Proposed Granting of General Mandate to Buy Back Shares 6
4. Proposed Granting of General Mandate to Issue Shares 7
5. Proposed Re-appointment of Auditors 7
6. Closure of the Register of Members 7
7. Annual General Meeting and Proxy Arrangement 8
8. Recommendation 8

Appendix I — Details of the Directors Proposed to be Re-elected at the Annual General Meeting 9

Appendix II — Explanatory Statement on the Share Buy-back Mandate 13

Notice of Annual General Meeting 17

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong, at 11:00 a.m. on Friday, 29 May 2026, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment or postponement thereof
"Articles of Association"	the articles of association of the Company from time to time in force
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Company"	Sky Light Holdings Limited, a company incorporated in the Cayman Islands as an exempted company with limited liability on 18 December 2013, the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) 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 People's Republic of China

"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional securities of the Company (including sale and transfer of treasury shares, if any) of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum of Association"	the memorandum of association of the Company currently in force
"Nomination Committee"	the nomination committee of the Company
"PRC" or "China"	the People's Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
"Remuneration Committee"	the remuneration committee of the Company
"SFC"	the Securities and Futures Commission in Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Share Buy-back Mandate"	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular

"Share Buy-backs Code"	the Code on Share Buy-backs issued by the SFC as amended, supplemented or otherwise modified from time to time
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers issued by the SFC as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

SKY LIGHT HOLDINGS LIMITED
天彩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3882)

Executive Director:
Mr. Tang Wing Fong Terry *(Chairman)*

Independent Non-executive Directors:
Mr. Wong Wai Ming
Ms. Lo Wan Man
Mr. Lau Wai Leung Alfred

Registered Office:
P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road, Grand Cayman
KY1-1205 Cayman Islands

Head Office, Headquarters and Principal Place of Business in PRC:
Building No. 8 & 1–2/FL Building No. 9
Antuoshan High-tech Industrial Park
Xinsha Road, Shajing, Bao'An
Shenzhen
PRC

Principal Place of Business in Hong Kong:
Unit B1, 23/F, MG Tower
133 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

30 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION OF DIRECTORS
PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK SHARES AND TO ISSUE NEW SHARES
PROPOSED RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

2. PROPOSED RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

The Board currently consists of four Directors, namely, Mr. Tang Wing Fong Terry, Mr. Wong Wai Ming, Ms. Lo Wan Man and Mr. Lau Wai Leung Alfred.

In accordance with Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

In accordance with Article 84 of the Articles of Association, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Ms. Lo Wan Man and Mr. Lau Wai Leung Alfred shall retire by rotation at the Annual General Meeting.

Recommendations of the Nomination Committee

In reviewing the structure of the Board annually, the Nomination Committee will consider the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. All appointments to the Board are based on meritocracy. The candidates will be assessed based on criteria such as educational background and relevant skills and experience, with a view to maintaining a sound balance in the composition of the Board.

The Nomination Committee has evaluated the performance and the contribution of the above Directors to be re-elected, during the last financial year of the Company and the period thereafter up to the date of evaluation. The Nomination Committee is of the opinion that the performance of such Directors was satisfactory. Therefore, the Nomination Committee has recommended to the Board on re-election of them at the Annual General Meeting.

In addition, the Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 December 2025 and thereafter up to the date of assessment based on the independence criteria as set out in rule 3.13 of the Listing Rules and confirmed that all of them, including Ms. Lo Wan Man and Mr. Lau Wai Leung Alfred, remain independent.

The Board is of the view that the re-appointments of Mr. Lau Wai Leung Alfred and Ms. Lo Wan Man will contribute to the diversity of the Board. Ms. Lo Wan Man is familiar with accounting, auditing, financial management, risk control and corporate governance of the listed companies and she has extensive experience for serving as an independent non-executive director. Mr. Lau Wai Leung Alfred is familiar with corporate finance, debt restructuring and private equity investment. In particular, the re-appointment of Ms. Lo Wan Man can increase the female representation in the Board. They can demonstrate continued independent judgement which contributes positively to the development of the Company's strategy and policies.

With the recommendation of the Nomination Committee, the Board has proposed that Ms. Lo Wan Man and Mr. Lau Wai Leung Alfred, stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, the above Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the Annual General Meeting.

Details of the Directors proposed to be re-elected are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on Friday, 30 May 2025, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular (i.e. a total of 100,858,745 Shares on the basis that the total number of existing issued Shares (1,008,587,455 Shares) remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on Friday, 30 May 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares (including sale and transfer of treasury shares, if any) if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including sale and transfer of treasury shares, if any) of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 17 to 21 of this circular (i.e. a total of 201,717,491 Shares on the basis that the total number of existing issued Shares (1,008,587,455 Shares) remains unchanged on the date of the Annual General Meeting).

An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. PROPOSED RE-APPOINTMENT OF AUDITORS

D & Partners CPA Limited will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint D & Partners CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

6. CLOSURE OF THE REGISTER OF MEMBERS

The Annual General Meeting will be held at 11:00 a.m. on Friday, 29 May 2026. In order to ascertain the entitlement of Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 25 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 22 May 2026.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

Pursuant to the Listing Rules and Article 66(1) of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll save that in the case of a physical meeting, the chairman of the meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of HKEXnews operated by Hong Kong Exchanges and Clearing Limited (https://www.hkexnews.hk) and the Company (https://www.sky-light.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting or postponed meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment or postponement thereof if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the proposed granting of the Share Buy-back Mandate and the Issuance Mandate, and the proposed re-appointment of auditors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Sky Light Holdings Limited
Tang Wing Fong Terry
Chairman

The following are details of the Directors proposed to be re-elected at the Annual General Meeting.

(1) Mr. Lau Wai Leung Alfred

Position and Experience

Mr. Lau Wai Leung Alfred ("Mr. Lau"), aged 46, is an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Lau joined the Group on 8 December 2023 and was appointed as an independent non-executive Director with effect from 8 December 2023.

Mr. Lau accumulated more than 20 years of working experience in accounting, corporate finance, debt restructuring and private equity investment. Mr. Lau was the company secretary of Risecomm Group Holdings Limited ("**Risecomm**"), a company listed on the Main Board of the Stock Exchange (Stock Code: 1679), from July 2020 to July 2023. Mr. Lau was a non-executive director of Risecomm from November 2017 to January 2019. He was subsequently re-designated as an executive director of Risecomm from January 2019 to June 2020 and was reappointed as an executive director from January 2021 to July 2023. He was an independent non-executive director of Xinming China Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2699) from November 2021 to December 2024, and an independent non-executive director of Sau San Tong Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8200), from December 2016 to August 2025. Mr. Lau has been an independent non-executive director of Creative Global Technology Holdings Limited, a company listed on NASDAQ (stock code: CGTL), since November 2024, and an independent non-executive director of Jianzhi Education Technology Group Company Limited, a company listed on NASDAQ (Stock Code: JZ), since August 2022. He was an independent non-executive director of C&D Newin Paper & Pulp Corporation Limited (formerly known as Samson Paper Holdings Limited), a company listed on the Main Board of the Stock Exchange (Stock Code: 731), from July 2020 to May 2021 and he was redesignated as an executive director from May 2021 to January 2022. He is a member of the American Institute of Certified Public Accountants and a certified public accountant in Washington State of the United States of America.

Save as disclosed above, Mr. Lau did not hold any other position with the Company and other members of the Group, and did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr. Lau has entered into a letter of appointment with the Company for a term of three years commencing from 8 December 2023, unless and until terminated by either party giving not less than three months' written notice to the other. He is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Articles of Association.

Relationships

Mr. Lau does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Mr. Lau did not have any interest in the Shares within the meaning of Part XV of the SFO.

Director's emoluments

Under the terms of letter of appointment, Mr. Lau is entitled to a director's fee approximately HK$240,000 per annum, which is determined by reference to his qualification, duties and responsibilities with the Company and the prevailing market condition.

Independence

The Board has received from Mr. Lau a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Mr. Lau also 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 or any connection with any core connected person (as defined under the Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Mr. Lau involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Lau that need to be brought to the attention of the Shareholders.

(2) Ms. Lo Wan Man

Position and Experience

Ms. Lo Wan Man ("Ms. Lo"), aged 51, is an independent non-executive Director. Ms. Lo joined the Group on 28 November 2022 and was appointed as an independent non-executive Director with effect from 28 November 2022. Ms. Lo is the chairlady of both of the Audit Committee and of the Remuneration Committee, and a member of the Nomination Committee.

Ms. Lo has over 20 years of experience in the areas of accounting, auditing and financial management for both listed and private companies in Hong Kong by working in an international accounting firm and various listed companies. She worked at Ernst & Young from March 2001 to December 2003 last as a senior accountant. She was employed by Emperor Motion Picture (Hong Kong) Limited as a finance manager from May 2004 to July 2008. She worked at New World Telecommunications Limited as a finance manager from July 2008 to March 2010. She was employed as a finance manager of Midland IC&I Limited from May 2011 to January 2014. She was employed by MCGI Consultancy Limited as a senior consultant from May 2015 to September 2022. She has been working at Acclime Corporate Services Limited as a director since October 2022. Since April 2019, she has been appointed as the company secretary and authorized representative of Man Shun Group (Holdings) Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1746). Ms. Lo has been appointed as an independent non-executive director of Risecomm since May 2019, she has been appointed as the company secretary and authorized representative of K. H. Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1557) in October 2022 and Wei Yuan Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1343) in October 2025.

Ms. Lo is a member of the Hong Kong Institute of Certified Public Accountants since January 2003. She obtained a master of science in finance from City University of Hong Kong in November 2006.

Save as disclosed above, Ms. Lo did not hold any other position with the Company and other members of the Group, and did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Ms. Lo has entered into a letter of appointment with the Company for a term of three years commencing from 28 November 2022, unless and until terminated by either party giving not less than three months' written notice to the other. She is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Articles of Association.

Relationships

Ms. Lo does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Ms. Lo did not have any interest in the Shares within the meaning of Part XV of the SFO.

Director's emoluments

Under the terms of letter of appointment, Ms. Lo is entitled to a director's fee approximately HK$240,000 per annum, which is determined by reference to her qualification, duties and responsibilities with the Company and the prevailing market condition.

Independence

The Board has received from Ms. Lo a confirmation of her independence pursuant to Rule 3.13 of the Listing Rules. Ms. Lo also confirmed that (i) she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company, and (iii) there are no other factors that may affect her independence at the time of her appointment.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is Ms. Lo involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Ms. Lo that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,008,587,455 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, i.e. being 1,008,587,455 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 100,858,745 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

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

As at the Latest Practicable Date, the Company has no intention to cancel the Shares bought back following settlement of any such buy back or hold them as treasury shares. If the Company buys back any Shares pursuant to the Share Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any buy-back of Shares are made.

3. STATUS OF SHARES BOUGHT BACK

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will 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 (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 treasure shares.

4. FUNDING OF SHARE BUY-BACK

The company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

5. IMPACT OF SHARE BUY-BACK

There might 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 annual report of the Company for the year ended 31 December 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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.

6. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest *HK$*	Lowest *HK$*
2025		
April	1.30	0.66
May	1.38	1.05
June	1.18	0.96
July	1.16	0.79
August	1.04	0.72
September	0.99	0.73
October	0.94	0.70
November	0.85	0.65
December	0.74	0.61
2026		
January	0.66	0.45
February	0.62	0.48
March	0.58	0.48
April *(up to the Latest Practicable Date)*	0.55	0.49

7. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the 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 any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Neither the explanatory statement on the Share Buy-back Mandate set out in this appendix nor the Share Buy-back Mandate has any unusual features.

8. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Tang Wing Fong Terry, the Chairman, an executive Director and a controlling shareholder (as defined in the Listing Rules) was interested in a total of 428,203,557 Shares representing approximately 42.46% of the total issued share capital of the Company by virtue of the SFO. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Mr. Tang would be increased to approximately 47.17% of the issued share capital of the Company.

To the best knowledge and belief of the Directors, such increase will give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code.

9. SHARE BUY-BACK MADE BY THE COMPANY

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

SKY LIGHT HOLDINGS LIMITED
天彩控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3882)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "**Meeting**") of Sky Light Holdings Limited (the "**Company**") will be held at Suite 707, 7/F., 12 Taikoo Wan Road, Taikoo, Hong Kong at 11:00 a.m. on Friday, 29 May 2026 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

AS ORDINARY RESOLUTIONS

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

2(a). To re-elect Mr. Lau Wai Leung Alfred as an independent non-executive director of the Company.

2(b). To re-elect Ms. Lo Wan Man as an independent non-executive director of the Company.

2(c). To authorize the board of directors of the Company to fix the respective directors' remuneration.

3. To re-appoint D & Partners CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix auditors' remuneration.

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

"**THAT**:

(a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its own shares subject to and in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above 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

(c) for the purposes of this resolution:

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

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

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

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

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

"**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company (the "**Shares**") or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities of the Company, to sell and transfer treasury shares (if any) in the capital of the Company, and to make or grant offers, agreements and/or options, warrants or similar rights to subscribe for any Shares or such convertible securities of the Company, which would or might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall be in addition to any other authorizations given to the directors of the Company and shall authorize the directors of the Company to make or grant offers, agreements and/or options, warrants or similar rights to subscribe for any Shares or such convertible securities of the Company, during the Relevant Period (as defined below) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into Shares;

(iii) the exercise of options granted under a share option scheme of the Company; and

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above 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 purposes of this resolution:

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

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

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

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"**Right Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong)."

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

"**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition thereto an amount representing the total number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares (excluding treasury shares, if any) of the Company as at the date of passing of this resolution."

By Order of the Board
Sky Light Holdings Limited
Tang Wing Fong Terry
Chairman

Hong Kong, 30 April 2026

Notes:

1. All resolutions at the Meeting will be taken by poll (save that in the case of a physical meeting, the chairman of the meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the articles of association of the Company. The results of the poll will be published on the websites of HKEXnews operated by The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company (the "**Shareholders**") entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy or representative (if such Shareholder is a corporation) to attend and vote instead of him/her/it. A Shareholder which is a corporation may execute the relevant form of proxy under the hand of a duly authorized officer. A proxy or representative need not be a Shareholder. A shareholder who is the holder of two or more shares may appoint more than one proxy or representative to present him/her/it and vote on his/her/its behalf at the Meeting. If more than one proxy or representative is appointed, the number of shares in respect or, in the case of a Shareholder being a corporation, by its duly authorized representative, of which each such proxy or representative so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall be entitled to one vote for each share held by him/her/it.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney 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 of the Meeting or any adjourned meeting or postponed meeting (as the case may be). Delivery of the form of proxy shall not preclude a Shareholder from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 25 May 2026 to Friday, 29 May 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents 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 for registration not later than 4:30 p.m. on Friday, 22 May 2026.

5. References to time and dates in this notice are to Hong Kong time and dates.