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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, company secretary, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in LVGEM (China) Real Estate Investment Company Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank manager, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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.

L.gem 綠景(中國)地產投資有限公司

LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION, ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of LVGEM (China) Real Estate Investment Company Limited to be held at Exhibition Hall 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. is set out on pages 29 to 32 of this circular.

Whether or not you intend to attend the annual general meeting in person, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the principal place of business of the Company at Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event not less 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 shall not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish.

30 April 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING 7

APPENDIX II – EXPLANATORY STATEMENT 10

APPENDIX III – DETAILS OF THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION 13

NOTICE OF ANNUAL GENERAL MEETING 29

ACCOMPANYING DOCUMENTS:–

(i) Form of Proxy
(ii) 2025 Annual Report

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

"Amended and Restated Memorandum and Articles of Association"	the amended and restated memorandum and articles of association incorporating and consolidating the Proposed Amendments and proposed to be adopted by the Shareholders at the Annual General Meeting
"Annual General Meeting"	the annual general meeting of the Company to be held at Exhibition Hall 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. (and any adjournment thereof), the notice of which is set out on pages 29 to 32 of this circular
"Articles"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"Buy-back Mandate"	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to buy back, during the period as set out in the Share Buy-back Resolution, Shares up to a maximum of 10% of the total number of shares in issue as at the date of passing the Share Buy-back Resolution (excluding treasury shares, if any)
"Buy-back Proposal"	the proposal for granting the Buy-back Mandate
"Companies Act"	the Companies Act (as revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
"Company"	LVGEM (China) Real Estate Investment Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
"Directors"	the directors 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
"Issue Mandate"	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal in, during the period as set out in the Issue Resolution, Shares up to a maximum of 20% of the total number of shares in issue as at the date of passing the Issue Resolution (excluding treasury shares, if any)
"Issue Resolution"	the proposed ordinary resolution set out in the notice of the Annual General Meeting in respect of the Issue Mandate

"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum and Articles of Association"	the existing memorandum of association and the articles of association of the Company
"Proposed Amendments"	proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
"Share(s)"	share(s) of HK$0.01 each in the share capital of the Company
"Share Buy-back Resolution"	the proposed ordinary resolutions set out in the notice of the Annual General Meeting in respect of the Buy-back Mandate
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

The circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.

L.gem 綠景(中國)地產投資有限公司
LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED
(Incorporated in the Cayman Islands with limited liability)
(HKSE Stock Code: 95)

Executive Directors:
Ms. HUANG Jingshu *(Chairman and Chief Executive Officer)*
Mr. YE Xingan
Mr. HUANG Hao Yuan
Ms. LI Yufei

Independent Non-Executive Directors:
Mr. CHAN Koon Fat
Ms. JIAO Jie
Ms. WONG Ting Dan

Registered Office:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Unit 2501, NEO,
123 Hoi Bun Road,
Kwun Tong, Kowloon,
Hong Kong

30 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION, ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 29 May 2026.

RE-ELECTION OF DIRECTORS

In accordance with Article 108(a) of the Articles, one-third of the Directors for the time being shall retire from office by rotation at the forthcoming Annual General Meeting. Accordingly, Ms. HUANG Jingshu, an executive Director, Mr. YE Xingan, an executive Director, and Mr. HUANG Hao Yuan, an executive Director, shall retire from office at the forthcoming Annual General Meeting by rotation, and, being eligible, have offered themselves for re-election at the Annual General Meeting.

The nomination committee of the Company (the "**Nomination Committee**") has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, and contribution of the retiring Directors with reference to the Company's corporate strategy and the nomination principles and criteria set out in the Company's board diversity policy and directors' nomination policy; and also reviewed the independence of all independent non-executive Directors.

The Nomination Committee has recommended to the Board on re-election of all of the above Directors who are due to retire at the Annual General Meeting. The Company considers that all of them will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the above-mentioned Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

RE-APPOINTMENT OF AUDITOR

The term of office of the auditor of the Company, Prism Hong Kong Limited, will expire upon the conclusion of the Annual General Meeting. Subject to the approval of the Shareholders at the Annual General Meeting, the Board proposes to re-appoint Prism Hong Kong Limited as auditor of the Company for the year ending 31 December 2026. The estimated auditor's remuneration agreed with Prism Hong Kong Limited for the audit services relating to the year ending 31 December 2026 would be in the range of RMB1.5 million to RMB2.0 million, which was determined by the Board with reference to the operation scale of the Group, the expected audit scope, the audit timetable and auditors' resources required.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general mandate to allot, issue and deal in Shares up to 20% of the total number of Shares in issue as at the date of passing the Issue Resolution (excluding treasury shares, if any). In addition, an ordinary resolution will also be proposed to authorise an extension of the Issue Mandate by adding thereto the total number of Shares bought back under the Buy-back Mandate.

The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had 6,363,766,467 Shares in issue. Subject to the passing of the Issue Resolution and assuming that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot or issue a maximum of 1,272,753,293 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the Issue Resolution at the Annual General Meeting (excluding treasury shares, if any).

GENERAL MANDATE TO BUY BACK SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to buy back Shares up to 10% of the total number of Shares in issue as at the date of passing of the Share Buy-back Resolution (excluding treasury shares, if any).

The Buy-back Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the Share Buy-back Resolution and assuming that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 636,376,646 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the Share Buy-back Resolution at the Annual General Meeting (excluding treasury shares, if any).

An explanatory statement to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the Share Buy-back Resolution as required by the Listing Rules is set out in Appendix II hereto.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 26 March 2026 in relation to the Proposed Amendments and proposed adoption of the Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of the Memorandum and Articles of Association in their entirety.

The Board proposes to amend the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the Memorandum and Articles of Association in line with the relevant requirements of the Listing Rules in relation to holding of hybrid meetings and electronic meetings, providing electronic voting and the new treasury shares regime under the Listing Rules, the inclusion of an uncertificated securities market initiative and the applicable laws of the Cayman Islands; and (ii) making other housekeeping amendments, including consequential amendments in line with the above amendments to the Memorandum and Articles of Association.

Details of the Proposed Amendments are set out in Appendix III to this circular. A special resolution will be proposed at the Annual General Meeting to approve the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association.

The Company's Hong Kong legal advisers have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules. The Company's Cayman legal advisers have also confirmed that the Proposed Amendments are not inconsistent with the Cayman Islands laws. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 29 to 32 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of Directors, the Issue Mandate, the Buy-back Mandate, the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association.

Pursuant to 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. The results of the poll will be published on the websites of the Company and the Stock Exchange following the Annual General Meeting.

A proxy form for use at the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the proxy form and return it to the principal place of business of the Company at Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the proposals for the re-election of Directors, the Issue Mandate, the Buy-back Mandate, the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association. are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that you should vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Your faithfully,
By Order of the Board
LVGEM (China) Real Estate Investment Company Limited
HUANG Jingshu
Chairman

The following are details of the Directors who are proposed to be re-elected at the Annual General Meeting in accordance with the Articles:

(1) Ms. HUANG Jingshu

Ms. HUANG Jingshu, aged 38, is an Executive Director and Chairman of the Company and is responsible for the overall business development of the Company. From August 2012 to July 2013, Ms. Huang served in the Guangzhou branch of Deloitte Touche Tohmatsu (Special General Partnership) and her last position was analyst of Corporate Risk Management Service Division, where she was primarily responsible for providing professional services to clients. Ms. Huang was appointed as an independent non-executive director of China Brilliant Global Limited, the shares of which are listed on the Stock Exchange with a stock code of 8026, on 1 October 2023. Since November 2010, Ms. Huang started serving in Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) and her position was the vice general manager of the investment management department and was responsible for corporate development and planning matters. Ms. Huang obtained her Bachelor of Arts with Honours degree in Accounting and Finance from University of Exeter in the United Kingdom in July 2010, and her Master of Science degree in Accounting and Finance in November 2011. Ms. Huang was appointed as an executive director and the chairman of the Company on 15 May 2014 and 5 June 2014 respectively.

Save as disclosed above, Ms. Huang did not hold any directorships in any public companies in the last three years in Hong Kong or overseas, and she did not have any other major appointments or professional qualifications.

Ms. Huang is the daughter of Mr. WONG Hong King, the controlling shareholder of the Company, the sister of Mr. HUANG Hao Yuan, an executive director of the Company, and the cousin of Ms. LI Yufei, an executive director of the Company. As at the Latest Practicable Date, Ms. Huang is interested or deemed to be interested in the Company as follows: (a) 3,666,062,492 Shares; (b) 1,060,000,000 convertible preference shares of the Company; and (c) 4,500,000 share options exchangeable into the Shares. Save as disclosed above, Ms. Huang is not interested in the Shares within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**") and does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

Ms. Huang entered into a service agreement with the Company for a term of 2 years commencing from 15 May 2024 which is terminable by either party by giving to the other party not less than three months' written notice or by payment in lieu of such notice. Pursuant to the service agreement, Ms. Huang is entitled to an annual salary of HKD260,000, which was determined by the remuneration committee of the Company and approved by the Board with reference to her responsibilities and duties in the Company, the remuneration policy of the Company as well as the prevailing market conditions. In addition, subject to the approval by the remuneration committee of the Company, Ms. Huang is also entitled to receive a discretionary bonus.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in respect of Ms. Huang's re-election and there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) Mr. YE Xingan

Mr. YE Xingan, aged 62, is an Executive Director of the Company and is responsible for the overall project development and management and business branding management of the Company. He joined Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) in March 2007 and served as the executive vice president and was responsible for its overall operation management. Prior to joining the Company, from March 1993 to August 2002, Mr. Ye served various positions in 萬科企業股份有限公司(China Vanke Co., Ltd.*), a company primarily engaged in real estate development. From August 2002 to March 2005, Mr. Ye served as a director and general manager of Chengdu Xinyi Investment Industry Co., Ltd. (成都心怡投資實業有限公司) and was primarily responsible for overall management. From March 2005 to March 2007, Mr. Ye served as a director and general manager of Shenzhen Xinyi Real Estate Investment Development Co., Ltd. (深圳市心怡房地產投資發展有限公司) and was primarily responsible for its overall management. Mr. Ye obtained his associate degree in accounting from Jiangxi College of Finance and Economics (江西財經學院, now known as Jiangxi University of Finance and Economics (江西財經大學)) in the PRC in June 1986, and he studied courses of master's degree in business administration at International Business Administration School of University of International Business and Economics (對外經濟貿易大學國際工商管理學院) in the PRC from September 2000 to September 2001. Mr. Ye was appointed as an executive director of the Company on 15 May 2014.

Save as disclosed above, Mr. Ye did not hold any directorships in any public companies in the last three years in Hong Kong or overseas, and he did not have any other major appointments or professional qualifications.

Mr. Ye did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Ye is interested in 10,000,000 share options exchangeable into the Shares. Save as disclosed above, Mr. Ye is not interested in the Shares within the meaning of Part XV of the SFO.

Mr. Ye entered into a service agreement with the Company for a term of 2 years commencing from 15 May 2024 which is terminable by either party by giving to the other party not less than three months' written notice or by payment in lieu of such notice. Pursuant to the service agreement, Mr. Ye is entitled to an annual salary of RMB950,000, which was determined by the remuneration committee of the Company and approved by the Board with reference to his responsibilities and duties in the Company, the remuneration policy of the Company as well as the prevailing market conditions. In addition, subject to the approval by the remuneration committee of the Company, Mr. Ye is also entitled to receive a discretionary bonus.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Ye's re-election and there is no other information required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

* *For identification purposes only*

(3) Mr. HUANG Hao Yuan

Mr. HUANG Hao Yuan, aged 35, is an Executive Director of the Company and is responsible for investment property operation and management of the Company. Mr. Huang joined Shenzhen LVGEM Entity Management Group Co., Ltd. (深圳市綠景企業管理集團有限公司) in 2014, and served as the deputy general manager of the Investment and Development Centre and was responsible for formulating its strategic development and investment plans, as well as responsible for project execution and the evaluation of potential projects. From August 2016 to February 2017, Mr. Huang served as a senior investment manager of 博商資產管理有限公司 (Boshang Assets Management Co., Ltd.*) and was responsible for project development and evaluation and monitoring of investments. Mr. Huang possesses 10 years' working experience in the real estate industry in China. Mr. Huang was appointed as an executive director of the Company on 21 February 2017.

Save as disclosed above, Mr. Huang did not hold any directorships in any public companies in the last three years in Hong Kong or overseas, and he did not have any other major appointments or professional qualifications.

Mr. Huang is the younger brother of Ms. HUANG Jingshu, an executive Director, chairman and chief executive officer of the Company, the son of Mr. WONG Hong King, the controlling Shareholder of the Company, and the cousin of Ms. LI Yufei, an executive Director of the Company. As at the Latest Practicable Date, Mr. Huang is interested or deemed to be interested in 2,400,000,000 Shares and 4.500,000 share options exchangeable into the Shares. Save as disclosed above. Mr. Huang is not interested in the Shares within the meaning of Part XV of the SFO and does not have any relationship with any other Directors. senior management or any substantial or controlling Shareholders of the Company.

Mr. Huang entered into a service agreement with the Company for a term of 2 years commencing from 21 March 2026 which is terminable by either party by giving to the other party not less than three months' written notice or by payment in lieu of such notice. Pursuant to the service agreement, Mr. Huang is entitled to an annual salary of HKS910,000, which was determined by the remuneration committee of the Company and approved by the Board with reference to his responsibilities and duties in the Company, the remuneration policy of the Company as well as the prevailing market conditions. In addition, subject to the approval by the remuneration committee of the Company, Mr. Huang is also entitled to receive a discretionary bonus.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders in respect of Mr. Huang's re-election and there is no other information required to be disclosed pursuant to Rules 13.51(2) (h)to(v)of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the buy-back of Shares up to a maximum of 10% of the share capital of the Company in issue as at the date of passing the Share Buy-back Resolution (excluding treasury shares, if any).

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 6,363,766,467 Shares in issue.

Subject to the passing of the Share Buy-back Resolution and assuming that no further Shares will be issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 636,376,646 Shares (representing 10% of the issued Shares as at the date of the Annual General Meeting) (excluding treasury shares, if any).

With effect from 11 June 2024, the Listing Rules have been amended to (i) introduce flexibility for listed companies to cancel repurchased shares and/or hold repurchased shares in treasury; and (ii) adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company purchases Shares pursuant to the Buy-back Mandate, the Company may cancel the repurchased shares and/or hold such shares in treasury, subject to the Company's articles, applicable laws, market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made.

If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to ordinary resolution No. 11 of the notice of Annual General Meeting and made in accordance with the Listing Rules, the Articles, and the applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("**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 will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meeting of the Company for the treasury shares deposited with CCASS; and (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.

2. REASONS FOR BUY-BACK

The Directors believe that the Buy-back Proposal is in the best interests of the Company and its Shareholders as a whole. Such buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets 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 its Shareholders.

3. FUNDING OF BUY-BACK

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association, the Articles and the applicable laws and regulations of the Cayman Islands. Pursuant to the Buy-back Mandate, buy-backs will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the Companies Act, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Act, out of capital of the Company. The Company may not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2025 in the event that the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, under the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

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

	Price per Share	
Month and Year	**Highest**	**Lowest**
	HK$	*HK$*
April 2025	0.33	0.23
May 2025	0.27	0.23
June 2025	0.24	0.20
July 2025	0.31	0.21
August 2025	0.33	0.26
September 2025	0.32	0.24
October 2025	0.29	0.21
November 2025	0.41	0.21
December 2025	0.40	0.28
January 2026	0.30	0.25
February 2026	0.32	0.26
March 2026	0.31	0.23
April 2026 *(up to the Latest Practicable Date)*	0.29	0.21

6. OTHERS

The Directors, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

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

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Buy-Back Proposal is approved by the Shareholders.

Neither this Explanatory Statement nor the Buy-back Mandate has any unusual features.

7. TAKEOVERS CODE

If on the exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as is known to the Directors, Mr. WONG Hong King and his associates are interested in 3,772,909,094 Shares, representing 59.29% of the total number of Shares in issue as at the Latest Practicable Date (excluding treasury shares, if any).

On the basis that no further Shares are issued or bought back prior to the Annual General Meeting, and in the event that the Buy-back Mandate is exercised in full, the shareholding interests of Mr. WONG Hong King and his associates would be increased from approximately 59.29% to approximately 65.87%. Such increases will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

The Directors confirm that the Buy-back Mandate will not be exercised to an extent where the number of Shares held by the public would fall below 25%.

8. SHARES BUY-BACK MADE BY THE COMPANY

The Company has not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the changes to the Memorandum and Articles of Association introduced by the Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, articles referred to herein are articles of the Amended and Restated Memorandum and Articles of Association.

All capitalised terms in the proposed amendments contained in this Appendix are terms defined in the Memorandum and Articles of Association which shall have the corresponding meanings ascribed to then in the Memorandum and Articles of Association.

1. THE EXISTING ARTICLE 1(B) BE AMENDED AS FOLLOWS:

Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:

…

"ASR Code" shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time;

…

"Central Clearing and Settlement System" shall mean the Central Clearing and Settlement System operated by HKSCC;

"electronic" means relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;

"electronic communication" means a communication sent, transmitted, conveyed and received by electronic means in any form through any medium;

"electronic meeting" means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;

"electronic record" has the same meaning as in the Electronic Transactions Act (as amended) of the Cayman Islands as may be amended from time to time;

…

"HKSCC" shall means the Hong Kong Securities Clearing Company Limited;

…

"hybrid meeting" means a general meeting convened for the (i) physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and at the same time (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;

…

"Meeting Location" has the meaning given to it by Article 71A (1);

…

"physical meeting" means a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations;

"Principal Meeting Place" has the meaning given to it by Article 65;

…

"Register" means the principal register and any branch register of Shareholders of the Company to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time and it shall include, where relevant, the register of holders as defined in the USM Rules;

…

"Securities and Futures Ordinance" means the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time;

"SFC" means the Securities and Futures Commission of Hong Kong;

"Shareholder or member" means the person who is duly registered in the Register as holder for the time being of any Share or Shares and includes persons who are jointly so registered and "Shareholders" means 2 or more of them;

…

"Transfer Office" means the place where the principal register of Shareholders is located for the time being; ~~and.~~

"Treasury Share(s)" means share(s) of the Company that was/were previously issued but was/were purchased or redeemed by the Company or surrendered to the Company and not cancelled and classified and held by the Company as treasury share(s);

"UNSRT System" means an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters; and

"USM Rules" means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance.

In these Articles, unless there be something in the subject or context inconsistent herewith:

…

(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that "company" shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; ~~and~~

(iv) references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force;~~.~~

(v) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other means of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(vi) Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;

(vii) references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

(viii) references to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting;

(ix) references to a meeting (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act, the Listing Rules and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and (b) shall, where the context is appropriate, include a meeting that has been postponed or changed to another date, time and/or place and/or the electronic facilities and/or the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) has been changed by the Board pursuant to Article 71;

(x) references to a person's participation in the business of a general meeting include, without limitation and as relevant, the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act, the Listing Rules or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly; and

(xi) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).

…

2. THE EXISTING ARTICLE 15 BE AMENDED AS FOLLOWS:

(b) Shares purchased or redeemed by, or surrendered to, the Company may be cancelled or (subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority) classified and held as Treasury Shares.

(c~~b~~) …

(d~~e~~) …

3. THE NEW ARTICLE 15A BE INSERTED AS FOLLOWS:

Shares that the Company purchases, redeems or acquires by way of surrender in accordance with the Companies Act shall be held as Treasury Shares and not treated as cancelled if:

(a) the Board so determines prior to the purchase, redemption or surrender of those shares; and

(b) the relevant provisions of the Memorandum of Association of the Company, the Articles and the Companies Act are otherwise complied with.

4. THE NEW ARTICLE 15B BE INSERTED AS FOLLOWS:

No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Shareholders on a winding up) may be made to the Company in respect of a Treasury Share.

5. THE NEW ARTICLE 15C BE INSERTED AS FOLLOWS:

The Company shall be entered in the Register as the holder of the Treasury Shares. However:

(a) the Company shall not be treated as a Shareholder for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void; and

(b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.

6. THE NEW ARTICLE 15D BE INSERTED AS FOLLOWS:

Treasury Shares may be disposed of by the Company in accordance with the Companies Act and otherwise on such terms and conditions as the Board determines.

7. THE NEW ARTICLE 15E BE INSERTED AS FOLLOWS:

Subject to the rules and regulations of the HK Stock Exchange or any stock exchange on which the shares of the Company are listed and any other relevant regulatory authority, the Board may by a resolution of the Directors at any time:

(a) cancel any one or more Treasury Shares; or

(b) transfer any one or more Treasury Shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).

8. THE EXISTING ARTICLE 17 BE AMENDED AS FOLLOWS:

(c) During the Relevant Period (except when the Register is closed), any Shareholder and holders of Prescribed Securities (as defined in the USM Rules) may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.

9. THE EXISTING ARTICLE 18 BE AMENDED AS FOLLOWS:

(a) Every person whose name is entered as a member in the register shall be entitled to hold his shares in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the USM Rules, as applicable, in compliance with the rules of the HK Stock Exchange and other relevant regulations. The Company shall not be required to issue a certificate for any share held in uncertificated form unless required by law or required by the holder of such share. A statement or confirmation from the relevant system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system or electronic Register shall be sufficient evidence of title to uncertificated shares. Where Shares are held in certificated form, subject to the USM Rules, every ~~Every~~ person whose name is entered as a Shareholder in the Register shall be entitled without payment to receive within the relevant time limit as prescribed in the Companies Act or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock

exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime of the HK Stock Exchange.

10. THE EXISTING ARTICLE 19 BE AMENDED AS FOLLOWS:

Every certificate, if issued, for Shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a duplicate Seal.

11. THE EXISTING ARTICLE 20 BE AMENDED AS FOLLOWS:

Every share certificate ~~hereafter~~, if issued, shall specify the number and class of Shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of Shares, and where the capital of the Company includes Shares with different voting rights, the designation of each class of Shares, other than those which carry the general right to vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of Shares.

12. THE EXISTING ARTICLE 22 BE AMENDED AS FOLLOWS:

If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK$2.50 or such other sum as may from time to time be allowed or not prohibited ~~under~~by the Listing Rules and the ASR Code, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

13. THE EXISTING ARTICLE 39 BE AMENDED AS FOLLOWS:

Subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, all transfers of Shares shall be effected by transfer in writing in the usual or common form or in such other form as the Board may accept provided always that it shall be in such a form prescribed by the HK Stock Exchange and may be under hand only or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time, or in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the stock exchange of the Relevant Territory or the SFC.

14. THE EXISTING ARTICLE 40 BE AMENDED AS FOLLOWS:

~~The~~Subject to the Companies Act and all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, transfers of shares may be effected in uncertificated form through the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the HK Stock Exchange or the SFC, without the need for a written instrument of transfer. The Company shall not be responsible for any delay or failure in the electronic system adopted by the Company unless caused by its own default. For certificated shares, t~~T~~he instrument of transfer of any Share shall be executed by or on behalf of the transferor and by and on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person.

15. THE EXISTING ARTICLE 43 BE AMENDED AS FOLLOWS:

(a) a fee of such maximum as the HK Stock Exchange and the ASR Code may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) has been paid to the Company;

16. THE EXISTING ARTICLE 63 BE AMENDED AS FOLLOWS:

All general meetings other than annual general meetings shall be called extraordinary general meetings. A general meeting may be held by means of such telephone, electronic facilities or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

17. THE NEW ARTICLE 63A BE INSERTED AS FOLLOWS:

All general meetings (including an annual general meeting, any extraordinary general meeting, any adjourned meeting or any postponed meeting) may be held: (a) as a physical meeting in any part of the world and at one or more locations as provided in Article 71A, (b) as a hybrid meeting or (c) as an electronic meeting, as may be determined by the Board in its absolute discretion.

18. THE EXISTING ARTICLE 64 BE AMENDED AS FOLLOWS:

The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, on a one vote per Share basis, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place~~may do so in the same manner~~, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

19. THE EXISTING ARTICLE 65 BE AMENDED AS FOLLOWS:

An annual general meeting (whether for the passing of a Special Resolution and/or an Ordinary Resolution) shall be called by notice in writing of not less than 21 clear days and a general meeting of the Company other than an annual general meeting shall be called by notice in writing of not less than 14 clear days. The notice for any general meeting shall specify: (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the "**Principal Meeting Place**") and the other place(s) of the meeting; (c) if the general meeting is to be a hybrid meeting or an electronic meeting, a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; (d) the agenda of the meeting and particulars of resolutions to be considered at the meeting; and (e) in case of special business (as defined in Article 67), the general nature of that business. The notice for every general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, ~~and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business,~~ and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to all Shareholders and such persons as are, under these Articles, entitled to receive such notices from the Company, provided that, if permitted by the Listing Rules, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

…

20. THE EXISTING ARTICLE 71 BE AMENDED AS FOLLOWS:

Subject to Article 71A, ~~T~~the Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place(s) to place(s) and/or from one form to another (as a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least 7 clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

21. THE NEW ARTICLE 71A BE INSERTED AS FOLLOWS:

(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("**Meeting Location(s)**") determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following:

(a) where a member or proxy is attending by being present or by proxy at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;

(b) members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting in person or by proxy by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

(c) where members and/or their proxies attend a meeting by being present at one of the Meeting Locations and/or where members and/or their proxies participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members and/or their proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

(d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

(3) The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place and/or any Meeting Location(s) and/or attendance and/or participation and/or voting at an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is unable to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of such member to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

(4) If it appears to the chairman of the general meeting that:

(a) the electronic facilities at the Principal Meeting Place and/or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are insufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting; or

(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including an adjournment for an indefinite period), or in the case of an electronic meeting or a hybrid meeting, change the electronic facilities. All business conducted at the meeting up to the time of any such adjournment or change of electronic facilities shall be valid.

(5) The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting, including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the inspection of their personal property and the restriction of items that may be taken into the meeting place, obeying any precautionary measures and regulations in relation to prevention and control of spread of disease, and determining the number and frequency of and the time allowed for questions that may be raised at a meeting. Members and their proxies shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made by the Board and, at any general meeting, by the chairman of the meeting pursuant to this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

(6) If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is unreasonable or impractical for any reason to hold the general meeting on the date and/or at the time and/or at the place and/or using the electronic facilities and/or in the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) specified in the notice calling the meeting, it may (a) postpone the meeting to another date and/or time, and/or (b) change the place and/or the electronic facilities and/or the form of the meeting (as a physical meeting, an electronic meeting or a hybrid meeting), without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement and/or change of the relevant general meeting may occur automatically without further notice, including, without limitation, where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

(a) when (i) a meeting is postponed and/or (ii) there is a change in the place and/or the electronic facilities and/or form of the meeting, the Company shall: endeavour to post a notice of such postponement and/or change on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement and/or automatic change of such meeting); and subject to and without prejudice to Article 71, unless already specified in the original notice of the meeting or included in the notice posted on the Company's website above, the Board shall fix the date, time, place (if applicable), electronic facilities (if applicable) and form of the meeting (if applicable) for the postponed and/or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy form) if they are received as required by these Articles not less than forty-eight hours before the time of the postponed and/or changed meeting; and

(b) notice of the business to be transacted at the postponed and/or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed and/or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.

(7) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 71A (4), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

(8) Without prejudice to the other provisions in this Article, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as shall permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting and shall be counted in the quorum of the meeting.

22. THE EXISTING ARTICLE 72 BE AMENDED AS FOLLOWS:

At any general meeting a resolution put to the vote of the meeting shall be decided on a poll except in the case of a physical meeting for resolution relating purely to a procedural or administrative matter (which has the meaning ascribed to it in the Listing Rules), in which case, the Chairman of the meeting may, in good faith, decide to allow such resolution to be voted on by a show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. Where a show of hands is allowed, before or on the declaration of the results of the show of hands, a poll may be demanded:

…

23. THE NEW ARTICLE 79B BE INSERTED AS FOLLOWS:

All members (including a member which is a Clearing House (or its nominee(s))) have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

24. THE EXISTING ARTICLE 82 BE AMENDED AS FOLLOWS:

A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting or adjourned meeting or postponed meeting (as the case may be), be delivered.

25. THE EXISTING ARTICLE 84 BE AMENDED AS FOLLOWS:

No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting or postponed meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.

26. THE EXISTING ARTICLE 88 BE AMENDED AS FOLLOWS:

(1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office), or if the Company has provided an electronic address in accordance with Article 88(1), shall be received at the electronic address specified, not less than 48 hours before the time for holding the meeting or adjourned meeting or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting or postponed meeting in a case where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

27. THE EXISTING ARTICLE 91 BE AMENDED AS FOLLOWS:

A vote given in accordance with the terms of an instrument of proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the Share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Article 88, or if the Company has provided an electronic address in accordance with Article 88, shall have been received by the Company at the electronic address so specified, at least 2 hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.

28. THE EXISTING ARTICLE 167 BE AMENDED AS FOLLOWS:

Unless otherwise directed by the Board, any Dividend or other moneys payable or bonuses, rights or other distributions in respect of any Share may be paid or satisfied by any electronic means, including direct debit, bank transfer or other automated system of bank transfer, cheque or warrant or certificate or other documents or evidence of title, and in the case of cheque or warrant or certificate or other documents or evidence of title, the same be sent through the post to the registered address of the Shareholder entitled, or, in the case of joint holders, to the registered address of that one whose name stands first in the Register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque, warrant, certificate or other document or evidence of title so sent shall be made payable to the order of the person to whom it is sent or, in the case of certificates or other documents or evidence of title as aforesaid, in favour of the Shareholder(s) entitled thereto, and the payment on any such cheque or warrant by the banker upon whom it is drawn shall operate as a good discharge to the Company in respect of the Dividend and/or other moneys represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Every such cheque, warrant, certificate or other document or evidence of title as aforesaid shall be sent at the risk of the person entitled to the Dividend, money, bonus, rights and other distributions represented thereby.

29. THE EXISTING ARTICLE 180(A) BE AMENDED AS FOLLOWS:

(ii) Except where otherwise expressly stated, any notice or document (including a share certificate) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (in the case of a notice) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document (including any "corporate communication" within the meaning ascribed thereto under the Listing Rules) may be served or delivered by the Company to any Shareholder by electronic means to such electronic address as may from time to time be supplied by the Shareholder concerned or by publishing it on the Company's website and the website of the HK Stock Exchange.

30. THE EXISTING ARTICLE 181 BE AMENDED AS FOLLOWS:

(b) Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address, or, in case of electronic communications, fails to supply his electronic address or a correct and functional electronic address, to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which he may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and the website of the HK Stock Exchange and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document. Any notice

or document served in the manner so described shall be sufficient service as regards Shareholders with no registered or incorrect addresses, or, in case of electronic communications, no or an incorrect or a non-functional electronic address, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.

31. THE EXISTING ARTICLE 192 BE AMENDED AS FOLLOWS:

The Company may exercise the power to cease sending cheques for Dividend entitlements or Dividend warrants by post if such cheques or warrants remain uncashed on 2 consecutive occasions or after the first occasion on which such a cheque or warrant is returned undelivered (in the case of electronic funds transfer, unsuccessful or rejected).

32. THE NEW ARTICLE 198 BE INSERTED AS FOLLOWS:

PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS

To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:

(a) accept instructions from members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to "corporate communication" and "actionable corporate communications" within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, payment choice instructions, responses to corporate communications and actionable corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and

(b) pay any corporate action proceeds (including proceeds paid by the Company to members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issue, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

33. THE NEW ARTICLE 199 BE INSERTED AS FOLLOWS:

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in uncertificated form through electronic means, including via the UNSRT System or other systems approved by the SFC and the HK Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable laws and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of "corporate action proceeds" (as defined in the rules of the HK Stock Exchange), and to maintain compatibility with the uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.

L.gem 綠景(中國)地產投資有限公司

LVGEM (CHINA) REAL ESTATE INVESTMENT COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(HKSE Stock Code: 95)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of LVGEM (China) Real Estate Investment Company Limited (the "**Company**") will be held at Exhibition Hall 1, Level 25, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. for the following purposes:

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

2. To re-elect Ms. HUANG Jingshu as an executive director.

3. To re-elect Mr. YE Xingan as an executive director.

4. To re-elect Mr. HUANG Hao Yuan as an executive director.

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

6. To re-appoint Prism Hong Kong Limited as auditor of the Company and to authorised the board of Directors to fix their remuneration.

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

ORDINARY RESOLUTIONS

7. "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, dispose of and deal in additional shares of HK$0.01 each in the capital of the Company (including by way of sale or transfer of any treasury shares out of treasury) and to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities; (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors and/or employees of the Company and/or any of its subsidiaries and associated companies of shares or rights of the Company; and (iv) an issue of shares as scrip dividend pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this Resolution (excluding treasury shares, if any) and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution,

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

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

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

(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 of the Company;

"Rights Issue" means an offer of shares open for a period fixed by the Directors to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company)."

8. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of HK$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, or of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this Resolution (excluding treasury shares, if any) and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

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

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

(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 of the Company."

9. "**THAT** subject to the passing of Resolutions numbered 7 and 8, the general mandate granted to the directors of the Company to allot, issue, dispose of and deal in additional shares (including by way of sale or transfer of any treasury shares out of treasury) pursuant to Resolution numbered 7 be and is hereby extended by the addition thereto of an amount representing the total number of shares bought back by the Company under the authority granted pursuant to Resolution numbered 8, provided that such amount of shares so bought back shall not exceed 10% of the total number of shares in issue as at the date of passing Resolution numbered 8 (excluding treasury shares, if any)."

As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

10. "**THAT**:

(i) the proposed amendments (the "**Proposed Amendments**") to the existing memorandum and articles of association of the Company (the "**Memorandum and Articles of Association**") as set out in Appendix III to the circular of the Company dated 30 April 2026 of which this notice forms part be and are hereby approved with immediate effect after the close of this meeting;

(ii) the amended and restated memorandum and articles of association of the Company (the "**New Memorandum and Articles of Association**") (a copy of which having been produced before this meeting and marked "A" and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted in substitution for, and to the exclusion of, the Memorandum and Articles of Association with immediate effect after the close of this meeting; and

(iii) any director or the company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, and the registered office provider of the Company be and is hereby authorised to arrange for the filing of this special resolution and the New Memorandum and Articles of Association with the Registrar of Companies in the Cayman Islands."

By Order of the Board
LVGEM (China) Real Estate Investment Company Limited
HUANG Jingshu
Chairman

Hong Kong, 30 April 2026

Principal place of business in Hong Kong:
Unit 2501, NEO
123 Hoi Bun Road,
Kwun Tong, Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the annual general meeting (or at any adjournment thereof) is entitled to appoint one or, if he holds two or more shares, more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. The Company would like to remind Shareholders that physical attendance in person at the annual general meeting is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the annual general meeting as their proxy and submit their form of proxy as early as possible. The form of proxy can be downloaded from the Company's website (www.lvgem-china.com) or the Stock Exchange's website.

2. The register of members of the Company will be closed from 26 May 2026 to 29 May 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for ascertaining shareholders' right to attend and vote at the Annual General Meeting will be on 29 May 2026. In order to qualify for attending and voting at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms 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, not later than 4:30 p.m. on 22 May 2026.

3. For details of the Directors to be re-elected, please refer to Appendix I of this circular.

4. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or the notarially certified copy thereof, must be deposited at the principal place of business of the Company at Unit 2501, NEO, 123 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting (or any adjournment thereof).

5. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting (or at any adjournment thereof).

6. Shareholders are requested to telephone the Company's hotline at (852) 2123 9530 for arrangements of the Annual General Meeting in the event that a number 8 (or above) typhoon or black rainstorm warning is hoisted on the day of the Annual General Meeting.