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

If you have sold or transferred all your shares in Hung Fook Tong Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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HUNG FOOK TONG

HUNG FOOK TONG GROUP HOLDINGS LIMITED
鴻福堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1446)

GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2026 ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**Annual General Meeting**") of Hung Fook Tong Group Holdings Limited to be held at Meeting Room 1, 2/F, Dorsett Tsuen Wan Hong Kong, 28 Kin Chuen Street, Kwai Chung, New Territories, Hong Kong on Friday, 5 June 2026 at 10:30 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the Annual General Meeting if you so wish.

30 April 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Meeting Room 1, 2/F, Dorsett Tsuen Wan Hong Kong, 28 Kin Chuen Street, Kwai Chung, New Territories, Hong Kong on Friday, 5 June 2026 at 10:30 a.m. or any adjournment thereof, the notice of which is set out on pages 14 to 18 of this circular
"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"Cayman Companies Law"	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	Hung Fook Tong Group Holdings Limited, a company incorporated in the Cayman Islands on 10 January 2014 as an exempted company with limited liability, whose Shares are listed on the main board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issuance Mandate"	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional Shares during the relevant period of an aggregate number not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining the information contained in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"SFO"	the Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of the Company with a nominal value of HK$0.01 each
"Share Buy-back Mandate"	a general and unconditional mandate to be granted to the Directors to buy back Shares on the Stock Exchange up to a maximum number equivalent to 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution granting such mandate
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
"%"	percent

HUNG FOOK TONG GROUP HOLDINGS LIMITED
鴻福堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1446)

Executive Directors:
Mr. TSE Po Tat *(Chairman)*
Dr. SZETO Wing Fu *(Chief Executive Officer)*
Ms. WONG Pui Chu

Independent non-executive Directors:
Prof. SIN Yat Ming
Mr. Andrew LOOK
Mr. YEUNG Chu Kwong

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
11 Dai King Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

30 April 2026

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES AND RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF 2026 ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the information in respect of the resolutions to be proposed at the Annual General Meeting including (i) the grant to the Directors the Issuance Mandate and the Share Buy-back Mandate; (ii) the extension of the Issuance Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iii) the re-election of the retiring Directors.

2. GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

At the annual general meeting of the Company on 3 June 2025, resolutions were passed giving general mandates to the Directors (i) to allot, issue, and deal with any Shares not exceeding 20% of the total number of the issued Shares of the Company; (ii) to buy back Shares up to a maximum number equivalent to 10% of the total number of the issued Shares of the Company; and (iii) to extend the general mandate of (i) above to include Shares bought back pursuant to the general mandate of (ii) above. Such general mandates will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed:

(a) to grant the Issuance Mandate to the Directors to exercise the powers of the Company to allot, issue, and deal with any Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the resolution. The Issuance Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 655,944,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the date of the Annual General Meeting, the Directors will be authorised to issue up to 131,188,800 Shares under the Issuance Mandate;

(b) to grant the Share Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may be bought back shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue is 655,944,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Share Buy-back Mandate and assuming no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 65,594,400 Shares, being 10% of the total number of issued Shares of the Company as at the date of passing of the resolution in relation thereto. The Share Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company; and

(c) subject to the passing of the aforesaid ordinary resolutions granting the Issuance Mandate and the Share Buy-back Mandate, to extend the number of Shares to be issued and allotted under the Issuance Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

Pursuant to the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Share Buy-back Mandate at the Annual General Meeting.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Dr. Szeto Wing Fu ("**Dr. Szeto**"), an executive Director, and Mr. Andrew Look ("**Mr. Look**"), an independent non-executive Director, shall retire and being eligible, have offered themselves for re-election at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Dr. Szeto as an executive Director and Mr. Look as an independent non-executive Director.

The Nomination Committee of the Company has considered the background, skills, knowledge and experience of the nominated Directors, having regard to the board diversity policy of the Board. The board diversity policy sets out that board appointments are based on objective criteria, having due regard for the benefits of diversity on the Board including, but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge and length of service. The Board notes that the Directors seeking for re-election have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective educational background, experience and practice allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

During their years of appointment, both Dr. Szeto and Mr. Look have shared their experience and expertise both at and outside board/committee meetings, which has been very valuable to the Company's business development and strategy. Their re-election will continue to enhance the governance and oversight of the Company at both the Board and the Board committee levels.

Mr. Look who has been serving as independent non-executive Director for more than nine years has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

In assessing the independence of Mr. Look, the Nomination Committee has reviewed the written confirmation of independence given by him and noted that Mr. Look (i) does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgement as an independent non-executive Director; and (iii) has obtained in-depth understanding of the Group's operation and business and has been providing objective and independent views to the Company during his tenure of office.

As disclosed in the Corporate Governance Report of the Company, Mr. Look has attended all the meetings of the Board and Board committees, and general meetings of the Company held in the previous and current financial years. Mr. Look has always remained responsible in performance of his functions and discharge of his duties to the Company through active participation and discussions, bringing balance of views as well as knowledge, experience and expertise to the Board. Mr. Look has confirmed that he will continue to devote sufficient time and attention to the affairs of the Company.

Based on the foregoing, the Nomination Committee considers that the long service of Mr. Look will not affect his exercise of independent judgement. The Nomination Committee also believes that the knowledge and experience of Mr. Look in the field of financial and corporate management will continue to bring objective and independent judgement to the Board and benefit the Company and the Shareholders as a whole. The Nomination Committee is also satisfied that Mr. Look has the required character and integrity to continue fulfilling the role of an independent non-executive Director.

Taking into consideration the active contributions of Mr. Look to the affairs of the Company and his commitment to the role of an independent non-executive Director, the Board, on the recommendation of the Nomination Committee, recommends the re-election of Mr. Look at the Annual General Meeting.

The Nomination Committee which comprises a majority of independent non-executive Directors considers that Dr. Szeto and Mr. Look continue to contribute effectively and are committed to their roles. Accordingly, the Nomination Committee has nominated and the Board has recommended each of the retiring Director to stand for re-election as Director at the 2026 Annual General Meeting.

Further, the Nomination Committee has also assessed and reviewed the independence of Mr. Look based on the independence criteria set out in Rule 3.13 of the Listing Rules, and has affirmed that he remains independent.

The biographical details of the above named Directors who are subject to re-election at the Annual General Meeting with the particulars describing how they contribute to the diversity of the Board are set out in Appendix II to this circular in compliance with the relevant requirements of the Listing Rules.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages 14 to 18 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the grant to the Directors the Issuance Mandate and the Share Buy-back Mandate; (ii) the extension of the General Mandate to include Shares bought back pursuant to the Share Buy-back Mandate; and (iii) the re-election of the retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and sign the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

5. VOTING BY POLL

All resolutions will be put to vote by way of poll at the Annual General Meeting pursuant to Rule 13.39 of the Listing Rules. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. 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 Group. 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 this circular or any statement herein misleading.

7. RECOMMENDATION

The Directors consider that all resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Hung Fook Tong Group Holdings Limited
Tse Po Tat
Chairman and Executive Director

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Share Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules and other relevant provisions of the Listing Rules which is set out as follows:

1. LISTING RULES RELATING TO THE SHARE BUY-BACK

The Listing Rules permit companies whose primary listings are on the Stock Exchange to buy back their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all share buy-back by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 655,944,000 Shares in issue. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back during the period from the Latest Practicable Date to the date of the Annual General Meeting, the Company will be allowed under the Share Buy-back Mandate to buy back a maximum of 65,594,400 Shares, being 10% of total number of the issued Shares of the Company as at the date of the passing of the relevant resolution at the Annual General Meeting.

3. REASONS FOR SHARE BUY-BACK

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2025 (as disclosed in its latest audited financial statements for the year ended 31 December 2025), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-back were to be carried out in full during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or gearing ratio of the Company.

4. FUNDING OF SHARE BUY-BACK

The Company is empowered by its memorandum of association and articles of association to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and articles of association, laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from buying back its own 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. The laws of the Cayman Islands provide that payment for a share buy-back may only be made out of profits, share premium account or the proceeds of a new issue of Shares made for such purpose or subject to the Cayman Companies Law, out of capital of the Company. The amount of premium payable on the buy-back of Shares may only be paid out of either or both of the profits or the share premium account of the Company or subject to the Cayman Companies Law, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy-back by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled but the total number of authorised shares to be issued would not be reduced.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

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), has any present intention to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

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

Neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

A buy-back of Shares by the Company may result in an increase in the proportionate interests of a substantial Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under Section 336 of the SFO, Ms. Wong Pui Chu, Think Expert Investments Limited (a company wholly-owned by Ms. Wong Pui Chu), YITAO Investments Limited (a company wholly-owned by Mr. Tse Po Tat) and Prestigious Time Limited (a company wholly-owned by Mrs. Kwan Chan Lai Lai, the spouse of the late Mr. Kwan Wang Yung, the former managing Director and an executive Director) jointly held 404,052,600 Shares representing approximately 61.59% of the issued share capital of the Company. Pursuant to the Acting in Concert Confirmation, a deed dated 27 March 2014 executed by Ms. Wong Pui Chu, Mr. Tse Po Tat and the late Mr. Kwan Wang Yung ("**Controlling Shareholders**"), the Controlling Shareholders have agreed to jointly control their respective interests in the Company and decisions as to the business and operations of the Group shall be made in accordance with their unanimous consent. Each of the Controlling Shareholders shall exercise their respective voting rights in the Company in the same way. Hence, each of the Controlling Shareholders is deemed to be interested in all the Shares held by the Controlling Shareholders in aggregate by virtue of the SFO. In the event that the Directors exercise in full the power to buy back the Shares which is proposed to be granted pursuant to the Share Buy-back Mandate, the shareholding of the Controlling Shareholders and their associates would be increased to approximately 68.44% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) who may become obliged to make a mandatory offer under the Takeovers Code as a consequence of any buy-back pursuant to the Share Buy-back Mandate.

The Directors have no intention to exercise the Share Buy-back Mandate to such extent that it would result in the amount of Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

8. SHARE BUY-BACK BY THE COMPANY

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

9. SHARE PRICES

During each of the previous 12 months up to and including the Latest Practicable Date, the highest and lowest trading prices for Shares on the Stock Exchange were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2025		
April	0.295	0.255
May	0.490	0.280
June	0.425	0.380
July	0.450	0.400
August	0.510	0.405
September	0.480	0.415
October	0.475	0.415
November	0.440	0.310
December	0.520	0.325
2026		
January	0.485	0.390
February	0.420	0.370
March	0.380	0.325
April (up to the Latest Practicable Date)	0.380	0.320

The biographical details of the Directors (as required by the Listing Rules) proposed to be re-elected and appointed at the Annual General Meeting are set out below:

EXECUTIVE DIRECTOR

Dr. SZETO Wing Fu (司徒永富) ("Dr. Szeto"), aged 64, is the chief executive officer and an executive Director of our Company, a member of Nomination Committee and the chairman of Strategy and Development Committee. Dr. Szeto currently serves as a director of various subsidiaries of the Company. He is responsible for the day-to-day management of the Group's business, recommending strategies to the Board, and setting and implementing corporate and operational decisions. Prior to joining our Group in October 1999, Dr. Szeto started his career in the banking and finance sector and gained renowned relevant experience therefrom. Afterwards, he had been an associate professor of the department of business administration of Hong Kong Shue Yan University for over 15 years. Dr. Szeto is currently a non-official member of the Minimum Wage Commission of Hong Kong, a member of Executive Committee of the Hong Kong Retail Management Association, the chairman of the Hospital Governing Committee of MacLehose Medical Rehabilitation Centre, the vice-chairperson of the Executive Committee, chairperson of the Long Term Care Committee, and member of the Fundraising and Social Enterprise Committee of The Hong Kong Society for Rehabilitation, and a professor of practice (finance) of the School of Accounting and Finance in The Hong Kong Polytechnic University. Dr. Szeto graduated from Hong Kong Shue Yan College with a diploma in economics and obtained a doctor of philosophy in education administration from the University of Southern Mississippi. Dr. Szeto is currently a fellow member of CPA Australia. In 2023, Dr. Szeto was awarded the "Linchpin of Asia Award 2023 (Entrepreneur Category)" by Enterprise Asia.

Dr. Szeto has entered into a renewed service contract with the Company for a period of three years commencing from 11 June 2023. The service contract may be terminated in accordance with the respective terms of service contract. Dr. Szeto is entitled to receive remuneration and emoluments in a total amount of HK$2,959,000 as an executive Director per annum with discretionary bonus as determined by the Board.

As at the Latest Practicable Date, Dr. Szeto was interested and deemed to be interested in 26,554,600 Shares pursuant to Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Andrew LOOK (陸東) ("Mr. Look"), aged 61, was appointed as an independent non-executive Director on 11 June 2014. In addition, he is the chairman of Audit Committee and a member of Nomination Committee. Mr. Look holds a bachelor of commerce degree from the University of Toronto and has over 30 years of experience in the equity investment analysis of Hong Kong and China stock markets. Mr. Look served in Union Bank of Switzerland ("UBS") as the head of Hong Kong research, strategy and product. He was rated as the best Hong Kong strategist and best analyst by the Asiamoney magazine, a leading monthly financial and capital markets publication for corporate and finance readers and investors, in 2001, 2002, 2003, 2005, 2006 and 2007. Mr. Look is currently an independent non-executive director of CITIC Resources Holdings Limited (stock code: 1205), EC Healthcare (stock code: 2138, formerly Union Medical Healthcare Limited) and L.K. Technology Holdings Limited (stock code: 558). He was an independent non-executive director of TCL Communication Technology Holdings Limited (a company delisted on the Hong Kong Stock Exchange on 30 September 2016). Mr. Look has also served as an independent non-executive director of Man Sang Jewellery Holdings Limited (stock code: 1466), Cowell e Holdings Inc. (stock code: 1415) and Ka Shui International Holdings Limited (stock code: 822) until his resignation on 10 December 2016, 3 December 2018 and 31 May 2024 respectively.

Mr. Look has entered into a letter of appointment with the Company for a period of three years commencing from 11 June 2023. The letter of appointment may be terminated in accordance with respective terms of the letter. Under the letter of appointment, Mr. Look receives an annual Director's fee of HK$258,000.

As at the Latest Practicable Date, Mr. Look does not hold any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the above Directors (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) holds any other positions with the Company and its subsidiaries; and (iii) has any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

In addition, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the above Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

HUNG FOOK TONG GROUP HOLDINGS LIMITED
鴻福堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1446)

NOTICE OF 2026 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Hung Fook Tong Group Holdings Limited (the "**Company**") will be held at Meeting Room 1, 2/F, Dorsett Tsuen Wan Hong Kong, 28 Kin Chuen Street, Kwai Chung, New Territories, Hong Kong on Friday, 5 June 2026 at 10:30 a.m. for the following purposes:

As Ordinary Business

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

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

2. To re-elect the following persons as Directors:

   (a) Dr. Szeto Wing Fu as executive Director.

   (b) Mr. Andrew Look as independent non-executive Director.

3. To authorise the board of Directors to fix the remuneration of the Directors.

4. To re-appoint PricewaterhouseCoopers as Auditor and authorise the board of Directors to fix their remuneration.

As Special Business

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

"**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, and deal with additional shares of HK$0.01 each in the share capital of the Company (the "**Shares**") be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power during or after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iii) any specific authority granted by the shareholders of the Company (the "**Shareholders**") in general meeting(s); or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly;

(d) for the purpose of this resolution:

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

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

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

(iii) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting;

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

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

"**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 purchase issued Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to purchase Shares at a price determined by the Directors;

(c) the total number of Shares which are authorised to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued Shares as at the date of passing this resolution, and the said approval shall be limited accordingly;

(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 any applicable law or the articles of association of the Company to be held; and

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

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

"**That** conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of an amount representing the total number of Shares purchased by the Company under the authority granted pursuant to the resolution no. 6, provided that such amount shall not exceed 10% of total number of the issued Shares as at the date of passing this resolution."

By order of the Board
Hung Fook Tong Group Holdings Limited
Tse Po Tat
Chairman and Executive Director

30 April 2026

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
11 Dai King Street
Tai Po Industrial Estate
Tai Po, New Territories
Hong Kong

Notes:

(i) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy needs not be a shareholder of the Company.

(ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

(iii) In order to be valid, a form of proxy must be deposited the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

(iv) For determining the entitlement to attend and vote at the annual general meeting of the Company ("**AGM**") to be held on Friday, 5 June 2026, the register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 1 June 2026.

(v) If Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning is hoisted or remains hoisted at 8:00 a.m. on Friday, 5 June 2026, or Typhoon Signal No. 8 is expected to be hoisted at or before 10:30 a.m. on the same date as announced by the Hong Kong Observatory, the AGM will be rescheduled. An announcement with the details of the rescheduled meeting shall be published as soon as possible once confirmed. For the avoidance of doubt, the AGM will be held as scheduled for situations not falling under the scenarios described in this paragraph. Shareholders who have any queries relating to the above arrangement, please call the enquiry hotline at (852) 29801333 during business hours from 9:00 a.m. to 5:30 p.m., Monday to Friday (excluding Hong Kong public holidays) or contact the Company by email: enquiry@hungfooktong.com.hk.