**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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# SOLIS HOLDINGS LIMITED
# 守益控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 2227)**

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

A notice convening the 2026 annual general meeting ("2026 AGM") of the Company to be held at 85 Tagore Lane, Singapore 787527 on Friday, 5 June 2026 at 3:00 p.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the 2026 AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2026 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if they so wish and in such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 30 April 2026

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

| | |
|---|---|
| ”2025 AGM” | the annual general meeting of the Company held on Friday, 13 June 2025; |
| “2026 AGM” | the annual general meeting of the Company to be held at 85 Tagore Lane, Singapore 787527 on Friday, 5 June 2026 at 3:00 p.m., a notice of which is set out on pages 13 to 16 of this circular; |
| “Articles of Association” | the articles of association of the Company as amended from time to time; |
| “Board” | the board of Directors; |
| “Close associate(s)” | has the same meaning ascribed thereto under the Listing Rules; |
| “Companies Act” | the Companies Act (As Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time; |
| “Company” | Solis Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability with its shares listed on the Main Board of the Stock Exchange (stock code: 2227); |
| “Controlling Shareholder(s)” | has the same meaning ascribed thereto under the Listing Rules and means the controlling shareholders of the Company, namely, HMK Investment Holdings Limited, Mr. Tay Yong Hua, Mr. Tay Yong Meng and Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing); |
| “Core Connected Person(s)” | has the same meaning ascribed thereto under the Listing Rules; |
| “Director(s)” | the director(s) of the Company; |
| “Group” | the Company and its subsidiaries from time to time; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China; |

| | |
|---|---|
| "Latest Practicable Date" | 22 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular prior to its publication; |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time; |
| "Nomination Committee" | the nomination committee of the Company; |
| "Remuneration Committee" | the remuneration committee of the Company; |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time; |
| "Share(s)" | ordinary share(s) of HK$0.01 each in the share capital of the Company; |
| "Shareholder(s)" | holder(s) of the Share(s); |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; |
| "Takeovers Code" | the Codes on Takeovers and Mergers and Share Buy-backs; |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong; |
| "S$" | Singapore dollars, the lawful currency of Singapore; and |
| "%" | per cent. |

# SOLIS HOLDINGS LIMITED
# 守益控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 2227)**

***Executive Directors:***
Mr. Tay Yong Hua *(Executive Chairman)*
Mr. Kenneth Teo Swee Cheng
(Kenneth Zhang Ruiqing)
*(Chief Executive Officer)*

***Independent Non-executive Directors:***
Ms. Carolyn Seet Su Lin
Mr. Choong Pei Nung
Mr. Kwong Choong Kuen (Huang Zhongquan)

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

***Principal place of business in Hong Kong:***
Units 903A-5, 9/F.,
8 Observatory Road,
Tsim Sha Tsui, Kowloon,
Hong Kong

30 April 2026

*To the Shareholders*

Dear Sir or Madam,

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

### INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2026 AGM for (i) granting the general mandates to the Directors to allot, issue, deal with new Shares and repurchase existing Shares; and (ii) the re-election of the retiring Directors.

## PROPOSED GRANT OF GENERAL MANDATES

At the 2025 AGM, general unconditional mandates were given to the Directors to exercise all powers of the Company to:

(a) allot, issue and deal with the Shares with an aggregate number of Shares not exceeding 20% of the number of Shares of the Company in issue as at that date;

(b) repurchase the Shares with an aggregate number of Shares not exceeding 10% of the number of Shares in issue as at that date; and

(c) extend the general mandate to issue Shares as mentioned in (a) above by the addition to the number of Shares purchased by the Company pursuant to the repurchase mandate set out in (b) above.

The above general mandates will expire at the conclusion of the 2026 AGM, unless renewed at that meeting. Three respective ordinary resolutions will be proposed at the 2026 AGM for the purposes of granting the general mandates to the Directors:

(a) to allot, issue and otherwise deal with additional Shares with the aggregate number of Shares not exceeding 20% of the number of Shares in issue (the "**Issue Mandate**") as at the date of passing the resolution approving the Issue Mandate, on the basis that 915,600,000 Shares were in issue as at the Latest Practicable Date and assuming no further Shares will be issued and repurchased and cancelled prior to the 2026 AGM, exercise in full of the Issue Mandate could result in up to 183,120,000 Shares being allotted and issued by the Company;

(b) to repurchase Shares with the aggregate number of Shares not exceeding 10% of the number of Shares in issue (the "**Repurchase Mandate**") as at the date of passing the resolution approving the Repurchase Mandate, on the basis that 915,600,000 Shares in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the 2026 AGM, the maximum number of Shares may be repurchased pursuant to the Repurchase Mandate will be 91,560,000; and

(c) to add to the general mandate to issue Shares (the "**Extension Mandate**") set out in (a) above by the number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the number of issued Shares as at the date of passing of such resolution granting the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will lapse at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2026 AGM; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

In respect of the Issue Mandate, the Board wishes to state that it has no immediate plans to issue any new Shares pursuant to the general mandate under that resolution.

In accordance with the requirements set out in the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing requisite information to consider the Repurchase Mandate subject to certain restrictions, which are set out in Appendix I to this circular.

**RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 84(1) of the Articles of Association, Mr. Tay Yong Hua and Mr. Kwong Choong Kuen (Huang Zhongquan) shall retire from office by rotation at the 2026 AGM and, being eligible, offer themselves for re-election at the 2026 AGM.

The Nomination Committee considered and assessed the suitability of the above retiring Directors for re-election in accordance with the nomination policy of the Company and found their performance satisfactory.

Mr. Kwong Choong Kuen (Huang Zhongquan) as the independent non-executive Director, had confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Board considered him meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. The Nomination Committee considered that him would continue to bring in objective insights and judgment to the Board as well as the Board committees he currently serves on.

All the above retiring Directors have consistently demonstrated strong commitment to their roles, and the ability to devote sufficient time to the Board and providing constructive comments at Board.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the knowledge, skills and experience brought by each of Mr. Tay Yong Hua and Mr. Kwong Choong Kuen (Huang Zhongquan) could continue to contribute to the diversity of the Board. The retiring Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Details of the retiring Directors proposed to be re-elected as the Directors at the 2026 AGM, which are required to be disclosed by the Listing Rules, are set out in Appendix II to this circular.

**2026 AGM**

The notice convening the 2026 AGM is set out on pages 13 to 16 of this circular.

A form of proxy for use at the 2026 AGM is enclosed with this circular. Whether or not you intend to attend the 2026 AGM, you are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the

2026 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and, in such event, the proxy form shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by way of poll. Therefore, all proposed resolutions put to vote at the 2026 AGM shall be taken by way of poll.

**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 Board considers that the proposed ordinary resolutions for the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such relevant resolutions to be proposed at the 2026 AGM.

Yours faithfully,
For and on behalf of the Board of
**Solis Holdings Limited**
**Tay Yong Hua**
*Executive Chairman and Executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.*

## SHAREHOLDERS' APPROVAL

The Listing Rules provide that all repurchase of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval in relation to specific transactions.

## SHARE CAPITAL

As at the Latest Practicable Date, 915,600,000 Shares were in issue and fully paid.

Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares are issued and repurchased prior to the 2026 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 91,560,000 Shares, representing 10% of the aggregate number of the Shares in issue.

## REASONS FOR REPURCHASE

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

## FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed purchases in accordance with the Articles of Association and the laws of the Cayman Islands.

## EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2025) in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective Close Associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company or its subsidiaries.

No Core Connected Persons 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 Repurchase Mandate is approved by the Shareholders.

## DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of Shares, 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of our Shareholders, 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 a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the following Shareholder was interested in more than 10% of the issued Shares:

| **Name of shareholders** | **Number of Shares held** | **Approximate % of the Company's issued voting shares** | **Approximate % of the Company's issued voting shares if the Repurchase Mandate is exercised in full** |
|---|---|---|---|
| Mr. Tay Yong Hua *Note 1* | 552,336,000 | 60.33% | 67.03% |
| HMK Investment Holdings Limited *Note 2* | 532,336,000 | 58.14% | 64.60% |

*Notes:*

1. Mr. Tay Yong Hua is personally interested in 20,000,000 Shares and deemed to be interested in 532,336,000 Shares held by HMK Investment Holdings Limited (see Note 2).

2. The 532,336,000 Shares are beneficially held by HMK Investment Holdings Limited, which is owned as to 90% by Mr. Tay Yong Hua, 6% by Mr. Tay Yong Meng and 4% by Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing), and they are deemed to be interested in 532,336,000 Shares held by HMK Investment Holdings Limited by virtue of the SFO.

Save as aforesaid, the Directors are not aware of any other consequence under the Takeovers Code as a result of a repurchase of Shares made pursuant to the Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate to such extent that the public shareholding would be reduced to less than 25% of the issued share capital of the Company.

## SHARE REPURCHASE MADE BY THE COMPANY IN THE PREVIOUS SIX MONTHS

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

## SHARE PRICES OF PREVIOUS TWELVE MONTHS

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

| | **Share Price** | |
|---|---|---|
| | **Highest** | **Lowest** |
| | *HK$* | *HK$* |
| **2025** | | |
| April | 0.098 | 0.063 |
| May | 0.103 | 0.066 |
| June | 0.200 | 0.090 |
| July | 0.149 | 0.089 |
| August | 0.115 | 0.094 |
| September | 0.180 | 0.101 |
| October | 0.150 | 0.105 |
| November | 0.150 | 0.115 |
| December | 0.200 | 0.105 |
| **2026** | | |
| January | 0.270 | 0.131 |
| February | 0.325 | 0.172 |
| March | 0.275 | 0.183 |
| April (up to the Latest Practicable Date) | 0.330 | 0.216 |

*As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the 2026 AGM:*

**EXECUTIVE DIRECTOR**

**Mr. Tay Yong Hua ("Mr. Tay")**

Mr. Tay, aged 66, is the founder of the Group. He was appointed as a Director on 21 June 2017. He was re-designated as an executive Director and appointed as the executive chairman of the Company (the "**Executive Chairman**") on 11 July 2017. He is also a member of the Remuneration Committee.

Mr. Tay Yong Hua founded the Group as a sole proprietor business in 1983 and has been our Group's chairman and managing director since the incorporation of Sing Moh Electrical Engineering Pte Ltd ("**Sing Moh**"), a subsidiary of the Company. Apart from setting the vision and the mission for the Group and guiding the Group to achieve its long-term business and financial objectives, Mr. Tay Yong Hua is also responsible for key clients/vendors partnership development and new business development. Mr. Tay is also the director of SME International Holdings Limited, a subsidiary of the Company.

Mr. Tay Yong Hua is an entrepreneur with over three decades of start-up and operational experience with a wide range of mechanical and electrical projects. In 1983, Mr. Tay Yong Hua founded Sing Moh Electrical Engineering Company as a sole-proprietorship, and in 1988, the sole proprietor business became Sing Moh.

Mr. Tay has entered into a service contract with the Company for an initial fixed term of 3 years with effect from 11 December 2017 and will continue thereafter until terminated in accordance with the terms of the service agreement, subject to retirement by rotation and be eligible for re-election by the Shareholders in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Tay is entitled to a fixed salary of S$686,000 per annum, which was determined with reference to his duties and responsibilities, the Company's remuneration policy, the time commitment, the prevailing market conditions and recommendations of the Remuneration Committee.

Save as being the brother of Mr. Tay Yong Meng (director of Sing Moh) and the uncle of Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing) (an executive Director), Mr. Tay does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or the Controlling Shareholders.

As at the Latest Practicable Date, Mr. Tay is deemed to be interested in 552,336,000 Shares (within the meaning of Part XV of the SFO) through his controlled corporation, HMK Investment Holdings Limited and Shares held personally, representing approximately 60.33% of the total issued Shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tay (a) does not hold any position with the Group; (b) did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) does not have any interest

in the Company within the meaning of Part XV of the SFO; and (d) there is no other matter concerning Mr. Tay that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Kwong Choong Kuen (Huang Zhongquan) ("Mr. Kwong")**

Mr. Kwong, aged 53, was appointed as an independent non-executive Director on 23 June 2021. He is also the chairman of the Audit Committee and a member of each of the Nomination Committee and the Corporate Governance Committee.

Mr. Kwong has over 20 years of experience in finance and accounting. He has been appointed as an independent non-executive director of BHCC Holding Limited (stock code: 1552), the issued shares of which are listed on the Main Board of the Stock Exchange since March 2020. He is also an independent non-executive director of Lincotrade & Associates Holdings Limited, a company listed on Singapore Stock Exchange (stock code: BFT) and Orangekloud Technology Inc., whose shares are listed on NASDAQ Stock Market (symbol: ORKT) since January 2024 and July 2024 respectively. Mr. Kwong has been the Chief Financial Officer of Universal Consultants Pte Ltd since October 2025.

Mr. Kwong graduated from the Nanyang Technological University with a Bachelor of Accountancy in June 1996. He is also a Chartered Accountant of Singapore and has been a member of the Institute of Certified Public Accountants of Singapore since September 1999 and a member of the Institute of Singapore Chartered Accountants since July 2013.

Mr. Kwong has entered into a letter of appointment with the Company for a fixed term of one year commencing on 23 June 2021 and will continue thereafter until terminated in accordance with the terms of the letter of appointment, subject to re-election or retirement by rotation at general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Kwong was entitled to an annual director's fee of HK$240,000, which was determined with reference to his duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. Mr. Kwong's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibility and annual performance.

As at the Latest Practicable Date, Mr. Kwong was interested in 2,144,000 Shares under Part XV of the SFO, representing approximately 0.23% of the issued share capital of the Company.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Kwong (a) does not hold any position with the Group; (b) did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) does not have any

relationship with any Directors, senior management of the Company, substantial Shareholders or the Controlling Shareholders; (d) does not have any interest in the Company within the meaning of Part XV of the SFO; and (e) there is no other matter concerning Mr. Kwong that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

# SOLIS HOLDINGS LIMITED
# 守益控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock Code: 2227)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "**Meeting**") of Solis Holdings Limited (the "**Company**") will be held at 85 Tagore Lane, Singapore 787527 on Friday, 5 June 2026 at 3:00 p.m. for the following purposes:

## ORDINARY RESOLUTIONS

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

2. To re-elect the following Directors:

   (a) Mr. Tay Yong Hua as an executive Director; and

   (b) Mr. Kwong Choong Kuen (Huang Zhongquan) as an independent non-executive director;

3. To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors;

4. To re-appoint Baker Tilly TFW LLP as the Auditor and to authorise the Board to fix their remuneration;

To consider as special business, and if thought fit, to pass the following resolutions as ordinary resolutions:

5. "**THAT**:

   (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the Company (the "**Shares**") or securities convertible into the Shares, or options

or warrants for similar rights to subscribe for any Shares and to make or grant offers and agreements which might require the exercise of such powers be and the same is hereby approved generally and unconditionally;

(B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers and agreements which might require the exercise of such power during or after the end of the Relevant Period (as defined below); and

(C) the aggregate number of shares allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to:

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

(ii) the exercise of any option under the Company's share option scheme(s) or similar arrangements; or

(iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares pursuant to the articles of association of the Company (the "**Articles of Association**") from time to time; or

(iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into Shares;

shall not exceed 20% of the number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(D) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until 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 either by any applicable laws or by the Articles of Association to be held; and

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

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

6. "**THAT**:

(A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act of the Cayman Islands and all applicable laws in this regard, be and the same is hereby approved generally and unconditionally;

(B) the aggregate number of shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (A) above shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of this resolution, and the said approval shall be limited accordingly; and

(C) 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 either by any applicable laws or by the Articles of Association to be held; and

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

7. "**THAT** conditional upon the passing of ordinary resolutions no. 5 and 6 as set out in this notice convening the Meeting, the aggregate number of shares of the Company that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said ordinary resolution no. 6 shall be added to the aggregate number of shares that may be allotted, issued and disposed of or agreed conditionally or unconditionally to be allotted and issued by the

Directors pursuant to the general mandate to allot and issue shares granted to the Directors by the said ordinary resolution no. 5, provided that such extended amount shall not exceed 10% of the number of issued Shares of the Company as at the date of passing this resolution."

By Order of the Board
**Solis Holdings Limited**
**Tay Yong Hua**
*Executive Chairman and Executive Director*

Hong Kong, 30 April 2026

*Notes:*

i. Any member entitled to attend and vote at the Meeting convened is entitled to appoint another person(s) as his/her proxy to attend and vote in his/her behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.

ii. To be valid, a form of proxy together with 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 Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof should he so wish, in such event, the form of proxy shall be deemed to be revoked.

iii. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of Shareholders in respect of the joint holding.

iv. The above resolutions will be put to vote at the Meeting by way of poll.

v. 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 transfers of shares will be registered. To determine the entitlement to attend and vote at the Meeting, all transfer document, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 1 June 2026.