THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Ever Reach Group (Holdings) Company Limited

恒達集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3616)

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

The notice convening the Annual General Meeting ("**AGM**") of Ever Reach Group (Holdings) Company Limited (the "**Company**") to be held at Java Room II-III, 2/F, Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong on Friday, 5 June 2026 at 10:30 a.m. is set out in this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:30 a.m. on Wednesday, 3 June 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.everreachgroup.com).

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

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" or "AGM"	the annual general meeting of the Company to be held at Java Room II-III, 2/F, Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong on Friday, 5 June 2026 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Company"	Ever Reach Group (Holdings) Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the Director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$/HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury Shares) of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM
"Latest Practicable Date"	24 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"PRC"	The People's Republic of China
"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 HKD0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
"Share Buy-back Mandate"	a general mandate proposed to be granted to the Directors to buy back/repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the AGM
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	The Codes on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
"treasury Shares"	has the meaning ascribed to it under the Listing Rules

Ever Reach Group (Holdings) Company Limited
恒達集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3616)

Executive Directors:
Mr. LI Xiaobing
Mr. WANG Zhenfeng
Ms. LI Man
Mr. WANG Quan

Independent Non-executive Directors:
Mr. LEE Kwok Lun
Mr. WEI Jian
Mr. FANG Cheng

Registered Office:
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Headquarters in the PRC:
266 Bayi Road, Xuchang City
Henan Province
The PRC

Principal Place of Business in Hong Kong:
Room 1409, Floor 14, Leighton Centre
77 Leighton Road, Causeway Bay
Hong Kong

30 April 2026

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Friday, 5 June 2026.

The notice of AGM is set out on pages 18 to 22 of this circular. Shareholders are advised to read the notice of the AGM and to complete and return the accompanying form of proxy for use at the AGM in accordance with the instruction printed thereon.

For the purpose of Shareholder's eligibility to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 1 June 2026 to Friday, 5 June 2026, both days inclusive, during which period no transfer of shares will be registered. As such, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 May 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is 5 June 2026.

Pursuant to the Listing Rules, all resolutions put to vote at the AGM shall be taken by poll except where the chairman of the meetings, 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.

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Li Xiaobing, Mr. Wang Zhenfeng and Mr. Lee Kwok Lun will retire at the AGM. In addition, Ms. Li Man who has been appointed by the Company on 30 December 2025 shall hold office until the Annual General Meeting and shall then be eligible for re-election pursuant to Article 83(3). All of the above Directors, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee will give consideration to various factors such as character, qualifications, experience, independence, time commitment and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation for re-election of retiring directors to the Board.

Mr. Li Xiaobing, Mr. Wang Zhenfeng and Ms. Li Man have extensive experience in strategic planning, operational management and corporate administration of property development business in the PRC. The Nomination Committee found their experience and performance are satisfactory and suitable to serve the board as executive directors. Mr. Lee Kwok Lun has over 15 years of experience in accounting, audit, corporate finance and financial management and has relevant professional qualifications in accounting. The Nomination Committee has also assessed independence of each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules included Mr. Lee Kwok Lun confirmed his independence.

Therefore, the Nomination Committee nominated the retiring Directors, namely Mr. Li Xiaobing, Mr. Wang Zhenfeng, Ms. Li Man and Mr. Lee Kwok Lun to the Board for it to propose to the Shareholders for re-election at the AGM. Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors stand for re-election as Directors at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the AGM (i.e. a total of 120,000,000 Shares on the basis that no further Shares are issued or bought back before the AGM). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

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

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with (including any sale or transfer of treasury Shares) additional Shares of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM (i.e. a total of 240,000,000 Shares on the basis that no further Shares are issued or bought back before the AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the AGM.

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

5. RE-APPOINTMENT OF AUDITOR

The estimated audit fee payable agreed with McMillan Woods (Hong Kong) CPA Limited for the audit for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB2.0 million to RMB2.5 million (exclusive of out-of-pocket expenses). The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and McMillan Woods (Hong Kong) CPA Limited on a fair and reasonable basis, taking into account, among other things, the business scale and industry of the Group, expected audit scope, audit timetable, manpower and expected auditors' resources required. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 18 to 22 of this circular.

At the AGM, resolutions will be proposed to the Shareholders including re-election of Directors, granting of general mandate to buy back shares and, granting of general mandate to issue shares.

Pursuant to Rule 13.39 of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meetings, 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 Chairman of the AGM will therefore demand a poll for every resolution put to the vote at the AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:30 a.m. on Wednesday, 3 June 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
LI Xiaobing
Chairman and Executive Director

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

1. MR. LI XIAOBING

Mr. Li Xiaobing, aged 48, is the executive Director and Chairman of the Company and was appointed as a Director on 22 July 2016. He was also the Chairman of the Nomination Committee until he ceased to be Chairman and member on 30 June 2025. Mr. Li Xiaobing joined the Group in October 2004 as the manager of the purchasing department (採購部經理) of Xuchang Hengda Property Group Company Limited* (許昌恒達房地產集團有限公司) ("**Xuchang Hengda**") and has since then served a number of managerial and directorship positions of various members of the Group. Mr. Li Xiaobing has extensive experience in strategic planning, operational management and corporate administration of property development business in the PRC. He is also a director of Ever Commitment (PTC) Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

In December 2006, Mr. Li Xiaobing obtained an Executive Master of Business Administration from Huazhong University of Science and Technology (華中科技大學) in Wuhan. Mr. Li Xiaobing was elected as the standing member of the Seventh Xuchang Municipal Committee of the Chinese People's Political Consultative Conference from 14 May 2020 to January 2023, and served as a representative member in the 14th People's Congress of Henan Province on 9 January 2023.

Mr. Li is the elder brother of Ms. Li Man, an executive Director of the Company.

Mr. Li entered into a service agreement with the Company for a term of three years commencing from 22 October 2024 subject to termination by either party thereto giving to the other not less than three months' prior written notice. Mr. Li's remuneration recorded in 2025 of approximately RMB848,000 were determined by the Board with reference to his experience, qualification and responsibilities to be undertaken.

As at the Latest Practicable Date, Mr. Li was interested or deemed to be interested in 900,000,000 shares of the Company, representing 75% of the issued share capital of the Company, through Ever Enhancement Enterprise Company Limited (恒升企業有限公司) and Ever Enrichment Enterprise Company Limited (恒潤企業有限公司).

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares,

* *English name for identification purpose only*

underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) does not hold any other positions within our Group.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Li that need to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

2. MR. WANG ZHENFENG

Mr. Wang Zhenfeng, aged 57, is the executive Director and chief executive officer of the Company and was appointed as a Director on 19 May 2017. He is also a member of the Legal Compliance Committee. Mr. Wang Zhenfeng joined the Group in May 2002 and has been the general manager (總經理) of Xuchang Hengda since November 2006, the director of Xuchang Hengda since October 2007, the director of Henan Dadi from August 2012 to 1 January 2025, the chief executive officer (總裁) of Xuchang Hengda since February 2013, and director of Henan Hengzhi Architectural Engineering Design Co., Ltd.* (河南恒致建築工程設計有限公司) and director of Xuchang Hengrun since 1 January 2025. Mr. Wang Zhenfeng has extensive experiences in strategic planning, operational and financial management as well as corporate administration of property development businesses in the PRC.

Mr. Wang Zhenfeng obtained an undergraduate degree in industrial economics (工業經濟) from Henan University of Finance and Economics* (河南財經政法大學) (the predecessor of Henan Institute of Finance* (河南財經學院)) in June 1992. He then attained the qualification of accountant in the speciality of enterprise accounting (企業會計) as conferred by the Ministry of Finance of the PRC* (中華人民共和國財政部) in May 1996, and also obtained the qualification lawyer certificate (律師資格 證書) from the Review Committee of Lawyer Qualification under the Ministry of Justice of the PRC* (中華人民共和國司法部律師資格審查委員會) in July 2001. He has become a non-practising member (非執業會員) of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since June 2012. Mr. Wang Zhenfeng has served as a member of the 16th Standing Committee of Weidu District 16th People's Congress since 21 April 2022, and as a member of the 8th Committee of Xuchang Municipal Committee of the Chinese People's Political Consultative Conference since June 2024.

Mr. Wang Zhenfeng entered into a service agreement with the Company for a term of three years commencing from 22 October 2024 subject to termination by either party thereto giving to the other not less than three months' prior written notice. Mr. Wang's remuneration recorded in 2025 of approximately RMB752,000 were determined with reference by his experience, qualification and responsibilities to be undertaken.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) does not hold any other positions within our Group.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Wang that need to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

3. MS. LI MAN

Ms. Li Man, aged 44, joined the Group in October 2013 and was appointed as a Director on 30 December 2025. She currently serves as Assistant to the CEO of Xuchang Hengda, a subsidiary of the Company, responsible for assisting the CEO in managing the Group's financial matters. She served various positions in Xuchang Hengda, from October 2013 to April 2021, namely, the financial controller of Account Department and the financial controller of the Group. Prior to joining the Group, Ms. Li worked in various local government authorities. Ms. Li graduated from the Correspondence Institute of the Party School of the Communist Party of China (中共中央黨校函授學院) through correspondence study in December 2005, majoring in Economic Management (經濟管理) and obtained a bachelor degree of Economics (online education) from the China University of Petroleum (中國石油大學) in July 2006. In June 2010, she was awarded a Certificate in Basic Computerised Accounting Training* (會計電算化初級知識培訓合格證書) issued by Department of Finance of Henan Provincial (河南省財政廳).

Ms. Li is the younger sister of Mr. Li Xiaobing, an executive Director, chairman and controlling shareholder of the Company.

Ms. Li has entered into a service contract with the Company for a term of three years commencing from 30 December 2025 and is subject to retirement by rotation and be eligible for re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the above service contract, Ms. Li will not receive any remuneration from the Company in respect of her appointment as executive Director.

Save as disclosed above, as at the Latest Practicable Date, Ms. Li has confirmed that (i) she does not hold any other position with the Company or any of its subsidiaries; (ii) she does not hold any directorships in any other listed public companies in Hong Kong or overseas in the last three years; (iii) she does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; and (iv) she does not have or is not deemed to have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the appointment of Ms. Li that need to be brought to the attention of the shareholders of the Company and there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

4. MR. LEE KWOK LUN

Mr. Lee Kwok Lun, aged 42, was appointed as an independent non-executive Director of the Company on 22 October 2018. He is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee, the Nomination Committee (re-designated as chairman of the Nomination Committee on 30 June 2025) and the Legal Compliance Committee. Mr. Lee is currently an independent non-executive director of (i) Dragon Rise Group Holdings Limited, a company listed on the Stock Exchange (Stock Code: 6829); (ii) Wing Chi Holdings Limited, a company listed on the Stock Exchange (Stock code: 6080) and (iii) Winto Group (Holdings) Limited, a company listed on the Stock Exchange (Stock Code: 8238) (appointed on 10 April 2025). He is also a director of Prism Shanghai and Hong Kong Limited. Mr. Lee has over 16 years of experience in accounting, audit, corporate finance and financial management. Mr. Lee was the company secretary of Solis Holdings Limited, a company listed on the Stock Exchange (Stock Code: 2227), from December 2019 to April 2023.

Mr. Lee entered into a letter of appointment with the Company for a term of three years commencing from 22 October 2024 subject to termination by either party thereto giving to the other not less than three months' prior written notice. Mr. Lee is entitled to receive an annual director's fee in the sum of HKD264,000.

Mr. Lee has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee (i) has not held any directorship in any public listed companies in the past three years; (ii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; (iii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iv) does not hold any other positions within our Group.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Lee that need to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of Listing Rules.

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

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back before the AGM, i.e. being 1,200,000,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 120,000,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of the AGM.

2. REASONS FOR SHARE BUY-BACK

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

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

3. FUNDING OF SHARE BUY-BACK

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

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However,

the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company or will result in the total number of Shares held in the hands of the public falling below the minimum public float of 25% as required by the Listing Rules.

5. MARKET PRICES OF SHARES

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

Month	**Highest**	**Lowest**
	HK$	*HK$*
April, 2025 (suspension)	—	—
May, 2025 (suspension)	—	—
June, 2025 (suspension)	—	—
July, 2025 (suspension)	—	—
August, 2025 (suspension)	—	—
September, 2025	0.88	0.35
October, 2025	0.40	0.30
November, 2025	0.49	0.21
December, 2025	0.42	0.25
January, 2026	0.28	0.20
February, 2026	0.23	0.20
March, 2026	0.23	0.20
April, 2026 (up to the Latest Practicable Date)	0.22	0.20

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company may cancel repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may applicable, they will exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the memorandum of association, articles of association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, the register of the Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name	Capacity	Number of Shares	Approximate percentage of interest	Approximate percentage of shareholding if the Share Buyback Mandate is exercised in full
Ever Enhancement Enterprise Company Limited	Beneficial owner	855,000,000	71.25%	79.17%
Ever Commitment (PTC) Limited *(note 1)*	Interest of a controlled corporation	855,000,000	71.25%	79.17%
Mr. Li Xiaobing *(notes 1 & 2)*	Settlor of a discretionary trust/Interest of a controlled corporation	900,000,000	75.00%	83.33%

Notes:

1. As of the Latest Practicable Date, Ever Enhancement Enterprise Company Limited was one of the controlling shareholders and was wholly-owned by Ever Commitment (PTC) Limited. Ever Commitment (PTC) Limited is the trustee of the family trust established by Mr. Li Xiaobing as the sole settlor for the benefit of a list of discretionary beneficiaries including Mr. LI Xiaobing himself and any other person or classes of person (save for Mr. Li Xiaobing's father and mother) to be appointed by and at the sole discretion of Ever Commitment (PTC) Limited (as trustee) from time to time. Mr. Li Xiaobing is deemed to be interested in the shares in Ever Commitment (PTC) Limited and Ever Commitment (PTC) Limited is deemed to be interested in any shares in which Ever Enhancement Enterprise Company Limited is interested pursuant to the SFO.

2. As of the Latest Practicable Date, Ever Enrichment Enterprise Company Limited holds 45,000,000 Shares in the Company. Mr. Li Xiaobing owns 100% interests in Ever Enrichment Enterprise Company Limited and is deemed to be interested in any shares in which Ever Enrichment Enterprise Company Limited is interested pursuant to the SFO.

In the event that the Directors shall exercise in full the Share Buy-back Mandate and assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a share buy-back, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a share buy-back, an exercise of the Share Buy-back Mandate whether in whole or in part may result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Share Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

8. SHARE BUY-BACK MADE BY THE COMPANY

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

Ever Reach Group (Holdings) Company Limited
恒達集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3616)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Ever Reach Group (Holdings) Company Limited (the "**Company**") will be held at Java Room II-III, 2/F, Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong on Friday, 5 June 2026 at 10:30 a.m. for the following purposes:

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

2. (a) To re-elect Mr. Li Xiaobing as a Director;

   (b) To re-elect Mr. Wang Zhenfeng as a Director;

   (c) To re-elect Ms. Li Man as a Director;

   (d) To re-elect Mr. Lee Kwok Lun as a Director; and

   (e) To authorise the board of Directors to fix the remuneration of the Directors.

3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

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

"**THAT**:

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

(b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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 any applicable laws to be held; and

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

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

"**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

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

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

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

shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); 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 any applicable laws to be held; and

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

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

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

"**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors (including any sale or transfer of treasury shares out of treasury) pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

By Order of the Board
Ever Reach Group (Holdings) Company Limited
LI Xiaobing
Chairman and Executive Director

Hong Kong, 30 April 2026

As at the date of this notice, the executive Directors are Mr. LI Xiaobing, Mr. WANG Zhenfeng, Ms. LI Man and Mr. WANG Quan; and the independent non-executive Directors are Mr. LEE Kwok Lun, Mr. WEI Jian and Mr. FANG Cheng.

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:30 a.m. on Wednesday, 3 June 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, 1 June 2026 to Friday, 5 June 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 29 May 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is 5 June 2026.

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

6. If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 7:30 a.m. (Hong Kong time) on the date of the above meeting, the meeting will be postponed. The Company will publish an announcement on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.everreachgroup.com) to notify members of the Company of the date, time and venue of the rescheduled meeting.