**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 your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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

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富景農業

# Fujing Holdings Co., Limited
# 富景中國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2497)**

## (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, (2) PROPOSED RE-ELECTION OF DIRECTORS, (3) PROPOSED RE-APPOINTMENT OF AUDITOR, AND (4) NOTICE OF ANNUAL GENERAL MEETING

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The notice convening the annual general meeting of the Company (the "**AGM**") to be held at 10/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on 22 May 2026 (Friday) at 10:30 a.m. is set out on pages 18 to 22 of this circular.

Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 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 AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. For the avoidance of doubt, holders of Treasury Shares (if any) have no voting rights at the Company's general meeting(s).

Hong Kong, 30 April 2026

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* *The English translations of terms or names in Chinese which are marked with "*" are for identification purpose only.*

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

| | |
|---|---|
| "AGM" | the annual general meeting of the Company to be convened and held at 10/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on 22 May 2026 (Friday) at 10:30 a.m., or where the context so admits, any adjournment thereof |
| "Articles of Association" | the amended and restated articles of association of the Company currently in force |
| "associates" | has the meaning ascribed to it under the Listing Rules |
| "Board" | the board of Directors of the Company |
| "CCASS" | the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited |
| "close associate(s)" | has the meaning ascribed to it under the Listing Rules |
| "Companies Act" | the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (as amended, supplemented or otherwise modified from time to time) |
| "Company" | Fujing Holdings Co., Limited (富景中國控股有限公司), an exempted company incorporated in the Cayman Islands on 23 July 2019 with limited liability with its Shares listed on the Stock Exchange |
| "Controlling Shareholder(s)" | has the meaning ascribed to it under the Listing Rules |
| "core connected person(s)" | has the meaning ascribed to it under the Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "Extension Mandate" | a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issuing Mandate |
| "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 |
| "Issuing Mandate" | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of the issued Shares (excluding Treasury Shares) as at the date of the passing of the relevant resolution at the AGM |
| "Latest Practicable Date" | 23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time |
| "Mr. Zhang" | Mr. Zhang Yonggang (張永剛), our chairman, executive Director, chief executive officer and one of our Controlling Shareholders |
| "PRC" | the People's Republic of China which shall, for the purpose of this Circular, exclude Hong Kong, Macau and Taiwan |
| "ProsperFusion" | ProsperFusion Global Limited, a company incorporated in the BVI with limited liability which is wholly owned by Trident Trust |
| "Repurchase Mandate" | a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the total number of which shall not exceed 10% of the total number of the issued Shares (excluding Treasury Shares) of the Company as at the date of passing the relevant resolution at the AGM, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled |
| "SFC" | the Securities and Futures Commission of Hong Kong |

| | |
|---|---|
| "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) with nominal value of US$0.01 each in the share capital of the Company |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "Silver Glory" | Silver Glory Technology Limited, a company incorporated in the BVI with limited liability |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Code on Takeovers and Mergers issued by SFC, as amended, supplemented or otherwise modified from time to time |
| "Wider International" | Wider International Group Limited (匯得國際集團有限公司), a Company incorporated in the British Virgin Islands on 24 May 2019 as a British Virgin Islands business Company which is wholly-owned by Mr. Zhang |
| "Treasury Shares" | has the meaning as defined under the Listing Rules |
| "Trident Trust" | Trident Trust Company (HK) Limited (恒泰信託(香港)有限公司), a company incorporated in Hong Kong with limited liability |
| "%" | per cent |



富景農業

# Fujing Holdings Co., Limited
# 富景中國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2497)**

*Executive Directors:*
Mr. Zhang Yonggang
*(Chairman and Chief Executive Officer)*
Mr. Lyu Zhonghua
Mr. Cui Wei
Ms. Geng Juan
Mr. Pang Jinhong

*Independent Non-executive Directors:*
Mr. Lam Chik Tong
Dr. Li Junliang
Dr. Wang Wenyuan

*Registered office:*
89 Nexus Way, Camana Bay
Grand Cayman
KY1-9009
Cayman Islands

*Headquarters and principal place of business in the PRC:*
Huanhu North Road South
Nanbu Village South
Rizhuang Town, Laixi
Qingdao, Shandong Province
PRC

*Principal place of business in Hong Kong:*
Unit 16, 28/F, One Midtown
11 Hoi Shing Road, Tsuen Wan
New Territories, Hong Kong

*To the Shareholders*

Dear Sir or Madam,

## (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, (2) PROPOSED RE-ELECTION OF DIRECTORS, (3) PROPOSED RE-APPOINTMENT OF AUDITOR, AND (4) NOTICE OF ANNUAL GENERAL MEETING

### INTRODUCTION

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM regarding (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by

ordinary resolutions of the Shareholders passed on 27 June 2025; (b) the re-election of the retiring Directors; and (c) the re-appointment of auditor of the Company and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

## PROPOSED GRANT OF ISSUING MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

On 27 June 2025, ordinary resolutions were passed by the Shareholders for granting the Directors (a) a general and unconditional mandate to allot, issue and deal with Shares; and (b) a general and unconditional mandate to repurchase Shares; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the issued Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

(a) to grant the Issuing Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of the issued Shares (excluding Treasury Shares) of the Company on the date of passing of such resolution;

(b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares not exceeding 10% of the total number of the issued Shares (excluding Treasury Shares) of the Company on the date of passing of such resolution, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled; and

(c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued or sold or transferred out of treasury under the Issuing Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions is set out in the resolutions numbered 4 to 6 in the notice of the AGM contained on pages 18 to 22 of this circular.

Each of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 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 mandate 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.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

## PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 84(1) of the Articles of Association, at least 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 at each annual general meeting provided that every Director shall be subject to retirement by rotation at least once every three years.

Accordingly, Dr. Li Junliang, Mr. Cui Wei and Mr. Pang Jinhong shall retire from office by rotation, and all are eligible to offer themselves for re-election at the AGM.

The nomination committee of the Company will review the structure, size and composition (including the skills, knowledge and experience required) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, competency, skills and experience, and ability, time, commitment and willingness of serve), with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

Dr. Li Junliang the retiring independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

The nomination committee of the Company had considered and nominated the above retiring Directors to the Board for it to propose to the Shareholders for re-election at the AGM.

Dr. Li Junliang has extensive experience in the field of agricultural science. The Board is of the view that his perspectives, skills and experiences will contribute effectively to the Board including the diversity of the Board.

Accordingly, with the recommendation of the nomination committee of the Company, the Board has proposed that each of the above retiring Directors, namely Dr. Li Junliang, Mr. Cui Wei and Mr. Pang Jinhong stand for re-election as Directors by way of separate resolutions at the AGM.

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

## PROPOSED RE-APPOINTMENT OF AUDITOR

McMillan Woods (Hong Kong) CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. Following the recommendation of the audit committee of the Company, the Board proposed to re-appoint McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company with a term expiring upon the next annual general meeting of the Company, and the Board proposed to be authorized to fix its remuneration. It is currently estimated that the remuneration for the auditor's audit services for the year ending 31 December 2026 will range from RMB1.0 million to RMB1.2 million. The estimate has taken into account, amongst others, the historic fees of the auditor, the expected audit scope and resources required to be committed by the auditor given the Company's business, and remains subject to the mutual agreement of the actual audit fees between the auditor and the Company. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

## AGM

A 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 to be considered at the AGM, including: (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions of the Shareholders passed on 27 June 2025; (b) the re-election of the retiring Directors; and (c) the re-appointment of auditor of the Company.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM in person, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 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 AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The Company reminds all Shareholders that attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing proxy forms with voting instructions, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

## VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## 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 misleading.

## RECOMMENDATION

The Board (including all independent non-executive Directors) considers that the proposed resolutions set out in the notice of the AGM including (a) the grant to the Directors of the Issuing Mandate, the Repurchase Mandate and the Extension Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors by ordinary resolutions of the Shareholders passed on 27 June 2025; (b) the re-election of the retiring Directors; and (c) the re-appointment of auditor of the Company, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

## GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

## MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
**Fujing Holdings Co., Limited**
**ZHANG Yonggang**
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 30 April 2026

*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.*

## LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares 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.

## SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 500,000,000 Shares in issue (excluding Treasury Shares).

The Repurchase Mandate will enable the Directors to repurchase the Shares not exceeding 10% of the total number of the issued Shares (excluding Treasury Shares) of the Company on the date of passing the relevant ordinary resolution at the AGM, and to determine such Shares repurchased shall be held as Treasury Shares by the Company or otherwise be cancelled. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased by the Company, the Directors will be authorised under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which is expected to be convened on or before 30 June 2027.

## FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association, the Listing Rules and the applicable laws of the Cayman Islands, which may include distributable profits of the Company.

## REASONS FOR REPURCHASES

The Directors believe that the ability to repurchase Shares is in the interests of the Company and the Shareholders as a whole. Such repurchases may, depending on circumstances, result in an increase in the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the memorandum of association of the Company as amended from time to time, the Articles of Association, and the applicable laws of the Cayman Islands.

## EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

In the event that the Company repurchases any Shares, the Company may cancel such repurchased Shares and/or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of such repurchase.

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 the Hong Kong Securities Clearing Company Limited 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.

## CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates had a present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person had notified the Company that he/she/it had a present intention to sell Shares to the Company, or had undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

## THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a repurchase of Shares, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company:

| Name | Number of Shares held | Capacity and nature of interest | Approximate percentage of shareholding in the Company As at the Latest Practicable Date | Approximate percentage of shareholding in the Company If Repurchase Mandate is exercised in full |
|---|---|---|---|---|
| Silver Glory *(Note 1)* | 273,636,275 | Beneficial owner | 54.73% | 60.81% |
| ProsperFusion *(Note 1)* | 273,636,275 | Interest of a controlled corporation | 54.73% | 60.81% |
| Trident Trust *(Note 1)* | 273,636,275 | Trustee | 54.73% | 60.81% |
| Mr. Zhang *(Note 1)* | 273,636,275 | Interest of a controlled corporation | 54.73% | 60.81% |
| Ms. Geng Juan *(Note 1)* | 273,636,275 | Interest of a controlled corporation | 54.73% | 60.81% |
| Beauty Sources Holdings Limited *(Note 2)* | 74,878,018 | Beneficial owner | 14.98% | 16.64% |
| Ms. Geng Qi *(Note 2)* | 74,878,018 | Interest of a controlled corporation | 14.98% | 16.64% |

*Notes:*

1. On 28 July 2025, 273,636,275 Shares (approximately 54.73% of the total number of the Shares) which were previously owned by Wider International (wholly-owned by Mr. Zhang) were transferred to Silver Glory as part of the family trust established by Mr. Zhang. The beneficiaries of the family trust are Mr. Zhang (who is also the settlor), Ms. Geng Juan, an executive Director, and the children of Mr. Zhang. Upon such transfer, 273,636,275 Shares were held by Silver Glory, which was in turn owned as to 0.01% by Wider International and 99.99% by ProsperFusion. ProsperFusion is wholly owned by Trident Trust as the trustee of the trust. Accordingly, each of Mr. Zhang, Ms. Geng Juan, Trident Trust and ProsperFusion is deemed to be interested in the Shares held buy Silver Glory under the SFO. Wider International ceased to be a substantial shareholder after the transfer.

2. The issued shares of Beauty Sources Holdings Limited are wholly owned by Ms. Geng Qi, the sister of Ms. Geng Juan who is cohabiting with Mr. Zhang as his spouse. Under the SFO, Ms. Geng Qi is deemed, or taken to be interested in the Shares beneficially owned by Beauty Sources Holdings Limited.

On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full.

The Directors will not repurchase the Shares if the repurchase would result in the number of the listed securities (excluding the Treasury Shares) which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

## SHARE REPURCHASE MADE BY THE COMPANY

Saved as disclosed herein, the Company had not repurchased any Shares in the six months period preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

## SHARE PRICES

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

| | **Share Price** | |
|---|---|---|
| | **Highest** | **Lowest** |
| | *HK$* | *HK$* |
| **2025** | | |
| April | 0.940 | 0.740 |
| May | 0.960 | 0.760 |
| June | 0.960 | 0.880 |
| July | 0.940 | 0.710 |
| August | 0.900 | 0.760 |
| September | 0.800 | 0.570 |
| October | 0.750 | 0.480 |
| November | 0.650 | 0.490 |
| December | 0.560 | 0.420 |
| **2026** | | |
| January | 0.610 | 0.395 |
| February | 0.610 | 0.500 |
| March | 0.610 | 0.470 |
| April (up to the Latest Practicable Date) | 0.630 | 0.500 |

## GENERAL

The Directors will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

*The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:*

**Executive Directors**

**Mr. Cui Wei ("Mr. Cui") (崔偉)**, aged 42, was appointed as our executive Director on 27 May 2020. Mr. Cui joined our Group in April 2012 and is primarily responsible for monitoring the operation and business development of our Group and overseeing procurement and management function.

Mr. Cui has over 16 years' experience in the agriculture industry. Prior to joining our Group, Mr. Cui worked in Qingdao Shenlan Fertiliser Industry Company Limited* (青島深藍肥業有限公司), a company principally engaged in production, development and sale of fertilisers, from March 2010 to March 2012. He has been appointed as a director of Fujing Agriculture from August 2015 to February 2020 and a secretary to the board of directors of Fujing Agriculture from August 2015 to May 2019. He has also been appointed as a secretary to the chairman of Fujing Agriculture since April 2012.

Mr. Cui graduated from Shandong Normal University (山東師範大學), the PRC, with a bachelor's degree in management (specialising in Public Administration) in June 2007.

As at the Latest Practicable Date, Mr. Cui had a corporate interest in 9,900,010 Shares representing approximately 1.98% of the issued Shares within the meaning of Part XV of the SFO.

Mr. Cui entered into a service contract with the Company. His appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Cui is entitled to a remuneration of RMB216,000 per year as an executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cui (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or Controlling Shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the reelection of Mr. Cui that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

**Mr. Pang Jinhong ("Mr. Pang") (逄金洪)**, aged 36, was appointed as our executive Director on 27 May 2020. Mr. Pang joined our Group in February 2013 and is primarily responsible for devising and implementation of strategies and managing technical and quality control functions as well as the supervision of our subcontracting labours in respect of our cultivation function.

Mr. Pang has over 14 years of experience in production of agricultural products. Prior to joining our Group, Mr. Pang served as a technician in Qingdao Zhonghe Agricultural Technology Company Limited* (青島中禾農業科技有限公司), a company principally engaged in cultivation and sale of vegetable produce and food, grain, arbours and flowers from November 2011 to December 2012, during which he provided technical support for the production of agricultural products and formulated production plans. He has been appointed as a technical director of Fujing Agriculture since February 2013.

Mr. Pang obtained his bachelor's degree in Agricultural Economic Management from Shenyang Agricultural University (瀋陽農業大學), the PRC, in June 2011.

Mr. Pang entered into a service contract with the Company. His appointment is for a fixed term of three years, which is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Pang is entitled to a remuneration of RMB84,000 per year as an executive Director which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pang (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or Controlling Shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the reelection of Mr. Pang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

**Independent non-executive Director**

**Dr. Li Junliang ("Dr. Li") (李俊良)**, aged 63, was appointed as our independent non-executive Director on 16 November 2023 with effect from 26 February 2024. He is a member of our audit committee, nomination committee and remuneration committee.

Dr. Li has over 41 years of experience in teaching agricultural science. He has been teaching in the Qingdao Agricultural University (青島農業大學) (formerly known as Laiyang Agricultural College (萊陽農學院)) since July 1984. He worked as a teaching assistant from July 1984 to June 1992, and was promoted to lecturer and assistant professor in July 1992 and October 1998, respectively. Since February 2005, he has been working as a professor in Qingdao Agricultural University. Between August 2005 and September 2016, he was also appointed as an associate dean (副院長) in August 2005 and resigned in September 2016.

Dr. Li was awarded with third prize in Shandong Provincial Science and Technology Award* (山東省科學技術獎) issued by People's Government of Shandong Province (山東省人民政府) in December 2011 for his study in the research and application of water and fertiliser regulation and management in intensive vegetable production, and was later awarded with first prize in Shandong Provincial Science and Technology Award* (山東省科學技術獎) issued by People's Government of Shandong Province (山東省人民政府) in February 2014 for his study in formation mechanism of apple and the research and application of high-quality and high-efficiency cultivation techniques.

Dr. Li obtained his bachelor's degree in Soil Science and Agricultural Chemistry from Shandong Agricultural University (山東農業大學) in July 1984. Dr. Li obtained his master's degree in Corp Nutrition and Fertilisation (作物營養與施肥) from Beijing Agricultural University (北京農業大學) (currently known as China Agricultural University) in July 1993. He then obtained his doctoral degree in Agricultural Study from China Agricultural University (中國農業大學) in July 2001.

Dr. Li has entered into a letter of appointment and a supplemental letter of appointment with the Company for an initial term of three years commencing from 26 February 2024, which is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Dr. Li is entitled to a remuneration of RMB60,000 per year which has been reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market situation.

Save as disclosed above, as at the Latest Practicable Date, Dr. Li (i) does not hold other positions with the Company or any other members of the Group; (ii) does not have any other relationships with any Directors, senior management, substantial shareholders or Controlling Shareholders (having the meaning ascribed to them under the Listing Rules); (iii) did not have other experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; and (iv) does not have any other interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Dr. Li that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.



富景農業

# Fujing Holdings Co., Limited
# 富景中國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2497)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Fujing Holdings Co., Limited (the "**Company**") will be held at 10/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on 22 May 2026 (Friday), at 10:30 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors of the Company (the "**Directors**") and the report of the auditor of the Company for the year ended 31 December 2025.

2. (a) To re-elect Mr. Cui Wei as an executive Director.

   (b) To re-elect Mr. Pang Jinhong as an executive Director.

   (c) To re-elect Dr. Li Junliang as an independent non-executive Director.

   (d) To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

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

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. "**THAT**:

(a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury if permitted under the Listing Rules) and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);

(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) and treasury shares sold and/or transferred out of treasury by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue 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; or (iv) a specific authority granted by the shareholders of the Company (the "**Shareholders**") in general meeting, shall not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company 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; or

(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 of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

"**Rights Issue**" means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in the ordinary resolution set out in paragraph 4(d)) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and to determine whether such shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and

(b) the total number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in the paragraphs above during the Relevant Period (as defined in the ordinary resolution set out in paragraph 4(d)) shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly."

6. "**THAT** conditional upon the ordinary resolutions set out in paragraphs 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal in any unissued shares (including any sale or transfer of treasury shares out of treasury) pursuant to the ordinary resolution set out in paragraph 4 of the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this resolution."

By Order of the Board
**Fujing Holdings Co, Limited**
**Zhang Yonggang**
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 30 April 2026

*Notes:*

1. A member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.

2. The Company reminds all Shareholders that attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing proxy forms with voting instructions, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

   If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any other matters for communication with the Board, they can contact the Company by email to fjny@outlook.com.

3. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company 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 for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. The register of members of the Company will be closed from 19 May 2026 to 22 May 2026, both days inclusive, during which period no transfer of shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the meeting will be 22 May 2026. In order to determine the eligibility of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 18 May 2026.

5. According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. With regard to the proposed resolutions numbered 2 and 4 to 6 in this notice, a circular giving details of the re-election of Directors and the general mandates to issue and to repurchase shares of the Company will be despatched to the Shareholders. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.

7. As at the date of this notice, the Board comprises Mr. Zhang Yonggang, Mr. Lyu Zhonghua, Mr. Cui Wei, Ms. Geng Juan and Mr. Pang Jinhong as executive Directors; Mr. Lam Chik Tong, Dr. Li Junliang and Dr. Wang Wenyuan as independent non-executive Directors.