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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Hingtex Holdings Limited, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

HINGTEX HOLDINGS LIMITED
興紡控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1968)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Hingtex Holdings Limited to be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Thursday, 28 May 2026 is set out on pages 41 to 46 of this circular. Whether or not you are able to attend the forthcoming annual general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the forthcoming annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

No gifts, food or beverages will be provided at the Annual General Meeting.

Hong Kong, 30 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 4
2. Issuing Mandate 5
3. Repurchase Mandate and Extension Mandate 5
4. Re-election of Directors 6
5. Procedure and Process for Nomination of Directors 6
6. Recommendation of the Nomination Committee 7
7. Proposed amendments to the existing Memorandum and Articles and adoption of the new Memorandum and Articles 7
8. Voting at the Annual General Meeting and Proxy Arrangement 8
9. Responsibility Statement 8
10. Recommendation 9
11. Closure of Register of Members 9
12. General Information 9

Appendix I — Explanatory Statement on the Repurchase Mandate 10

Appendix II — Details of the Directors to be Re-elected 15

Appendix III — Amendments brought about by the New Memorandum and Articles 17

Notice of the Annual General Meeting 41

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

"Annual General Meeting"	the annual general meeting of the Company to be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Thursday, 28 May 2026, or any adjournment thereof
"Articles"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"BVI"	British Virgin Islands
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Companies Act"	the Companies Act (as revised) of the Cayman Islands, as amended, consolidated or supplemented from time to time
"Company"	HINGTEX HOLDINGS LIMITED (興紡控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 3 November 2017, the issued Shares of which are listed on the Main Board of the Stock Exchange
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules and for the purpose of this circular only, refers to the group of controlling shareholders of the Company, namely Manford Investment, Ms. Lau Chung Chau, Mr. Tung Wai Ting Stephen, Mr. Tung Cheuk Ming Stanley, Ms. Tung Wei Ling Barbara and Ms. Tung Wai Lai Mabel
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Deed of Concert Parties"	the deed of confirmation dated 9 March 2018 executed by Ms. Lau Chung Chau, Mr. Tung Wai Ting Stephen, Mr. Tung Cheuk Ming Stanley, Ms. Tung Wei Ling Barbara, Ms. Tung Wai Lai Mabel and the late Mr. Tung Tsun Hong to confirm, agree and acknowledge, among other things, that they have been parties acting in concert in relation to the Group since they became shareholders and/or beneficial owners of any companies that comprise the Group
"Director(s)"	the director(s) of the Company

"Extension Mandate"	the general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issuing Mandate may be increased by an additional number representing such number of Shares actually bought back under the Repurchase Mandate
"General Mandates"	the Issuing Mandate and the Repurchase Mandate
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issuing Mandate"	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with (including any sale or transfer of Treasury Shares) the Shares and to make or grant offers, agreements or options which might require such Shares to be allotted and issued or dealt with, with an aggregate nominal amount not exceeding the sum of 20% of the issued share capital of the Company (excluding Treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting
"Latest Practicable Date"	22 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Manford Investment"	MANFORD INVESTMENT HOLDINGS LIMITED (萬豐投資控股有限公司), a company incorporated under the laws of the BVI with limited liability on 24 October 2017, one of the Controlling Shareholders
"Memorandum"	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
"PRC"	the People's Republic of China, which for the purpose of this circular and for geographical reference only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors to exercise all the power of the Company to repurchase such number of Shares representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting
"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) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"Substantial Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended from time to time
"Treasury Shares"	has the meaning ascribed thereto under the Listing Rules
"%"	per cent

HINGTEX HOLDINGS LIMITED
興紡控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1968)

Executive Directors:
Mr. Tung Wai Ting Stephen
Mr. Tung Cheuk Ming Stanley

Non-executive Director:
Ms. Lau Chung Chau *(Chairlady)*

Independent non-executive Directors:
Mr. Tsang Ling Biu Gilbert
Mr. Cheung Che Kit Richard
Mr. Wong Ming Bun David

Registered Office:
P.O. Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:
Unit A6, 31st Floor, TML Tower
No. 3 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

Headquarters in the PRC:
Gaoping Industrial Area
Zhongshan, Guangdong Province
The PRC

30 April 2026

To the Shareholders

Dear Sir/Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the relevant information relating to the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the Issuing Mandate; (ii) the Repurchase Mandate; (iii) the re-election of Directors; and (iv) the proposed amendments to the existing Memorandum and Articles and adoption of the new Memorandum and Articles.

Pursuant to the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the Annual General Meeting. This circular is also prepared for such purpose.

ISSUING MANDATE

Following the amendments to the Listing Rules which came into effective on 11 June 2024 (the "**Amendments**") on, among others, the removal of the mandatory requirement for cancellation of the shares repurchased by listed issuers of the Stock Exchange, listed issuers may, instead of cancellation of repurchased shares, (i) hold the repurchased shares in treasury, subject to the laws of their place of incorporation and their constitutional documents; and (ii) resell the treasury shares in accordance with applicable laws, rules and restrictions. The Amendments allow the Company to have greater flexibility in managing the Company's capital structure, to react promptly to market conditions and, if and when appropriate, to resell the Treasury Shares on the market at market prices to raise funds.

Accordingly, at the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors an unconditional general mandate to exercise the powers of the Company to allot and issue and deal with new Shares, and to include under such mandate the authorisation to sell and transfer Treasury Shares in accordance with the Amendments, with an aggregate nominal amount representing up to 20% of the aggregate nominal value of the issued share capital of the Company (excluding Treasury Shares) as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, a total of 640,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issuing Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Issuing Mandate will allow the Company to issue up to a maximum of 128,000,000 Shares.

The Issuing Mandate will end on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors an unconditional general mandate to exercise the powers of the Company to repurchase, on the Stock Exchange, Shares representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares) as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue is 640,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate to the Directors and no further Shares are issued or bought back prior to the Annual General Meeting, the Repurchase Mandate will allow the Company to repurchase a maximum of 64,000,000 Shares.

The Repurchase Mandate will end on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

At the Annual General Meeting, an ordinary resolution will also be proposed to authorise the increase in the total number of new Shares which may be allotted and issued under the Issuing Mandate by an additional number representing such number of Shares bought back by the Company under the Repurchase Mandate.

An explanatory statement containing all the relevant information necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 16.19 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 (3), then 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 at an annual general meeting at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

By virtue of Article 16.19 of the Articles, Mr. Tung Wai Ting Stephen and Mr. Cheung Che Kit Richard who were an executive Director and an independent non-executive Director, respectively, will retire as Directors at the Annual General Meeting, and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

The biographical details of the Directors standing for re-election at the Annual General Meeting are set out in Appendix II to this circular.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

(a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's Board diversity policy, the requirements in the Articles, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experience, independence and gender diversity;

(b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding his or her seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and

(c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has considered the extensive experience of each of the Directors proposed to be re-elected respectively, their working profiles and other experience and factors as set out in their biographical details in Appendix II to this circular. The Nomination Committee is satisfied that each of the Directors proposed to be re-elected has the required character, integrity and experience to continuously fulfil his or her roles as a Director, respectively and effectively. The Board believes that their re-elections as Directors would be in the best interests of the Company and its Shareholders as a whole.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

In order to bring the Memorandum and Articles in line with the latest legal and regulatory requirements under the applicable laws of the Cayman Islands and the relevant Listing Rules in respect of hybrid general meetings, electronic voting and make some other housekeeping improvements, the Board proposes to make certain amendments to the existing Memorandum and Articles (the "**Proposed Amendments**") and adopt a new set of Memorandum and Articles incorporating and consolidating all of the Proposed Amendments (the "**New Memorandum and Articles**").

The proposed adoption of the New Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting and shall take effect upon the close of the Annual General Meeting if so approved.

Full particulars of the Proposed Amendments to the existing Memorandum and Articles brought about by the adoption of the new Memorandum and Articles (marked-up against the existing Memorandum and Articles) are set out in Appendix III to this circular. The New Memorandum and Articles are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the new Memorandum and Articles is for reference only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments conform with the requirements under the Listing Rules, where applicable, and do not contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

VOTING AT THE ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Company will convene the Annual General Meeting at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Thursday, 28 May 2026 and the notice of the Annual General Meeting is set out on pages 41 to 46 of this circular.

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the Issuing Mandate, the Repurchase Mandate and the re-election of the retiring Directors. In addition, a special resolution will be proposed to approve the Proposed Amendments.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the forthcoming Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the forthcoming Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the forthcoming Annual General Meeting or any adjournment thereof should you so wish. Such form of proxy for use at the Annual General Meeting is also published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.hwtextiles.com.hk.

Pursuant to Article 13.5 of the Articles and the requirement of Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a meeting shall be decided by way of a poll and any vote of the shareholders at the annual general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 13.5 of the Articles and Rule 13.39(4) of the Listing Rules. An announcement on the poll results of the Annual General Meeting will be published by the Company 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, include particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the approval of the granting of the Issuing Mandate and the Repurchase Mandate, the Proposed Amendments and the adoption of the New Memorandum and Articles, and the re-election of the retiring Directors are in the best interests of the Company, the Group and the Shareholders as a whole, and would recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For determination of the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 21 May 2026.

GENERAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board of
HINGTEX HOLDINGS LIMITED
LAU Chung Chau
Chairlady and non-executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE MANDATE

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 640,000,000 Shares in issue and the Company did not have any Treasury Shares. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the Annual General Meeting, the exercise of the Repurchase Mandate in full could result in up to a maximum of 64,000,000 Shares (representing 10% of the aggregate nominal amount of Shares in issue (excluding Treasury Shares) at the date of the Annual General Meeting) being bought back by the Company during the period up to (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the Companies Act or any other applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company, whichever occurs first.

3. REASONS FOR REPURCHASE OF SHARES

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

As at the Latest Practicable Date, the Company had no Shares repurchased and does not hold any Treasury Shares. However, it is intended that any Shares which are repurchased by the Company will be cancelled and/or held as Treasury Shares. The Shares which are repurchased by the Company will only be held as Treasury Shares by the Company when the Directors consider it prudent or beneficial for capital management purposes to do so, and the Treasury Shares will only be resold on the market when the Directors believe that a resale of such Treasury Shares is in the interests of the Company and the Shareholders as a whole.

For those Treasury Shares not directly held by the Company but are deposited with the Central Clearing and Settlement System pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such Treasury Shares. Such measures will include (i) procuring the relevant broker not to give instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for such Treasury Shares; and (ii) in case of dividends or distributions, withdrawing the Treasury Shares from the Central Clearing and Settlement System and either registering in the Company's own name or cancelling them, in each case before the record date for the dividend or distributions.

4. FUNDING OF REPURCHASES

The Company is empowered by its Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles, the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong, as the case may be. Under the laws of the Cayman Islands, payment for a share repurchase by the Company may only be made out of profits, the share premium account or the proceeds of a new issue of Shares made for such purpose or out of capital of the Company. The amount of premium payable on a repurchase of Shares may only be paid out of either or both of the profits or out of the share premium of the Company or out of capital of the Company.

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

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

On the basis of the financial position of the Company as at 31 December 2025 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase pursuant to the proposed resolution approving the grant of the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong in force from time to time.

7. DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors, and to the best of the knowledge of the Directors having made all reasonable enquiries, none of the close associates of the Directors have any present intention to sell Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders. As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

8. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a repurchase of Shares by the Company pursuant to the Repurchase 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 purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company and the Directors, Substantial Shareholders of the Company having an interest of 5% or more in the issued share capital of the Company are as follows:

Name	Capacity/ nature of interest	Number of Shares[(1)]	Percentage shareholding
Manford Investment[(2)]	Beneficial owner	480,000,000 (L)	75%
Mr. Tung Wai Ting Stephen	Interest of controlled corporation[(3)]	480,000,000 (L)	75%
Mr. Tung Cheuk Ming Stanley	Interest of controlled corporation[(3)]	480,000,000 (L)	75%
Ms. Li Ka Mei	Interest of spouse[(4)]	480,000,000 (L)	75%
Ms. Lau Chung Chau	Interest of controlled corporation[(3)]	480,000,000 (L)	75%
Ms. Tung Wei Ling Barbara	Interest of controlled corporation[(3)]	480,000,000 (L)	75%
Mr. Li Chi Hiu Lawrence	Interest of spouse[(5)]	480,000,000 (L)	75%
Ms. Tung Wai Lai Mabel	Interest of controlled corporation[(3)]	480,000,000 (L)	75%
Mr. Fung Cheong Chi	Interest of spouse[(6)]	480,000,000 (L)	75%

Notes:

(1) The letter "L" denotes a long position in the Shares.

(2) As at the date of this circular, Manford Investment was owned as to 40% by Ms. Lau Chung Chau, 20% by Mr. Tung Tai Ting Stephen, 20% by Mr. Tung Cheuk Ming Stanley, 10% by Ms. Tung Wei Ling Barbara and 10% by Ms. Tung Wai Lai Mabel.

(3) Ms. Lau Chung Chau, Mr. Tung Wai Ting Stephen, Mr. Tung Cheuk Ming Stanley, Ms. Tung Wei Ling Barbara, Ms. Tung Wai Lai Mabel and the late Mr. Tung Tsun Hong entered into the Deed of Concert Parties, pursuant to which, among others, the parties confirmed that they have been acting in concert with each other in exercising and implementing the management and operations of the subsidiaries of the Company and that it is their intention to continue to act in the above manner upon the Listing. Accordingly, Manford Investment is deemed to be accustomed and/or obliged to act in accordance with their directions and/or instructions and that each of Ms. Lau Chung Chau, Mr. Tung Wai Ting Stephen, Mr. Tung Cheuk Ming Stanley, Ms. Tung Wei Ling Barbara and Ms. Tung Wai Lai Mabel is deemed to be interested in all the Shares held by Manford Investment under the SFO.

(4) Ms. Li Ka Mei is the spouse of Mr. Tung Cheuk Ming Stanley and is deemed, under the SFO, to be interested in all the Shares that Mr. Tung Cheuk Ming Stanley is interested.

(5) Mr. Li Chi Hiu Lawrence is the spouse of Ms. Tung Wei Ling Barbara and is deemed, under the SFO, to be interested in all the Shares that Ms. Tung Wei Ling Barbara is interested.

(6) Mr. Fung Cheong Chi is the spouse of Ms. Tung Wai Lai Mabel and is deemed, under the SFO, to be interested in all the Shares that Ms. Tung Wai Lai Mabel is interested.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, and if the present shareholdings remain the same at that time, the exercise of the Repurchase Mandate by the Directors in full to repurchase the Shares will not result in an obligation on the part of any of Manford Investment, Ms. Lau Chung Chau, Mr. Tung Wai Ting Stephen, Mr. Tung Cheuk Ming Stanley, Ms. Li Ka Mei, Ms. Tung Wei Ling Barbara, Mr. Li Chi Hiu Lawrence, Ms. Tung Wai Lai Mabel and Mr. Fung Cheong Chi, each of them being a Substantial Shareholder of the Company, to make a general offer under Rule 26 and Rule 32 of the Takeovers Code, and accordingly, the Directors are not aware of any other consequences which would arise under the Takeovers Code as a result of any repurchase of Shares by the Company pursuant to the Repurchase Mandate. In this respect, the Directors have no intention to repurchase Shares to the extent that less than 25% of the issued share capital of the Company will be held by the public.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

10. SHARE PRICES

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

	Price per share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	0.10	0.08
May	0.11	0.08
June	0.11	0.09
July	0.11	0.10
August	0.15	0.11
September	0.17	0.14
October	0.16	0.12
November	0.21	0.13
December	0.17	0.15
2026		
January	0.17	0.15
February	0.21	0.16
March	0.22	0.17
April (up to and including the Latest Practicable Date)	0.21	0.17

DIRECTORS STANDING FOR RE-ELECTION

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

(1) MR. TUNG WAI TING STEPHEN (董韋霆先生)

Mr. Tung Wai Ting Stephen (formerly known as Mr. Tung Hak Ming Stephen (董克明先生)), aged 56, an executive Director, the chief executive officer and one of the Controlling Shareholders. Mr. Stephen Tung joined the Group on 6 October 1995. Mr. Stephen Tung has approximately 30 years of experience in the textile and apparel industry. He is primarily responsible for administration, finance and production of our Group. He is the son of Ms. Lau Chung Chau, and brother of Mr. Tung Cheuk Ming Stanley, being a non-executive Director and an executive Director, respectively.

Mr. Stephen Tung has entered into a service contract with the Company, and such service contract may be terminated in accordance with the terms of the service contract. Upon salary adjustment with effect from 1 July 2025, Mr. Stephen Tung is entitled to receive an annual salary of HK$2,432,400. Such emolument is determined with reference to his experience and qualification, as well as the prevailing market conditions. Mr. Stephen Tung's total emoluments as recorded in 2025 were approximately HK$2,768,400.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Stephen Tung (i) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; (ii) did not hold other positions with other members of the Group; (iii) did not have any relationship with any Director, senior management, Substantial Shareholders or Controlling Shareholders of the Company; and (iv) did not have any interest in shares of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Mr. Stephen Tung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Stephen Tung that need to be brought to the attention of the Shareholders.

(2) MR. CHEUNG CHE KIT RICHARD (張之傑先生)

Mr. Cheung Che Kit Richard, aged 53, an independent non-executive Director. Mr. Richard Cheung joined the Group on 19 June 2018. He is primarily responsible for supervising and providing independent advice to our Board. He is also a member of our audit committee, remuneration committee and nomination committee. Mr. Richard Cheung is currently working as the Group CEO for K11 AC by Limited (formerly known as K11 Concepts Management Limited), which has different divisions including retail mall asset management, intellectual property curation, intellectual property product distribution and high-end club house.

Mr. Richard Cheung has entered into an appointment letter with the Company, and such appointment letter may be terminated in accordance with the terms of the appointment letter. Under the appointment letter, Mr. Richard Cheung is entitled to receive an annual salary of HK$180,000. Such emolument is determined with reference to his experience and qualification, as well as the prevailing market conditions. Mr. Richard Cheung's total emoluments as recorded in 2025 were approximately HK$180,000.

Save as disclosed in this circular and as at the Latest Practicable Date, Mr. Richard Cheung (i) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date; (ii) did not hold other positions with other members of the Group; (iii) did not have any relationship with any Director, senior management, Substantial Shareholders or Controlling Shareholders of the Company; and (iv) did not have any interest in shares of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Mr. Richard Cheung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Richard Cheung that need to be brought to the attention of the Shareholders.

The following are the proposed amendments to the existing Memorandum and Articles brought about by the adoption of the new Memorandum and Articles. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles.

Clause No.	Proposed amendments (showing changes to the existing Memorandum and Articles)
Cover page	**THE COMPANIES ACT (AS REVISED)** **OF THE CAYMAN ISLANDS** **COMPANY LIMITED BY SHARES** **AMENDED AND RESTATED** **MEMORANDUM AND ARTICLES OF ASSOCIATION** **OF** **HINGTEX HOLDINGS LIMITED** **興紡控股有限公司** (adopted by special resolution passed on ~~30 May 2022~~28 May 2026)

Clause No.	Proposed amendments (showing changes to the existing Memorandum)
Cover page	**THE COMPANIES ACT (AS REVISED)** **OF THE CAYMAN ISLANDS** **COMPANY LIMITED BY SHARES** **AMENDED AND RESTATED** **MEMORANDUM OF ASSOCIATION** **OF** **HINGTEX HOLDINGS LIMITED** **興紡控股有限公司** (adopted by special resolution passed on ~~30 May 2022~~28 May 2026)
Heading	**THE COMPANIES ACT (AS REVISED)** **OF THE CAYMAN ISLANDS** **COMPANY LIMITED BY SHARES** **AMENDED AND RESTATED** **MEMORANDUM OF ASSOCIATION** **OF** **HINGTEX HOLDINGS LIMITED** **興紡控股有限公司** (adopted by special resolution passed on ~~30 May 2022~~28 May 2026)

Clause No.	Proposed amendments (showing changes to the existing Articles)
Cover page	**THE COMPANIES ACT (AS REVISED)** **OF THE CAYMAN ISLANDS** **COMPANY LIMITED BY SHARES** **AMENDED AND RESTATED** **ARTICLES OF ASSOCIATION** **OF** **HINGTEX HOLDINGS LIMITED** **興紡控股有限公司** (adopted by special resolution passed on ~~30 May 2022~~28 May 2026)
Heading	**THE COMPANIES ACT (AS REVISED)** **OF THE CAYMAN ISLANDS** **COMPANY LIMITED BY SHARES** **AMENDED AND RESTATED** **ARTICLES OF ASSOCIATION** **OF** **HINGTEX HOLDINGS LIMITED** **興紡控股有限公司** (adopted by special resolution passed on ~~30 May 2022~~28 May 2026)
2	**Interpretation**
2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:
	"black rainstorm warning" shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).
	"business day" shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. ~~For the avoidance of doubt~~Notwithstanding the foregoing, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a ~~Number 8 or higher typhoon signal~~gale warning, black rainstorm warning or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day.

Clause No.	Proposed amendments (showing changes to the existing Articles)	
	"Communication Facilities"	shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other and all members' rights to speak and vote at the meeting are maintained.
	"Corporate Communication"	shall have the meaning given to it in the Listing Rules.
	"gale warning"	shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).
	"Person"	shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.
	"Present"	shall mean, in respect of any Person, such Person's presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the meeting; or (b) in the case of any meeting at which Communication Facilities are permitted, in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.

Clause No.	Proposed amendments (showing changes to the existing Articles)	
	"special resolution"	shall have the same meaning as ascribed thereto in the Companies Act and ~~shall include a unanimous written resolution of all members:~~ for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.
	"Virtual Meeting"	shall mean any general meeting of members at which the members and any other permitted participants of such meeting (including, without limitation, the chairperson of such meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.
4	**Register of Members and Share Certificates**	
4.8	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution ~~passed in that year~~ determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article and the Listing Rules.	

Clause No.	Proposed amendments (showing changes to the existing Articles)
4.11	~~Every person whose name is entered as a~~A member ~~in the register~~ shall only be entitled to ~~receive, within any relevant time limit as prescribed in the Companies Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question~~a share certificate if the Board resolves that share certificates be issued, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.
6	**Calls on Shares**
6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as ~~herein~~ provided in Article 30.1.
~~6.5~~	~~In addition to the giving of notice in accordance with Article , notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.~~
6.5~~6.6~~	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.
6.6~~6.7~~	The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other monies due in respect thereof.

Clause No.	Proposed amendments (showing changes to the existing Articles)
6.7~~6.8~~	The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as to all or any of the members, whom by reason of residence outside Hong Kong or other cause the Board considers it reasonable to grant an extension to, but no member shall be entitled to any such extension as a matter of grace and favour.
6.8~~6.9~~	If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.
6.9~~6.10~~	No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
6.10~~6.11~~	At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.

Clause No.	Proposed amendments (showing changes to the existing Articles)
6.11~~6.12~~	Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.
6.12~~6.13~~	The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.
7	**Transfer of Shares**
7.6	The Board may also decline to register any transfer of any shares unless: (a) the instrument of transfer is lodged with the Company accompanied by the certificate (if any) for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;

Clause No.	Proposed amendments (showing changes to the existing Articles)
7.8	Upon every transfer of shares, the certificate (if any) held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly and a new certificate shall, subject to the Board resolving to issue share certificates pursuant to Article 4.11, be issued, on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall, subject to the Board resolving to issue share certificates pursuant to Article 4.11, be issued to him, on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.
7.9	The registration of transfers may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a ~~Number 8 or higher typhoon signal and~~gale warning or black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.

Clause No.	Proposed amendments (showing changes to the existing Articles)
9	**Forfeiture of Shares**
9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article ~~6.10~~6.9, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.
12	**General Meetings**
12.1	The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place (which, in the case of a Virtual Meeting, includes a virtual place) as the Board shall appoint.
12.4	The Board may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.
12.5~~12.4~~	An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place~~,~~ (which, in the case of a Virtual Meeting, includes a virtual place), and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

Clause No.	Proposed amendments (showing changes to the existing Articles)
12.6~~12.5~~	Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article ~~12.4~~12.5, it shall be deemed to have been duly called if it is so agreed: (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.
12.7~~12.6~~	There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.
12.8	The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 12.13) at which Communication Facilities will be utilised (including any Virtual Meeting) shall specify the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting.
12.9~~12.7~~	The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.
12.10~~12.8~~	In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Clause No.	Proposed amendments (showing changes to the existing Articles)
12.11	If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place (whether physical or virtual) specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place (whether physical or virtual) in accordance with Article 12.13.
12.12	The Board shall also have the power to provide in every notice calling a general meeting that, in the event a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.13.
12.13	Where a general meeting is postponed in accordance with Article 12.11 or Article 12.12: (a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.12; (b) the Board shall fix the date, time and place (whether physical or virtual) for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting in the manner specified in Article 30.1, and such notice shall specify the date, time and place (which, in the case of a Virtual Meeting, includes a virtual place) at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and

Clause No.	Proposed amendments (showing changes to the existing Articles)
	(c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.5.
13	**Proceedings at General Meetings**
13.1	For all purposes the quorum for a general meeting shall be two members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present provided always that if the Company has only one member of record the quorum shall be that one member ~~present in person or by proxy.~~Present. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~Present at the commencement of the business.
13.2	If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present shall be a quorum and may transact the business for which the meeting was called.
13.3	The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be ~~present~~Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors ~~present~~Present shall choose another Director as Chairman, and if no Director be ~~present~~Present, or if all the Directors ~~present~~Present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members ~~present (whether in person or represented by proxy or duly authorised representative)~~Present shall choose one of their own number to be Chairman.

Clause No.	Proposed amendments (showing changes to the existing Articles)
13.4	The Chairman shall be entitled to attend and participate at such general meeting by means of Communication Facilities, and to act as the Chairman, in which event: (a) the Chairman shall be deemed to be Present at the meeting; and (b) if the Communication Facilities are interrupted or fail for any reason to enable the Chairman to hear and be heard by all other Persons attending and participating at the meeting then the Directors Present at the meeting shall choose another Director Present to act as Chairman of the meeting for the remainder of the meeting; provided that if (i) no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, the meeting shall be automatically adjourned to the same day in the next week and at such time and place (whether physical or virtual) as shall be decided by the Directors.
13.5~~13.4~~	The Chairman may, with the consent of any general meeting at which a quorum is ~~present~~Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place (whether physical or virtual) as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place (which, in the case of a Virtual Meeting, includes a virtual place), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
13.6~~13.5~~	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

Clause No.	Proposed amendments (showing changes to the existing Articles)
13.7~~13.6~~	A poll shall (subject as provided in Article ~~13.7~~13.8) be taken in such manner (including the use of ballot or voting papers or tickets or by electronic voting) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
13.8~~13.7~~	Any poll on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
13.9~~13.8~~	Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
13.10~~13.9~~	In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.
13.11~~13.10~~	A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.

Clause No.	Proposed amendments (showing changes to the existing Articles)
14	**Votes of Members**
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting ~~(a) every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have~~, every member Present shall have (a) the right to speak, (b) one vote on a show of hands, ~~every member present in such manner shall have one vote, and (c) on a poll every member present in such manner shall have~~and (c) one vote for each share registered in his name in the register~~, provided that a member shall not have the right to speak or vote (whether on a show of hands or on a poll) in respect of any particular resolution on which such member is required to abstain from voting under the Listing Rules~~ on a poll. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
14.4	Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be ~~present~~Present at any meeting ~~personally or by proxy~~, that one of the said persons so ~~present~~Present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.
14.6	Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be ~~present~~Present or to vote (save as proxy for another member), or to be reckoned in a quorum, ~~either personally or by proxy~~ at any general meeting.

Clause No.	Proposed amendments (showing changes to the existing Articles)
14.10	The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place or in such other manner (including by electronic means) as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Clause No.	Proposed amendments (showing changes to the existing Articles)
16	**Board of Directors**
16.9	An alternate Director shall ~~(except when absent from Hong Kong),~~ be entitled to receive and waive (in lieu of his appointor) notices of meetings of the Directors and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative and he need not use all his votes or cast all the votes he uses in the same way. If his appointor is for the time being ~~absent from Hong Kong or otherwise~~ not available or unable to act (as to which a certificate by the alternate shall in the absence of actual notice to the contrary to other Directors be conclusive), his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the provisions of this Article shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
23	**Capitalisation of Reserves**
23.2	Wherever such a resolution as referred to in Article 23.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board: (a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as ~~they think~~it thinks fit in cases where shares, debentures or other securities become distributable in fractions;

Clause No.	Proposed amendments (showing changes to the existing Articles)
	(b) to exclude the right of participation or entitlement of any member with a registered address ~~outside~~in any territory where ~~in the absence of a registration statement or other special or onerous formalities~~: (i) the circulation of an offer of such right or entitlement would or might be unlawful ~~or where the Board consider~~ in the absence of a registration statement or other special formalities; or (ii) the costs, ~~expense~~expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion, out of proportion to the benefits of the Company; and (c) to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.
24	**Dividends and Reserves**
24.11	The Board may on any occasion determine that rights of election and the allotment of shares under Article 24.7 shall not be made available or made to any members with registered addresses in any territory where ~~in the absence of~~ : (a) ~~a registration statement or other special formalities~~ the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful~~, or where the Board considers~~ in the absence of a registration statement or other special formalities; or (b) the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion, out of proportion to the ~~benefit~~benefits of the Company,

Clause No.	Proposed amendments (showing changes to the existing Articles)
24.23	Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.
24.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending wire transfers or cheques for dividend entitlements or dividend warrants after the first occasion on which such a wire transfer, cheque or warrant is returned undelivered.
28	**Accounts**
28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, ~~and to obtaining all necessary consents, if any, required thereunder,~~ the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

Clause No.	Proposed amendments (showing changes to the existing Articles)
29	**Audit**
29.1	The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company ~~in general meeting~~ during their tenure of office.
29.2	The Company shall at every annual general meeting by ordinary resolution ~~of the members~~ appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution ~~of the members.~~, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.
30	**Notices**
30.1	Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company and any notices may be served by the Board on any member ~~either personally or by~~ in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

Clause No.	Proposed amendments (showing changes to the existing Articles)
	(a) personally by leaving it at the registered address of such member as appearing in the register;
	(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register ~~or, to the extent permitted~~ (which shall be sent by airmail where the notice or document is posted from one country to another);
	(c) ~~by the Listing Rules and all applicable laws and regulations,~~ by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company ~~or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or~~ ;
	(d) by placing it on the Company's Website and the Exchange's website; or
	(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.
~~30.4~~	~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

Clause No.	Proposed amendments (showing changes to the existing Articles)
30.4	Any notice or document, including any Corporate Communication:
	(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;
	(b) ~~30.5 Any notice or document~~ sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof~~.~~;
~~30.6~~	~~Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~
	(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
	(d) served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and
	(e) ~~30.7 Any notice~~ served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).

Clause No.	Proposed amendments (showing changes to the existing Articles)
~~30.8~~	~~Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~
30.5~~30.9~~	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
30.6~~30.10~~	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.
30.7~~30.11~~	Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
30.8~~30.12~~	The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.
34	**Financial Year** Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and~~, following the year of incorporation,~~ shall begin on 1 January in each year.

HINGTEX HOLDINGS LIMITED
興紡控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1968)

ORDINARY RESOLUTIONS

NOTICE IS HEREBY GIVEN that an annual general meeting of Hingtex Holdings Limited (the "**Company**") will be held at 24th Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 28 May 2026 at 10:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors of the Company and the independent auditors for the year ended 31 December 2025.

2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. TUNG Wai Ting Stephen as an executive Director of the Company; and

   (b) to re-elect Mr. CHEUNG Che Kit Richard as an independent non-executive Director of the Company.

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

4. To re-appoint Ernst & Young as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

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

   "**THAT**:

   (a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares, if any, out of treasury) in the capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or any convertible securities and to make or grant offers, agreements and options (including warrants, bonds and securities convertible into shares of the Company) which might require the exercise of such powers, subject to and in accordance with all applicable laws and the articles of association of the Company, be and is hereby generally and unconditionally approved;

(b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and securities convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in sub-paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company to subscribe for shares of the Company or any securities which are convertible into shares of the Company or the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company from time to time outstanding; (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company (including the sale and/or transfer of any Shares out of treasury and are held as treasury shares) in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares) 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 date of 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 of the Cayman Islands to be held; and

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

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

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

"**THAT**:

(a) subject to sub-paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), subject to and in accordance with the rules, regulations and requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") or the Securities and Futures Commission of Hong Kong as amended from time to time, the Companies Act of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

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

(c) the aggregate nominal amount of the share capital of the Company which the Directors of the Company are authorised to repurchase pursuant to the approval in sub-paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares) 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 date of 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 of the Cayman Islands to be held; and

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

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

"**THAT** conditional upon the resolutions numbered 5 and 6 in the notice convening this meeting being passed, the aggregate nominal amount of the issued shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in the resolution numbered 6 in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the resolution numbered 5 in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares) as at the date of the passing of this resolution."

SPECIAL RESOLUTION

8. To consider and, if thought fit, to pass the following resolution as a special resolution:

"**THAT**:

(a) the proposed amendments to the existing memorandum of association and articles of association of the Company as set out in Appendix III of the circular of the Company dated 30 April 2026 (the "**Proposed Amendments**") be and are hereby approved;

(b) the new memorandum of association and articles of association of the Company (the "**New Memorandum and Articles**"), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked "A" and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and

(c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.''

By order of the Board
HINGTEX HOLDINGS LIMITED
LAU Chung Chau
Chairlady and non-executive Director

Hong Kong, 30 April 2026

Notes:

1. All resolutions at the annual general meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.hwtextiles.com.hk in accordance with the Listing Rules.

2. A member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. Where there are joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

4. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof.

5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjournment thereof, and in such event, the authority of the member's proxy shall be deemed to be revoked.

6. For the purpose of determining members who are qualified for attending the annual general meeting, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending the annual general meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 21 May 2026.

7. In relation to proposed resolution numbered 5 above, approval is being sought from the Shareholders for the grant to the Directors of the Company of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to allot and issue shares of the Company in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole.

8. In relation to proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase the shares of the Company in circumstance which they deem appropriate for the benefit of the Company and its shareholders as a whole. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular of which this notice of the annual general meeting forms part.

As at the date of this circular, the executive Directors are Mr. Tung Wai Ting Stephen and Mr. Tung Cheuk Ming Stanley, the chairlady and non-executive Director is Ms. Lau Chung Chau, and the independent non-executive Directors are Mr. Tsang Ling Biu Gilbert, Mr. Cheung Che Kit Richard and Mr. Wong Ming Bun David.