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Shouhui Group Limited

手回集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2621)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Annual General Meeting**") of Shouhui Group Limited (the "**Company**") will be held at 10:30 a.m. on Wednesday, June 10, 2026 at Zeng Duoduo Conference Room, 20/F, Building 4, Shenzhen Next Park, Futian District, Shenzhen, Guangdong Province, PRC for the following purposes:

Ordinary Resolutions

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended December 31, 2025 and the reports of the directors ("**Directors**", each a "**Director**") and independent auditors thereon.

2. To declare a final dividend of HK$0.14 per Share (tax inclusive) for the year ended December 31, 2025.

3. (a) To re-elect Mr. Yao Guang as an executive Director;

   (b) To re-elect Mr. Liwei Han as an executive Director;

   (c) To re-elect Ms. Li Liu as an executive Director;

   (d) To re-elect Mr. Jianting Li as an executive Director;

   (e) To re-elect Mr. Byron Ye as a non-executive Director;

   (f) To re-elect Mr. Sirui Li as a non-executive Director;

   (g) To re-elect Mr. Gang Shen as an independent non-executive Director;

(h) To re-elect Mr. Haiquan Wu as an independent non-executive Director;

(i) To re-elect Mr. Yuanxin Zhang as an independent non-executive Director; and

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

4. To re-appoint KPMG as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2026.

5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) "**That**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

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

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) together with the treasury shares of the Company resold (if permitted under the Listing Rules) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:

(1) any Rights Issue (as defined hereinafter);

(2) any issue of shares under any share scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers

and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares;

(3) any scrip dividend or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or

(4) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of:

(a) 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution; and

(b) (if the Board is so authorised by resolution numbered 5(C)) the aggregate number of shares of the Company bought back by the Company subsequent to the passing of resolution numbered 5(B) (up to a maximum equivalent to 10% of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing resolution numbered 5(B)), and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:-

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

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

(2) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the memorandum and articles of association of the Company; or

(3) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting; and

(b) "**Rights Issue**" means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the

Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

(B) "**That**:

(i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to purchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed (and the Company may hold the shares so bought back in treasury) and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the shares to be bought back pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:-

"**Relevant Period**" means the period from the passing of this resolution until whichever is 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 to be held under any applicable laws or the memorandum and articles of association of the Company; or

(c) it is varied or revoked by an ordinary resolution of the Shareholders at a general meeting."

(C) "**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company, to resell treasury shares of the Company (if permitted under the Listing Rules) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted and of the treasury shares that may be resold (if permitted under the Listing Rules) by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company bought back by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of this resolution."

6. To consider and approve the proposed adoption of the 2026 restricted share unit scheme of the Company (the "**2026 Restricted Share Unit Scheme**").

(a) "**THAT:**

subject to and conditional upon The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the approval for the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the vesting of the awards (the "**Awards**") that may be granted under the 2026 Restricted Share Unit Scheme (the rules of which are set out in Appendix III to the AGM circular), the 2026 Restricted Share Unit Scheme be and is hereby approved and adopted and the Directors and its delegate be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2026 Restricted Share Unit Scheme including without limitation:

(i) to administer the 2026 Restricted Share Unit Scheme;

(ii) to modify and/or amend the 2026 Restricted Share Unit Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2026 Restricted Share Unit Scheme relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;

(iii) to allot and issue from time to time such number of Shares as may be required to be allotted and issued and to procure the transfer of and deal with the Shares (including treasury shares, as the case may be) pursuant to the vesting of the Awards granted under the 2026 Restricted Share Unit Scheme;

(iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be allotted and issued pursuant to the vesting of the Awards granted under the 2026 Restricted Share Unit Scheme;

(v) to engage any trustee and sign the relevant agreement for the purpose of the 2026 Restricted Share Unit Scheme; and

(vi) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2026 Restricted Share Unit Scheme."

(b) "**THAT** the scheme limit of the 2026 Restricted Share Unit Scheme be and is hereby approved and adopted."

(c) "**THAT** the service provider sublimit under the 2026 Restricted Share Unit Scheme be and is hereby approved and adopted."

Resolutions 6(a), (b) and (c) as set out in this notice are inter-conditional upon each other. In the event that any of Resolutions 6(a), (b) and (c) is not passed, all of the Resolutions 6(a), (b) and (c) will not take effect.

By Order of the Board
Shouhui Group Limited
Mr. Yao Guang
Executive Director, Chairman of the Board and Chief Executive Officer

Hong Kong, May 15, 2026

As of the date of this notice, the Board comprises (i) Mr. Yao Guang, Mr. Liwei Han, Ms. Li Liu and Mr. Jianting Li as executive Directors; (ii) Mr. Byron Ye and Mr. Sirui Li as non-executive Directors; and (iii) Mr. Gang Shen, Mr. Haiquan Wu and Mr. Yuanxin Zhang as independent non-executive Directors.

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

Headquarters and Principal Place of Business in the PRC:
2, 4, 5–402, Building No. 1
Tianjin International Jewellery City
No. 2 Gonghua Road
Huayuan Industrial Zone
Binhai High-Tech Zone
Tianjin
PRC

Principal Place of Business in Hong Kong:
Room 1920, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the Annual General Meeting.

2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, 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 relevant joint holding.

3. In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. not later than 10:30 a.m. on Monday, June 8, 2026) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

4. In order to determine the Shareholders' entitlement to attend and vote on annual general meeting, the register of members of the Company will be closed from June 5, 2026 (Friday) to June 10, 2026 (Wednesday), both days inclusive. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on June 4, 2026 (Thursday).

5. In order to determine the Shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from June 17, 2026 (Wednesday) to June 22, 2026 (Monday), both days inclusive. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, before 4:30 p.m. on June 16, 2026 (Tuesday).

6. In respect of resolution numbered 3 above, Mr. Yao Guang, Mr. Liwei Han, Ms. Li Liu, Mr. Jianting Li, Mr. Byron Ye, Mr. Sirui Li, Mr. Gang Shen, Mr. Haiquan Wu and Mr. Yuanxin Zhang shall retire and be eligible to stand for re-election at the Annual General Meeting. Details of the above retiring Directors standing for re-election are set out in Appendix I to the circular dated May 15, 2026 containing this notice.

7. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.