THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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TEAMWAY
International Group Holdings Limited

TEAMWAY INTERNATIONAL GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01239)

(1) RENEWAL OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held on 24 June 2026 (Wednesday) at 11:00 a.m. at Suite 1604, 16th Floor, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire and in such event, the form of proxy shall be deemed to be revoked.

22 May 2026

CONTENTS

Page

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I — EXPLANATORY STATEMENT 7

APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM 10

NOTICE OF ANNUAL GENERAL MEETING 13

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

"AGM"	the annual general meeting of the Company to be held on 24 June 2026 (Wednesday) at 11:00 a.m. at Suite 1604, 16th Floor, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong;
"AGM Notice"	the notice convening the AGM set out on pages 13 to 17 of this circular;
"Articles of Association"	the articles of association of the Company currently in force;
"Board"	the board of Directors;
"Close Associate(s)"	has the same meaning as defined in the Listing Rules;
"Company"	Teamway International Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
"Core Connected Person(s)"	has the same meaning as defined in the Listing Rules;
"Director(s)"	the director(s) of the Company;
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 4 in the AGM Notice;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Latest Practicable Date"	19 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Memorandum"	the memorandum of association of the Company currently in force;
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 5 in the AGM Notice;
"RMB"	Renminbi, the lawful currency of the PRC;
"SFO"	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
"Share(s)"	ordinary share(s) of HK$0.01 each in the capital of the Company;
"Shareholder(s)"	registered holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Codes on Takeovers and Mergers published by the Securities and Futures Commission; and
"%"	per cent.

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.



TEAMWAY INTERNATIONAL GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01239)

Executive Director:
Mr. Zeng Wenyou

Non-executive Director:
Mr. Lee Hung Yuen

Independent non-executive Directors:
Mr. Chow Wai Hung Enzo
Mr. Shiu Shu Ming
Ms. Kwan Wai Ling

Registered Office:
PO Box 1350
Regatta Office Park
Windward 3
Grand Cayman KY1-1108
Cayman Islands

Principal Place of Business in Hong Kong:
Suite 1604, 16th Floor
Tower 6, The Gateway, Harbour City
Tsim Sha Tsui, Kowloon
Hong Kong

22 May 2026

To the Shareholders

Dear Sir or Madam,

(1) RENEWAL OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed General Mandate and the proposed Repurchase Mandate and the extension of the General Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you notice of the AGM.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

(i) to allot, issue and otherwise deal with new Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM; and

(ii) to repurchase Shares of not exceeding 10% of total number of Shares in issue as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the General Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the General Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 434,017,926 Shares were in issue. Subject to the passing of the proposed resolution granting the General Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 86,803,585 Shares, representing 20% of the total number of Shares in issue as at the Latest Practicable Date.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

Mr. Shiu Shu Ming and Ms. Kwan Wai Ling shall retire from office as the independent non-executive Directors at the AGM and being eligible, offer themselves for re-election respectively at the AGM pursuant to Article 108(a) and Article 112 of the Articles.

Particulars of the retiring Director proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held on 24 June 2026 (Wednesday) at 11:00 a.m. at Suite 1604, 16th Floor, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 13 to 17 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed granting of the General Mandate, the Repurchase Mandate and the extension of the General Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

FURTHER INFORMATION

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

By order of the Board
Teamway International Group Holdings Limited
Zeng Wenyou
Executive Director

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 434,017,926 Shares of HK$0.01 each.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 43,401,792 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for such purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong. As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares 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 for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rule 26 of the Takeover Code and accordingly, it is not anticipated that purchases of Shares under the Repurchase Mandate will give rise to any consequences under the Takeover Code.

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

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective Close Associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. SHARE PRICES

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

	Shares	
	Highest	**Lowest**
	HK$	*HK$*
2025		
May	0.390	0.136
June	0.295	0.162
July	0.162	0.129
August	0.265	0.135
September	0.290	0.231
October	0.315	0.250
November	0.350	0.265
December	0.650	0.290
2026		
January	0.630	0.580
February	0.580	0.450
March	0.500	0.300
April	0.530	0.295
May (up to and including the Latest Practicable Date)	0.510	0.420

Set out below are details of the proposed Directors to be re-elected at the AGM.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Shiu Shu Ming (蕭恕明) ("Mr. Shiu"), aged 56, has been an independent Non-Executive Director since 30 November 2025, and is the Chairman of the Audit Committee and Remuneration Committee and a member of the Nomination Committee. Mr. Shiu graduated from City University of Hong Kong with a bachelor's degree in Accounting. Mr. Shiu completed his professional training at PricewaterhouseCoopers and is a member of the Hong Kong Institute of Certified Public Accountants. He has over 25 years of experience in corporate finance, specializing in mergers and acquisitions, investments, initial public offerings, and various fundraising activities. His transaction portfolio covers private enterprises, PRC state-owned enterprises, as well as listed companies in Hong Kong, Mainland China, Malaysia, Singapore, and Indonesia. In addition to corporate finance, Mr. Shiu has been actively involved in investment and operations in the healthcare and wellness sectors.

Mr. Shiu has been appointed as an independent non-executive director of Tianjin Construction Development Group Company Limited (stock code: 2515, a company listed on the Main Board of the Stock Exchange) since April 2024. Mr. Shiu served as an independent non-executive director of Beijing Biostar Pharmaceuticals Co., Ltd. (stock code: 2563, a company listed on the Main Board of the Stock Exchange) since May 2025. Mr. Shiu was appointed as a non-executive director of Orient Securities International Holdings Limited (stock code: 8001, a company listed on the GEM of the Stock Exchange but was delisted on 13 November 2025) in June 2022 and was re-designated as an executive director in July 2022. Mr. Shiu was appointed as a non-executive director of Oriental Payment Group Holdings Limited (stock code: 8613, a company listed on the GEM of the Stock Exchange) from December 2021 to July 2025. Mr. Shiu also served as an independent non-executive director of Tianyun International Holdings Limited (stock code: 6836, a company listed on the Main Board of the Stock Exchange but was delisted on 7 January 2025) from April 2022 to January 2025. In addition, Mr. Shiu held position as an executive director and a non-executive director at Town Health International Medical Group Limited (stock code: 3886, a company listed on the Main Board of the Stock Exchange) and Allegro Culture Limited (stock code: 0550, a company listed on the Main Board of the Stock Exchange) from November 2022 to June 2023 and from January 2023 to September 2023, respectively.

Mr. Shiu entered into an appointment letter with the Company on 30 November 2025. He is subject to retirement by rotation and re-election pursuant to the Articles. He is currently entitled to a remuneration of HK$192,000 per annum as being an independent non-executive Director. The

remuneration of Mr. Shiu is determined by the Board with reference to his duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Mr. Shiu does not hold any Shares or options to subscribe for Shares.

Save as disclosed above, Mr. Shiu did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Mr. Shiu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. Save as disclosed above, there is no information that is required to be disclosed by Mr. Shiu pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Shiu.

Ms. Kwan Wai Ling (關慧玲) ("Ms. Kwan"), aged 54, has been an independent Non-Executive Director since 22 September 2025, and is a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Ms. Kwan has over 20 years of extensive experience in auditing, accounting, and financial management. She is currently the director of finance of Medicus Group Limited. She served as the director of finance for Hong Kong Medical Consultants Limited from May 2018 to November 2024. Before this role, Ms. Kwan worked at Vtech Holdings Limited, whose shares are listed on the main board of the Stock Exchange (stock code: 303), with her last position as financial controller of the group from June 2000 to September 2014. Additionally, Ms. Kwan held several positions at Deloitte Touche Tohmatsu from 1997 to 2000.

Ms. Kwan obtained a Bachelor's Degree in Business Administration in Professional Accountancy from The Chinese University of Hong Kong in 1994. She also obtained a Master's Degree in Business Administration from The Chinese University of Hong Kong in 2006. Ms. Kwan has been a member of the Hong Kong Institute of Certified Public Accountants since 1998 and became a fellow member of the Association of Chartered Certified Accountants in 2003.

Ms. Kwan was appointed as an independent non-executive director of Orient Securities International Holdings Limited (stock code: 8001, a company listed on the GEM of the Stock Exchange but was delisted on 13 November 2025) from February 2025 to November 2025.

Ms. Kwan entered into an appointment letter with the Company on 22 September 2025. She is subject to retirement by rotation and re-election pursuant to the Articles. She is currently entitled to a remuneration of HK$192,000 per annum as being an independent non-executive

Director. The remuneration of Ms. Kwan is determined by the Board with reference to her duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

Ms. Kwan does not hold any Shares or options to subscribe for Shares.

Save as disclosed above, Ms. Kwan did not hold any directorship in other listed public companies in the past three years and does not hold any other positions with the Group.

Ms. Kwan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. Save as disclosed above, there is no information that is required to be disclosed by Ms. Kwan pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Ms. Kwan.

TEAMWAY INTERNATIONAL GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01239)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of Teamway International Group Holdings Limited (the "**Company**") will be held on 24 June 2026 (Wednesday) at 11:00 a.m. at Suites 1604, 16th Floor, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong for the following purposes:

AS ORDINARY RESOLUTIONS

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

2. To re-appoint Prism Hong Kong Limited as auditor of the Company and to authorise the board of Directors (the "**Board**") to fix its remuneration.

3. (a) To re-elect Mr. Shiu Shu Ming as an independent non-executive Director and the Board be authorised to fix his director's remuneration; and

   (b) To re-elect Ms. Kwan Wai Ling as an independent non-executive Director and the Board be authorised to fix her directors' remuneration.

4. "**THAT**:

   (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;

(C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

"Relevant Period" means the period from the time 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 laws of the Cayman Islands or the Company's articles of association to be held; or

(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 open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to

fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

5. "**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

"Relevant Period" means the period from the time of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company's articles of association to be held; or

(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."

6. "**THAT** conditional upon the passing of Resolutions No. 4 and No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution No. 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution."

By order of the Board
Teamway International Group Holdings Limited
Zeng Wenyou
Executive Director

Hong Kong, 22 May 2026

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

2. The register of members will be closed from Friday, Thursday, 18 June 2026 to Wednesday, 24 June 2026 (both days inclusive), during which no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 17 June 2026. Shareholders whose names are recorded in the register of the Company on 24 June 2026 are entitled to attend the Meeting.

3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

4. To be valid, 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 to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 Meeting or any adjournment thereof.

5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, 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 Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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 joint holding.

7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.

9. Details of each of the retiring Directors proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix II to this circular.

10. A form of proxy for use at the Meeting is enclosed.

11. The Company strongly recommends the Shareholders intending to attend this meeting to vote by filling in and submitting the proxy form, i.e. to indicate their voting intention in the proxy form and designate the chairman of this meeting as your proxy to vote on your behalf on site. The form of proxy is despatched to Shareholders and can also be downloaded from the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.teamwaygroup.com.hk. To be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, on 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, as the case may be.

12. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 am on the date of the AGM, the meeting will be postponed or adjourned. The Company will post an announcement on the Company's website (www.teamwaygroup.com.hk) and Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

    The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.