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 shares in REM Group (Holdings) Limited, you should at once forward this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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REM Group (Holdings) Limited
全達電器集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1750)

PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Thursday, 18 June 2026 at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong, at 11:00 a.m. is set out on pages 16 to 20 of this circular. Whether or not you propose to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the proxy form shall be deemed to be revoked.

22 May 2026

CONTENTS

Pages

DEFINITIONS 1

LETTER FROM THE BOARD 3

APPENDIX I – EXPLANATORY STATEMENT 8

APPENDIX II – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION 13

NOTICE OF ANNUAL GENERAL MEETING 16

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 at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Hong Kong on Thursday, 18 June 2026 at 11:00 a.m. or any adjournment thereof, notice of which is set out on pages 16 to 20 of this circular
"AGM Notice"	the notice convening the AGM set out on pages 16 to 20 of this circular
"Articles"	the articles of association of the Company
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Companies Act"	the Companies Act (as revised) of the Cayman Islands
"Company"	REM Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries (as the same is defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong))
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	a general and unconditional mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot, issue and otherwise deal with (including but not limited to the resale of Treasury Shares) new Shares not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution, being the mandate referred to in resolution no. 4 in the AGM Notice
"Latest Practicable Date"	18 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Company
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution, being the mandate referred to in resolution no. 5 in the AGM Notice
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs
"Treasury Shares"	the Shares repurchased and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and the Articles, which for the purpose of the Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
"%"	per cent

REM Group (Holdings) Limited
全達電器集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1750)

Executive Directors:
Mr. Wan Man Keung *(Chairman)*
Mr. Leung Ka Wai *(Chief Executive Officer)*

Non-Executive Director:
Mrs. Kan Wan Wai Yee Mavis

Independent Non-Executive Directors:
Mr. Ng Chi Keung Alex
Mr. Cheng Sum Hing
Ms. Ng Ching Ying

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

Head Office and Principal Place of Business in Hong Kong:
Unit 5, 4th Floor
Chai Wan Industrial City Phase II
No. 70 Wing Tai Road
Hong Kong

22 May 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with notice of the AGM and information in respect of the resolutions to be proposed at the AGM including (i) the grant to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iii) the re-election of the retiring Directors; and (iv) the re-appointment of auditor of the Company.

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Pursuant to the ordinary resolutions passed at the last annual general meeting of the Company held on 11 June 2025, the Directors were granted general mandates to issue new Shares and to repurchase existing Shares. Unless otherwise renewed, such general mandates will lapse at the conclusion of the AGM.

Two ordinary resolutions, ordinary resolutions numbered 4 and 6 in the AGM Notice, will be proposed at the AGM (i) to grant to the Directors a general mandate to allot, issue and deal with (including but not limited to the resale of Treasury Shares) new Shares not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of ordinary resolution numbered 4 in the AGM Notice; and (ii) to extend such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate up to 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of ordinary resolution numbered 6 in the AGM Notice.

As at the Latest Practicable Date, the total number of Shares in issue comprised 1,800,000,000 Shares. Assuming that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal in (including but not limited to the resale of Treasury Shares) up to a maximum of 360,000,000 new Shares, being 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the Latest Practicable Date. Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 4 and 6 in the AGM Notice.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors, details of which are set out in ordinary resolution numbered 5 in the AGM Notice. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the ordinary resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to provide certain information regarding the Repurchase Mandate to enable the Shareholders to make an informed decision on whether to vote for or against ordinary resolution numbered 5 is set out in the Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mr. Wan Man Keung and Mr. Leung Ka Wai; one non-executive Director, namely Mrs. Kan Wan Wai Yee Mavis; and three independent non-executive Directors, namely Mr. Ng Chi Keung Alex, Mr. Cheng Sum Hing and Ms. Ng Ching Ying.

Article 108 of the Articles provides that notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Wan Man Keung and Mr. Ng Chi Keung Alex shall retire from office as Directors by rotation at the AGM and, being eligible, offer themselves for re-election as the Directors at the AGM.

The nomination was made in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company.

The Nomination Committee has considered Mr. Wan Man Keung's extensive experience in the low-voltage electrical power distribution and control devices industry, his substantial experience in the overall strategic planning and daily management of the Group's business development and operations and other experience and factors as set out in Appendix II to this circular. The Nomination Committee has also considered Mr. Ng Chi Keung Alex's extensive experience in the engineering industry, his working profile and other experience and factors as set out in Appendix II to this circular. Having duly considered Mr. Wan's and Mr. Ng's qualifications, skills, experience, age, culture, ethnicity, gender, past contributions and all other relevant factors, the Nomination Committee is of the view that they continue to be suitable candidates to serve on the Board. Further, Mr. Ng Chi Keung Alex, being independent non-executive Director, has satisfied all the criteria for independence set out in rule 3.13 of the Listing Rules and provided annual confirmation of independence to the Company. Mr. Ng has exercised impartial judgments and given independent guidance to the Company during his tenure of offices. The Board considers that he is independent. The Board believes that their re-election as the Directors would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board endorsed the recommendations of the Nomination Committee and recommended the retiring Directors, namely Mr. Wan Man Keung and Mr. Ng Chi Keung Alex to stand for re-election at the AGM. The retiring Directors abstained from voting on the recommendation on his/her own re-election throughout the nomination processes.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) are disclosed in the corporate governance report of the annual report.

RE-APPOINTMENT OF AUDITOR

Cheng & Cheng Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. Following the recommendation of the Audit Committee, the Board proposed to re-appoint Cheng & Cheng Limited as the auditor of the Company with a term expiring upon the next annual general meeting of the Company, and the Board proposed to be authorized to fix its remuneration.

The preliminary estimated audit fee for the audit services in respect of the financial year ending 31 December 2026 is approximately HK$590,000 to HK$650,000. The estimated audit fee was determined after due consideration, taking into account, among other things, the complexity and scale of the Group's business operations, the expected scope of the audit work, the audit timetable and the level of resources required for the audit engagement. The estimated audit fee is based on the information currently available as at the Latest Practicable Date.

Unless there is a material change in the basis or assumptions on which the estimated audit fee was determined, the final audit fee should not deviate materially from the estimated amount initially disclosed in this circular. In the event of any material change, the Company will make further disclosure as appropriate.

An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

AGM

The AGM Notice which contains, *inter alia*, ordinary resolutions for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the Directors and the proposed re-appointment of auditor of the Company is set out on pages 16 to 20 of this circular.

A proxy form for use at the AGM is herewith enclosed, and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.rem-group.com.hk). Whether or not you are able to attend the AGM in person, you are requested to complete the proxy form and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions as indicated thereon not later than 48 hours before the time fixed for holding the AGM, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be). Completion and return of the proxy form will not prevent you from subsequently attending and voting in person at the AGM or any adjourned meeting (as the case may be) if you so wish and in such event, the proxy form shall be deemed to be revoked.

VOTING BY POLL AT THE AGM

In accordance with Rule 13.39(4) of the Listing Rules and the Articles, all resolutions set out in the AGM Notice will be voted on by poll at the AGM. Article 79 of the Articles provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. An announcement on the poll vote results will be made by the Company after the AGM.

RECOMMENDATION

The Directors consider that (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate; (iii) the proposed re-election of Directors; and (iv) the proposed re-appointment of auditor of the Company as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 June 2026.

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.

GENERAL

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

Yours faithfully,
By order of the Board
REM Group (Holdings) Limited
Wan Man Keung
Chairman & Executive Director

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information to the Shareholders to consider the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,800,000,000 Shares.

Subject to the passing of the resolution for the grant of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 180,000,000 Shares (representing 10% of the total number of Shares in issue as at the date of passing the Repurchase Mandate).

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may either cancel the Shares repurchased and/or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share repurchase.

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

2. REASONS FOR REPURCHASE

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

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Act and any other applicable laws. Such funds legally available for repurchasing Shares include:

(i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Act, out of capital; and

(ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Act, out of capital.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2025) in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full. However, 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 requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

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

Month	**Price per Share**	
	Highest	**Lowest**
	HK$	*HK$*
2025		
May	0.042	0.033
June	0.037	0.030
July	0.033	0.030
August	0.054	0.030
September	0.055	0.043
October	0.055	0.042
November	0.068	0.042
December	0.126	0.050
2026		
January	0.107	0.074
February	0.107	0.080
March	0.138	0.085
April	0.120	0.093
May (up to the Latest Practicable Date)	0.113	0.095

5. GENERAL

The Directors have confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares under the Repurchase Mandate if such is approved by the Shareholders and exercised by the Board.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders and exercised by the Board.

6. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of the Company kept under section 336 of the SFO, information on the Shareholder who has an interest of 5% or more of the issued share capital of the Company set out below.

	Number of Shares held as at the Latest Practicable Date	**Percentage of existing shareholding as at the Latest Practicable Date**	**Approximate percentage of shareholding if the Repurchase Mandate is exercised in full**
Name			
Unique Best Limited *(Note 1)*	540,000,000	30.00%	33.33%
WANs Limited *(Note 1)*	540,000,000	30.00%	33.33%
REM Enterprises Limited *(Note 1)*	540,000,000	30.00%	33.33%
WAN Union Limited *(Note 1)*	540,000,000	30.00%	33.33%
Mr. Wun Chi Wai *(Note 1)*	540,000,000	30.00%	33.33%
Mr. Leung Ka Wai *(Note 1)*	540,000,000	30.00%	33.33%

	Number of Shares held as at the Latest Practicable Date	Percentage of existing shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Wan Man Keung *(Note 1)*	540,000,000	30.00%	33.33%
Ms. Lam Yin *(Note 2)*	540,000,000	30.00%	33.33%
Ms. Emi Que *(Note 3)*	540,000,000	30.00%	33.33%
Ms. Huang Xiao Ying *(Note 4)*	540,000,000	30.00%	33.33%
Mr. Wan Chak Ming	522,000,000	29.00%	32.22%
Ms. Wan Po Kwan	126,000,000	7.00%	7.78%

Notes:

1. Unique Best Limited is owned by WANs Limited, REM Enterprises Limited and Ms. Wan Po Kwan as to 85.14%, 13.33% and 1.53%, respectively. WANs Limited is wholly owned by WAN Union Limited (as trustee of the WAN Union Trust), while REM Enterprises Limited is wholly owned by Mr. Leung Ka Wai. The WAN Union Trust is a discretionary family trust established by Mr. Wan Man Keung, Mr. Wun Chi Wai and Mr. Wun Chi Keung as settlors and WAN Union Limited as trustee which holds the entire interest in WANs Limited on trust for the benefits of Mr. Wan Man Keung, Mr. Wun Chi Wai and Mr. Wun Chi Keung, and their immediate family members. By virtue of the SFO, Mr. Wan Man Keung and Mr. Wun Chi Wai, being the settlors and beneficiaries, and WAN Union Limited, being the trustee, are deemed to be interested in the Shares in which WANs Limited is interested. The board of directors of WAN Union Limited comprises solely Mr. Wan Man Keung, Ms. Wun Tsz Ying (the daughter of Mr. Wun Chi Keung), Mr. Wan Chak Ming (the son of Mr. Wan Man Keung), Ms. Wan Po Kwan (the daughter of Mr. Wan Man Keung) and a third party. Further, Mr. Wan Man Keung, Mr. Wun Chi Wai and Mr. Leung Ka Wai have confirmed that they are parties acting in concert and are therefore deemed to be interested in the Shares held by the others. Hence, Mr. Wan Man Keung, Mr. Wun Chi Wai, Mr. Leung Ka Wai, WAN Union Limited, WANs Limited and REM Enterprises Limited are deemed to be interested in all the Shares held by Unique Best Limited.

2. Ms. Lam Yin is the wife of Mr. Wan Man Keung and is deemed to be interested in the Shares which are interested by Mr. Wan Man Keung under the SFO.

3. Ms. Emi Que is the wife of Mr. Wun Chi Wai and is deemed to be interested in the Shares which are interested by Mr. Wun Chi Wai under the SFO.

4. Ms. Huang Xiao Ying is the wife of Mr. Leung Ka Wai and is deemed to be interested in the Shares which are interested by Mr. Leung Ka Wai under the SFO.

In the event that the Directors shall exercise the Repurchase Mandate in full, the interest of the above persons in the issued shares of the Company will be increased as shown above. The interest in the Company of each of Unique Best Limited, WANs Limited, REM Enterprises Limited, WAN Union Limited, Mr. Wun Chi Wai, Mr. Leung Ka Wai, Mr. Wan Man Keung, Ms. Lam Yin, Ms. Emi Que and Ms. Huang Xiao will be increased from approximately 30.00% to 33.33% respectively. The interest of Mr. Wan Chak Ming will be increased from approximately 29.00% to 32.22%. Such increase will give rise to an obligation on each of Unique Best Limited, WANs Limited, REM Enterprises Limited, WAN Union Limited, Mr. Wun Chi Wai, Mr. Leung Ka Wai, Mr. Wan Man Keung, Ms. Lam Yin, Ms. Emi Que, Ms. Huang Xiao and Mr. Wan Chak Ming to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, cause any Shareholders or group of Shareholders acting in concert to become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the entire issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

The following are the particulars of retiring Directors who are proposed to be re-elected at the AGM:

Mr. Wan Man Keung ("Mr. Wan"), aged 64, is an executive Director and the chairman of the Board and is responsible for the overall strategic planning and daily management of the Group's business development and operations. Mr. Wan, together with, among others, Mr. Leung Ka Wai, founded the Group on 25 August 1992. He was the non-executive Director for the period between 29 June 2017 and 11 January 2018, and was redesignated as an executive Director on 12 January 2018. He was appointed as the chairman of the Board on 29 June 2017 and as a member of the Remuneration and Nomination Committee on 23 April 2018. He is also a director of all subsidiaries of the Group and the legal representative of two PRC companies, namely Dongguan Quanda Electrical Equipment Limited and Guangzhou Quanda Electrical Metal Products Limited. Since February 2020, Mr. Wan has served as the chairman and, until re-designation, non-executive Director of SEM Holdings Limited (Stock Code: 9929) ("**SEM Holdings**") which is listed on the Main Board of the Stock Exchange. On 26 January 2024, Mr. Wan was re-designated from non-executive Director to an executive Director and was also appointed as the chief executive officer of SEM Holdings. On 1 February 2026, Mr. Wan resigned as the chairman of SEM Holdings.

Mr. Wan has more than 30 years of experience in the low-voltage electrical power distribution and control devices industry. Mr. Wan completed form three education in 1978. He currently holds the certificate of registration of electrical worker issued by the Electrical and Mechanical Services Department in Hong Kong and is a grade B electrical worker. He was awarded a craft certificate in electrical fitting and installations by the Morrison Hill Technical Institute (currently known as the Hong Kong Institute of Vocational Education (Morrison Hill)) in Hong Kong in July 1981.

Mr. Wan is the elder brother of Mr. Wun Chi Keung and Mr. Wun Chi Wai, the controlling Shareholders, and the father of Mr. Wan Chak Ming, a substantial Shareholder, and the father of Ms. Wan Po Kwan, a Shareholder and a cousin of Mrs. Kan Wan Wai Yee Mavis, a non-executive Director. As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Mr. Wan is deemed to be interested in 540,000,000 Shares, representing 30.00% of the entire issued share capital of the Company.

Mr. Wan has entered into a service contract with the Company. Mr. Wan's directorship in the Company shall be for a term of three years and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Wan's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Wan is entitled to a Director's fee of HK$1,080,000 per annum which is determined with reference to various factors such as duties and level of responsibilities of Mr. Wan, the available information in respect of companies of comparable business or scale, the performance of Mr. Wan and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the Remuneration Committee. Pursuant to the said service agreement, Mr. Wan shall be entitled to management bonus which is at the discretion of the Board. The total amount of the management bonus payable to all Directors should not exceed 10% of the net profit before tax of each financial year of the Company.

Save as disclosed above, Mr. Wan did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Wan does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Wan is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Ng Chi Keung Alex ("Mr. Ng"), aged 68, was appointed as an independent non-executive Director, chairman of the Remuneration Committee and a member of the Nomination Committee on 23 April 2018. He is responsible for supervising and providing independent judgment to the Board, the Remuneration Committee and the Nomination Committee.

Mr. Ng obtained a master degree in business administration from Asia International Open University (Macau) (currently known as the City University of Macau) in May 1993, a master degree in building services engineering from the Brunel University, United Kingdom, through distance learning, in July 1995, and a bachelor degree of engineering in building services engineering from the City University of Hong Kong in November 2000. He is currently a member of The Chartered Institution of Building Services Engineers and a member of The Hong Kong Institution of Engineers. In December 2002, Mr. Ng was also registered as a chartered engineer by the Engineering Council UK (currently known as the Engineering Council), in relation to his membership of The Chartered Institution of Building Services Engineers.

Mr. Ng has more than 45 years of experience in the engineering industry. He worked for Yuen Cheong Engineering Company Limited as a site agent from July 1978 to July 1981, Arthur C. S. Kwok Architects & Associates as a M&E draftsman from August 1981 to November 1982, Kennedy & Donkin International as an assistant plumbing & drainage engineer from October 1982 to November 1984, Hongkong & Whampoa Dock Company Limited as a senior project coordinator from April 1985 to March 1994, Hutchison Whampoa Properties Limited as the chief project manager from April 1994 to March 2015, and Hutchison Property Group Limited as the chief project manager from April 2015 to December 2016.

Mr. Ng has entered into a letter of appointment with the Company. Mr. Ng's directorship in the Company shall be for a term of three years and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Ng's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Ng is entitled to a Director's fee of HK$120,000 per annum which is determined with reference to various factors such as duties and level of responsibilities of Mr. Ng, the available information in respect of companies of comparable business or scale, the performance of Mr. Ng and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the Remuneration Committee.

Save as disclosed above, Mr. Ng did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Ng does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Ng is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

REM Group (Holdings) Limited
全達電器集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1750)

NOTICE IS HEREBY GIVEN that an annual general meeting of REM Group (Holdings) Limited (the "**Company**") will be held at Suites 01-08, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong on Thursday, 18 June 2026 at 11:00 a.m. (the "**Meeting**") for the following purposes:

ORDINARY RESOLUTIONS

As ordinary businesses:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "**Directors**") and of the auditor of the Company for the year ended 31 December 2025;

2. i. To re-elect the Mr. Wan Man Keung as an executive director of the Company;

   ii. To re-elect the Mr. Ng Chi Keung Alex as an independent non-executive director of the Company;

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

3. To re-appoint Cheng & Cheng Limited as the auditor of the Company and to authorise the Board to fix the remuneration of the auditor;

As special businesses:

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

   "**THAT**:

   4.1 subject to paragraph 4.4 below and pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), 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 of HK$0.01 each in the capital of the Company (the "**Shares**"), including but not limited to the resale of treasury shares, and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

4.2 the approval in paragraph 4.1 above shall authorise the Directors during the Relevant Period to allot, issue and deal with additional Shares and make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

4.3 the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph 4.1 above during the Relevant Period, other than (i) a Rights Issue (as hereinafter defined), or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares, or (iii) an issue of Shares for the grant or exercise of any option under any option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of Shares or rights to acquire Shares, or (iv) any issue of Shares as scrip dividends or similar arrangement pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

4.4 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 by the articles of association of the Company or any applicable law to be held; or

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

"**Rights Issue**" means an offer of Shares, or offer or issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to the holders of Shares (and, where appropriate, to holders of other securities of the Company entitled to the offer) whose names appear on the register on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate such other securities) as at that date (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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

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

"**THAT**:

5.1 subject to paragraph 5.2 below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**Securities and Futures Commission**") and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

5.2 the aggregate number of Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph 5.1 above during the Relevant Period shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

5.3 for the purposes 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 by the articles of association of the Company or any applicable law to be held; or

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

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

"**THAT** subject to the passing of resolutions numbered 4 and 5 set out in this notice convening this meeting, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such power pursuant to resolution numbered 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice convening this meeting, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing this resolution."

Yours faithfully,
By order of the Board
REM Group (Holdings) Limited
Wan Man Keung
Chairman & Executive Director

Hong Kong, 22 May 2026

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).

3. For the purpose of ascertaining shareholders who are entitled to attend and vote at the Meeting to be held on Thursday, 18 June 2026, the register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive). In order to qualify for the right to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates should be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 12 June 2026.

4. With regard to item number 2 in this notice, the Board proposes that the retiring Directors, namely, Mr. Wan Man Keung and Mr. Ng Chi Keung Alex, be re-elected as Directors. Biographical details of these Directors are set out in Appendix II to the circular despatched to shareholders of the Company dated 22 May 2026 (the "**Circular**").

5. Detailed information on other business to be transacted at the Meeting is set out in the Circular.

6. All resolutions as set out in this notice will be taken by poll at the Meeting.

7. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" as announced by the Government of Hong Kong or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company (www.rem-group.com.hk) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned 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 conditions bearing in mind their own situations.

8. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date hereof, the Board comprises (i) Mr. Wan Man Keung (Chairman) and Mr. Leung Ka Wai (Chief Executive Officer) as executive Directors; (ii) Mrs. Kan Wan Wai Yee Mavis as a non-executive Director; and (iii) Mr. Ng Chi Keung Alex, Mr. Cheng Sum Hing and Ms. Ng Ching Ying as independent non-executive Directors.