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If you are in any doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in DevGreat Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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DEVGREAT

DEVGREAT GROUP LIMITED

大方廣瑞德集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 755)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED RE-APPOINTMENT OF AUDITOR AND NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the annual general meeting of DevGreat Group Limited to be held at Suite 2701-08, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Tuesday, 23 June 2026, is set out on pages 15 to 20 of this circular. A form of proxy is also enclosed. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent shareholders from subsequently attending and voting in person at the annual general meeting or any adjournment thereof if they so wish.

22 May 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Suite 2701-08, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Tuesday, 23 June 2026, the notice of which is set out on pages 15 to 20 of this circular, or any adjournment thereof
"Board"	the board of Directors
"Bye-laws"	bye-laws of the Company
"Code"	the Hong Kong Code on Takeovers and Mergers
"Company"	DevGreat Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"Existing Issue Mandate"	a general mandate granted to the Directors at the annual general meeting of the Company held on 27 June 2025 to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at 27 June 2025
"Existing Repurchase Mandate"	a general mandate granted to the Directors at the annual general meeting of the Company held on 27 June 2025 to repurchase Shares not exceeding 10% of the nominal value of share capital of the Company in issue as at 27 June 2025
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Latest Practicable Date"	15 May 2026, being the latest practicable date for ascertaining certain information referred to in this circular prior to the bulk-printing of this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Administrative Region of the PRC and Taiwan
"Proposed Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
"Registrar"	the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"Retiring Directors"	Mr. Pi Minjie, Dr. Guan Huanfei and Mr. Wang Yuzhou
"RMB"	Renminbi, the lawful currency in the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.02 each in the capital of the Company
"Shareholder(s)"	registered holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars, the lawful currency in Hong Kong
"%"	per cent

DEVGREAT

DEVGREAT GROUP LIMITED
大方廣瑞德集團有限公司

(Incorporated in Bermuda with limited liability)
(Stock code: 755)

Executive Directors:
Ms. LI Zhen *(Chairman)*
Mr. LONG Tianyu
Mr. PI Minjie

Non-executive Director:
Mr. ZOU Yang

Independent non-executive Directors:
Dr. GUAN Huanfei
Mr. CAO Hailiang
Dr. LIN Xinzhu
Mr. WANG Yuzhou

Registered office:
Clarendon House,
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Suite 1602A,16/F.,
Kenbo Commercial Building,
335 Queen's Road West,
Hong Kong

22 May 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED RE-APPOINTMENT OF AUDITOR AND NOTICE OF THE ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information of the resolutions to be proposed at the Annual General Meeting for the approval of (a) granting the Directors a general mandate to allot, issue and deal with Shares of up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution granting such mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) the extension of the general mandate to issue Shares by adding to it the aggregate nominal value of the issued Shares repurchased under the Proposed Repurchase Mandate; (d) the proposed re-election of the Retiring Directors; (e) the proposed re-appointment of auditor; and (f) to give the Shareholders notice of the Annual General Meeting at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 27 June 2025, ordinary resolutions were passed granting the Existing Issue Mandate and the Existing Repurchase Mandate to the Directors.

In accordance with the provisions of the Listing Rules and the terms of the Existing Issue Mandate and the Existing Repurchase Mandate, the Existing Issue Mandate and the Existing Repurchase Mandate shall lapse if, among other matters, they are revoked or varied by ordinary resolutions of the Shareholders in general meeting.

Resolutions set out as resolutions 4A(d) and 4B(c) in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to revoke the Existing Issue Mandate and the Existing Repurchase Mandate respectively. New general mandate to the Directors to allot, issue and deal with Shares of up to 20% of the aggregate nominal value of the share capital of the Company in issue (which shall amount to 35,710,443 Shares based on the issued share capital of the Company of 178,552,218 Shares as at the Latest Practicable Date) as at the date of passing the relevant resolution granting this mandate, and the Proposed Repurchase Mandate to the Directors to repurchase Shares up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution as set out in resolutions 4A(a), (b), (c) and (e) and resolutions 4B(a), (b) and (d) in the notice of the Annual General Meeting will also be proposed at the Annual General Meeting. Such mandates shall continue until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; or (iii) the revocation or variation of the authority given under such mandate by ordinary resolution of Shareholders in general meeting. With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue or repurchase any Shares pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution in relation to the Proposed Repurchase Mandate at the Annual General Meeting.

Resolutions set out as resolution 4C in the notice of the Annual General Meeting will also be proposed at the Annual General Meeting to extend the general mandate to issue Shares under resolution 4A by adding to it the aggregate nominal value of the issued Shares repurchased under the Proposed Repurchase Mandate.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

According to the Bye-laws 86 and 87 and the Corporate Governance Code of the Listing Rules, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company, provided that every Director shall retire from office by rotation and are subject to re-election at annual general meeting at least once every three years. Directors who are appointed to fill casual vacancies shall hold office only until the next following general meeting after their appointment, and are subject to re-election by the Shareholders. Accordingly, all of the Retiring Directors will offer themselves for re-election at the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to re-elect Mr. Pi Minjie as an executive Director, and Dr. Guan Huanfei and Mr. Wang Yuzhou as independent non-executive Directors.

Dr. Guan Huanfei and Mr. Wang Yuzhou, being independent non-executive Directors, meet the independence criteria as set out in Rule 3.13 of the Listing Rules as accessed and reviewed by the nomination committee of the Board.

Brief biography of each of the Retiring Directors proposed to be re-elected at the Annual General Meeting set out below:

Mr. Pi Minjie

Mr. Pi Minjie ("**Mr. Pi**"), aged 36, has been an executive Director since 1 December 2024. Mr. Pi graduated from Peking University in 2012 with a Bachelor of Engineering degree. Mr. Pi graduated from Shanghai Advanced Institute of Finance of Shanghai Jiao Tong University in 2021 with a Master of Business Administration degree.

Mr. Pi remains a director and shareholder of Innumerable Fortune Limited ("**Innumerable Fortune**"), and Innumerable Fortune was interested in 29,758,703 shares of the Company, representing approximately 16.67% of the issued share capital of the Company as at the Latest Practicable Date. Mr. Pi joined the Company in January 2021, and successively served as the director of Securities Affairs Department and vice president of the Company. Mr. Pi successively served as assistant to the chairman and assistant to the general manager of Financial Affairs Department of Sansheng Hongye Investment (Group) Co., Ltd. from July 2015 to August 2018. Mr. Pi successively served as vice general manager and executive director and other duties of Zhongchang International Holdings Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 859.HK) from August 2018 to November 2020.

Mr. Pi is not appointed for a specific term or any proposed length of service, and he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. The annual remuneration payable by the Group to Mr. Pi for his services as an executive Director is zero, which is determined by mutual agreement. As the Vice President, Mr. Pi has entered into a service contract with the Company for a term of three years. Pursuant to his service contract, Mr. Pi's annual remuneration is RMB1,000,000 (excluding discretionary bonus), which is determined with reference to his relevant duties and responsibilities with the Company, the prevailing market conditions and the Company's remuneration policy and was reviewed and recommended by the remuneration committee of the Board.

Dr. Guan Huanfei

Dr. Guan Huanfei ("**Dr. Guan**"), aged 68, has been an independent non-executive Director, and members of the nomination committee and the audit committee of the Board since 11 January 2021. Dr. Guan obtained a Doctoral degree in Economics from Wuhan University in 2000 and was a postdoctoral researcher in Theoretical Economics with Fudan University from 2000 to 2002. Dr. Guan has been a part-time researcher of the Insurance Research Centre of Fudan University since 2004. He has been a part-time lecturer of professional degree of Fudan University since 2013. Dr. Guan has been a visiting professor of Jilin University of Finance and Economics since August 2018, and was appointed as the honorary chairman of Shenzhen Research Association of Corporate Governance in November 2020, and he was appointed as external supervisor of post graduate of University of International Business and Economics since September 2022. Dr. Guan had been an economic and technical consultant of the People's Government of Jilin Province for several years.

Dr. Guan has extensive experience in finance and insurance industry in Hong Kong and China. He held various senior managerial positions in the People's Insurance Company of China (Jilin Branch), the business department of Hong Kong and Macao Regional Office of China Insurance Group, China Taiping Insurance (HK) Company Limited and China Pacific Insurance Co., (H.K.) Limited. He also held offices at the Bank of Communications, including the deputy chairman of the risk asset management committee, the deputy chairman of credit asset management committee, the chairman of loan verification committee, the deputy general manager of the Bank of Communications Hong Kong Branch, a director of Bank of Communications Trustee Limited, the chairman and chief executive officer of China BOCOM Insurance Company Limited and an executive director and general manager of BoCommLife Insurance Company Limited.

Dr. Guan is currently an independent non-executive director of each of China Nonferrous Mining Corporation Limited (stock code: 1258.HK), Shandong Hi-Speed Holdings Group Limited (previously known as China Shandong Hi-Speed Financial Group Limited) (stock code: 412.HK), XinKong International Capital Holdings Limited (previously known as Huarong International Financial Holdings Limited) (stock code: 993.HK), Sunwah Kingsway Capital Holdings Limited (stock code: 188.HK). From June 2022 to January 2026, Dr. Guan served as an independent non-executive director of Guangdong – Hong Kong Greater Bay Area Holdings Limited (stock code: 1396.HK), all of which are companies listed on the Main Board of the Stock Exchange.

Dr. Guan continues to demonstrate his commitment to his roles with the Company. Moreover, the Company has continued to receive written confirmation from Dr. Guan concerning his independence in accordance with the Listing Rules. Accordingly, the Board considers that Dr. Guan continues to be independent.

Given the perspectives and skills Dr. Guan has gained through his background and experience in financial management and his biographical information as disclosed above, the Board considers that Dr. Guan contributes to the diversity of the Board.

Dr. Guan has entered into a letter of appointment with the Company for a term of 2 years commencing from 11 January 2025, subject to termination in certain circumstances as stipulated in his letter of appointment. He is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Dr. Guan is entitled to an emolument of HK$25,000 per month pursuant to his letter of appointment which was determined by the Board with reference to his qualifications and experience, duties and responsibilities with the Company and prevailing market conditions.

Mr. Wang Yuzhou

Mr. Wang Yuzhou ("**Mr. Wang**"), aged 46, has been an independent non-executive Director of the Company, a member and the chairman of the audit committee of the Board and a member of the remuneration committee of the Board since 30 September 2021. He obtained a bachelor degree in economics from Fudan University in 2003. Mr. Wang has been a member of (i) The Chinese Institute of Certified Public Accountants since December 2012; (ii) The Association of Chartered Certified Accountants since May 2013; (iii) The China Certified Tax Agents Association since April 2015; and (iv) The Chinese Institute of Certified Public Accountants since December 2019 (non-practicing member). He also (i) obtained the qualification of registered tax agent issued by the State Administration of Taxation of the People's Republic of China in June 2014; and (ii) was awarded the professional designation of certified internal auditor by The Institute of Internal Auditors since November 2013.

Mr. Wang was an audit manager in the Shanghai office of Deloitte Touche Tohmatsu Limited from 2005 to 2010. He then joined China Zenix Auto International Limited (the shares of which are listed on the New York stock exchange, stock code: ZX.US) as a vice president of the finance department until 2014. He was then a vice president of Sanpower Group Co., Limited, a multinational conglomerate headquartered in China, and a director and chairman of the audit committee of Natali Seculife Holdings Ltd from 2014 to 2018. Mr. Wang has been a vice president of the international finance department of Nanjing Xinjiekou Department Store Co., Limited (the shares of which are listed on the Shanghai stock exchange, stock code: 600682. SH) and a director and chairman of the audit committee of Dendreon Pharmaceuticals LLC since 2019.

Mr. Wang continues to demonstrate his commitment to his roles with the Company. In assessing the independence of Mr. Wang, the Board considered his character, integrity and judgement as demonstrated by his commitment and contribution to the Board during his tenure of service and his willingness to continuously exercise his independent judgement and to provide the Company with his objective views.

Given the perspectives and skills, Mr. Wang has gained through his background and experience in financial management and his biographical information as disclosed above, the Board considers that Mr. Wang contributes to the diversity of the Board.

Mr. Wang has entered into a letter of appointment with the Company for a term of 2 years commencing from 30 September 2025, subject to termination in certain circumstances as stipulated in his letter of appointment. He is also subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Bye-laws. Mr. Wang is entitled to an emolument of HK$25,000 per month pursuant to his letter of appointment which was determined by the Board with reference to the qualifications and experience, duties and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, (i) the Retiring Directors did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company and have not held any other positions with the Company or the Group; (ii) for the past three years, the Retiring Directors did not hold any directorship in any public companies, the securities of which are listed on the Stock Exchange or overseas; (iii) the Retiring Directors did not have any interest in the Shares within the meaning of Part XV of the SFO; (iv) the Retiring Directors did not have other major appointments and professional qualifications; (v) there were no other matters in relation to the Retiring Directors that are required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (vi) there were no other matters in relation to the re-election of the Retiring Directors that need to be brought to the attention of the Shareholders.

PROPOSED RE-APPOINTMENT OF AUDITOR

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to re-appoint PKF Hong Kong Limited as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 December 2026.

The estimated audit fee payable to PKF Hong Kong Limited for the annual audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is expected to be in the range of approximately HK$700,000 to HK$850,000 (exclusive of out-of-pocket expenses). The estimated audit fee has been determined after consideration and arm's length negotiations between the Company and PKF Hong Kong Limited, taking into account, among other things, the historical audit fee agreed by the Company and PKF Hong Kong Limited, the size, nature and complexity of the Group's business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee is based on the assumption that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year ending 31 December 2026 and no unforeseeable circumstances which would render the estimated audit fee unfair and unreasonable.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Suite 2701-08, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Tuesday, 23 June 2026 is set out on pages 15 to 20 of this circular.

There is enclosed a form of proxy for use at the Annual General Meeting. Whether or not the Shareholders intend to be present at the Annual General Meeting, they are requested to complete the form of proxy and return it to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event no later than 2:30 p.m. (Hong Kong time) on Sunday, 21 June 2026 (or, if the Annual General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Annual General Meeting). Completion and delivery of the form of proxy will not prevent the Shareholders from attending, and voting at the Annual General Meeting if they so wish.

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 of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions as put to vote at the Annual General Meeting will be taken by way of poll. None of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Bye-laws.

An announcement on the poll results will be made by the Company after the Annual General Meeting on websites of the Stock Exchange at www.hkexnews.hk and the Company at www.devgreatgroup.com in accordance with the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE FOR THE ANNUAL GENERAL MEETING

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026, both dates inclusive, during which period no transfer of Shares will be effected. Shareholders who are entitled to attend and vote at the above meeting are those whose names appear on the registers of members of the Company on Tuesday, 23 June 2026. In order to be eligible to attend and vote at the Annual General Meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on Tuesday, 16 June 2026 (Hong Kong time).

RECOMMENDATION

The Directors consider that the proposed resolutions for (i) granting the Directors a general mandate to allot, issue and deal with Shares of up to 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution granting such mandate; (ii) granting the Directors the Proposed Repurchase Mandate to repurchase Shares up to 10% of the share capital of the Company in issue as at the date of passing the relevant resolution granting such mandate; (iii) the extension of the mandate in (i) above by adding to it the aggregate nominal value of issued Shares repurchased under the Proposed Repurchase Mandate; (iv) the proposed re-election of the Retiring Directors; and (v) the re-appointment of PKF Hong Kong Limited as the auditor of the Company are in the interests of the Company, the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all resolutions as set out in the notice of the Annual General Meeting.

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 Group. 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 INFORMATION

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

Yours faithfully,
for and on behalf of the Board
DevGreat Group Limited
Ms. Li Zhen
Chairman, Executive Director and CEO

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Repurchase Mandate.

SOURCE OF FUNDS

Repurchases must be funded out of fund legally available for the purpose and in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 178,552,218 Shares. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 17,855,221 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or Bye-laws or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. 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 earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that there may be adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2025, in the event that the proposed Share repurchase was to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels.

SHARE PRICES

The following table shows the highest and lowest prices at which the Shares had been traded on the Stock Exchange in each of the twelve months immediately preceding the Latest Practicable Date:

Month	Highest trading price per Share *HK$*	Lowest trading price per Share *HK$*
2025		
May	0.770	0.460
June	0.510	0.405
July	0.580	0.430
August	0.475	0.435
September	0.430	0.390
October	0.440	0.370
November	0.390	0.350
December	0.395	0.335
2026		
January	0.365	0.340
February	0.380	0.345
March	0.390	0.350
April	0.395	0.305
May (up to the Latest Practicable Date)	0.425	0.330

GENERAL

As at the Latest Practicable Date, to the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates (as defined in the Listing Rules) intended to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved.

The Directors will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda. Neither this explanatory statement nor the Proposed Repurchase Mandate has any unusual features.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) had notified the Company that he had an intention to sell any Shares to the Company, or had undertaken not to do so, in the event that the Proposed Repurchase Mandate is approved.

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

As at the Latest Practicable Date and so far as was known to the Directors, Nantong Sanjian Holding (HK) Co., Limited ("**Nantong Sanjian**") was interested in a total of 44,623,175 Shares, representing approximately 24.99% of the issued share capital of the Company. On the basis that no further Shares will be issued or repurchased after the Latest Practicable Date, in the event that the Directors exercise the Proposed Repurchase Mandate in full, the shareholdings of Nantong Sanjian in the Company would be increased to approximately 27.77% of the issued share capital of the Company as reduced by the exercise of the Proposed Repurchase Mandate in full. Such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Code.

The Directors have no present intention to exercise in full the power to repurchase Shares proposed to be granted pursuant to the Proposed Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be held in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares being held in public hands.

The Company did not repurchase any of its Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date.

DEVGREAT

DEVGREAT GROUP LIMITED
大方廣瑞德集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 755)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of DevGreat Group Limited (the "**Company**") will be held at Suite 2701-08, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Tuesday, 23 June 2026 for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2025;

2. A. To re-elect the following directors of the Company ("**Directors**"):

   (i) Mr. Pi Minjie as executive Director;

   (ii) Dr. Guan Huanfei as independent non-executive Director; and

   (iii) Mr. Wang Yuzhou as independent non-executive Director.

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

3. To re-appoint PKF Hong Kong Limited, certified public accountants, as the auditor of the Company and to authorise the Board to fix their remuneration;

4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

A. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company ("**Shares**") or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal value of the share capital 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 (a) above, otherwise than pursuant to:-

(i) a Rights Issue (as hereinafter defined);

(ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;

(iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or right to acquire Shares; and

(iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company;

shall not exceed 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purpose of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earliest of:-

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or

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

"**Rights Issue**" means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion 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 outside Hong Kong)."

B. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the shares of the Company ("**Shares**") on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases, and subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal value of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

(c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) for the purpose of this Resolution, "**Relevant Period**" means the period from the passing of this Resolution until whichever is the earliest of:-

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

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or

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

C. "**THAT** conditional upon the passing of Resolutions 4A and 4B as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to Resolution 4A above be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4B above, provided that such amount shall not exceed 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of this Resolution."

By order of the Board
DevGreat Group Limited
Ms. Li Zhen
Chairman, Executive Director and CEO

Hong Kong, 22 May 2026

Registered office:

Clarendon House,
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:

Suite 1602A,16/F.,
Kenbo Commercial Building,
335 Queen's Road West,
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.

2. In order to be valid, the proxy form together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney must be lodged with the Company's branch registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no later than 2:30 p.m. (Hong Kong time) on Sunday, 21 June 2026 (or, if the Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Meeting).

3. In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

4. Detailed information on certain businesses to be transacted at the Meeting is set out in the circular to be sent to the shareholders of the Company.

5. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026, both dates inclusive, during which period no transfer of shares of the Company will be effected. Shareholders who are entitled to attend and vote at the Meeting are those whose names appear on the register of members of the Company on Tuesday, 23 June 2026. In order to be eligible to attend and vote at the Meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m., Tuesday, 16 June 2026 (Hong Kong time).

6. Bad weather arrangement:

   If a black rainstorm warning signal or a typhoon warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force in Hong Kong at any time after 12:00 p.m. (Hong Kong time) on the date of the Meeting, the Meeting will be automatically adjourned to a later date. The Company will post an announcement on both websites of the Company (www.devgreatgroup.com) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and location of the adjourned meeting. Shareholders should in any event exercise due care and caution when deciding to attend the Meeting in adverse weather conditions. In the event that the Meeting is adjourned because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the adjourned Meeting will remain the same as stated above.

   The Meeting will be held as scheduled when an amber or red rainstorm warning signal or typhoon warning signal no. 3 or below is in force in Hong Kong at any time on that day.

As at the date of this notice, the executive Directors are Ms. Li Zhen, Mr. Long Tianyu and Mr. Pi Minjie, the non-executive Director is Mr. Zou Yang, and the independent non-executive Directors are Dr. Guan Huanfei, Mr. Cao Hailiang, Dr. Lin Xinzhu and Mr. Wang Yuzhou.