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TESSON HOLDINGS LIMITED
天臣控股有限公司

(Incorporated in Bermuda with limited liability)
(Stock code: 1201)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Tesson Holdings Limited (the "**Company**") will be held at Longchamps Room I-II, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong at 11:00 a.m. on Thursday, 11 June 2026 for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. "**THAT:**

   (a) the placing agreement dated 17 April 2026 entered into between the Company and Arta Asset Management Limited as placing agent (the "**Placing Agreement**") in relation to the placing of up to 70,000,000 new ordinary shares of HK$0.10 each ("**Shares**") in the share capital of the Company ("**Placing Shares**") at the placing price of HK$1.50 per Placing Share (a copy of the Placing Agreement having been produced to the meeting and marked "A" and initialed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Placing Shares) be and are hereby approved, confirmed and ratified;

   (b) the board of directors ("**Board**") of the Company be and is hereby granted a specific mandate to exercise all power of the Company to allot and issue up to 70,000,000 new ordinary shares of HK$0.10 each in the share capital of the Company, subject to and in accordance with the terms and conditions of the Placing Agreement ("**Specific Mandate**"); and

   (c) any one or more director(s) of the Company ("**Director(s)**") be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they may deem necessary, desirable or expedient to implement or give effect to the Placing Agreement and the transactions contemplated thereunder."

2. "**THAT**, subject to the passing of ordinary resolution no. 1:

(a) the underwriting agreement dated 17 April 2026 entered into between the Company and Double Key International Limited ("**Double Key**") (the "**Underwriting Agreement**") as underwriter in relation to the Double Key's obligations to underwrite and subscribe for up to 35,000,000 unsubscribed Placing Shares at the subscription price of HK$1.50 per Share (a copy of the Underwriting Agreement having been produced to the meeting and marked "B" and initialed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) the Board may, pursuant to the Specific Mandate, allot and issue up to 35,000,000 Shares to Double Key, subject to and in accordance with the terms of the Underwriting Agreement; and

(c) any one or more of the Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they may deem necessary, desirable or expedient to implement or give effect to the Underwriting Agreement and the transactions contemplated thereunder."

By order of the Board
Tesson Holdings Limited
Li Jingquan
Executive Director and
Chief Executive Officer

Hong Kong, 22 May 2026

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a member of the Company. A proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she/they represent as such member could exercise.

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

3. The instrument appointing a proxy (if required by the Board) together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, must be delivered to the offices of the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the registered office or the branch registrar of the Company (or such other place as may be specified for the delivery of the instruments of proxy in the notice convening the meeting) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.

6. The register of members will be closed from 8 June 2026 to 11 June 2026 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the aforesaid meeting, all transfer forms of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor., Hopewell Centre 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 5 June 2026.

7. If tropical cyclone warning signal number 8 or above or a "black" rainstorm warning or "extreme conditions caused by a super typhoons" announced by the Government of Hong Kong is/are in effect any time and remains in force 3 hours before the time of the above meetings, the meeting will be adjourned. The Company will post an announcement on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.tessonholdings.com to notify shareholders of the date, time and place of the adjourned meeting.

As at the date of this notice, the Board comprises, Ms. Cheng Hung Mui, Mr. Wei Mingren, Mr. Chan Wei, Ms. Yu Xiaolei, Mr. Li Jingquan, Mr. Li Yang and Mr. Li Yuqi as executive Directors, and Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin as independent non-executive Directors.