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If you have sold or transferred all your shares in **China Taiping Insurance Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 966)

**PROPOSALS FOR
DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF INDEPENDENT AUDITOR
AND OTHER BUSINESS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 26th annual general meeting of China Taiping Insurance Holdings Company Limited to be held at 26/F., China Taiping Finance Centre, 18 King Wah Road, North Point, Hong Kong on Wednesday, 24 June 2026 at 3:00 p.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on that day, at the same time and place on the first Business Day after 24 June 2026 is set out on pages 11 to 13 of this circular. If you do not intend or are unable to attend the meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not prevent shareholders from attending and voting at the meeting if they so wish.

Hong Kong, 29 May 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. ORDINARY RESOLUTIONS	
2.1 RESOLUTION NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025	4
2.2 RESOLUTION NO. 2: DECLARATION OF FINAL DIVIDEND	4
2.3 RESOLUTION NO. 3: RE-ELECTION OF DIRECTORS AND AUTHORISATION OF FIXING DIRECTORS' REMUNERATION	4
2.4 RESOLUTION NO. 4: RE-APPOINTMENT OF INDEPENDENT AUDITOR AND AUTHORISATION OF FIXING AUDITOR'S REMUNERATION	5
3. ANNUAL GENERAL MEETING	5
4. CLOSURE OF REGISTER OF MEMBERS	6
5. RECOMMENDATION	6
6. GENERAL INFORMATION	7
APPENDIX I – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	8
NOTICE OF ANNUAL GENERAL MEETING	11

DEFINITIONS

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

“Annual General Meeting”	the 26th annual general meeting of the Company to be held on Wednesday, 24 June 2026 at 3:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company and its amendments from time to time
“Board”	the board of directors of the Company
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	China Taiping Insurance Holdings Company Limited, a limited company incorporated in Hong Kong, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) in respect of the ordinary and special business as referred to in the Notice of Annual General Meeting
“PRC” or “China”	the People’s Republic of China
“Share(s)”	share(s) of the Company with no par value

DEFINITIONS

“Shareholder(s)”	Registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TPAM”	Taiping Asset Management Company Limited
“TPG”	China Taiping Insurance Group Ltd., a PRC state-owned company established in the PRC and the ultimate holding company of the Company
“TPG (HK)”	China Taiping Insurance Group (HK) Company Limited, the immediate holding company of the Company
“TPI”	Taiping General Insurance Company Limited
“TPL”	Taiping Life Insurance Company Limited
“TPL (HK)”	China Taiping Life Insurance (Hong Kong) Company Limited
“TPP”	Taiping Pension Company Limited
“TP Luxembourg”	China Taiping Insurance (LU) S.A.
“TP Singapore”	China Taiping Insurance (Singapore) PTE. Ltd.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 966)

Executive Directors:

Mr. YIN Zhaojun (*Chairman*)
Mr. LI Kedong (*Vice Chairman and General Manager*)
Ms. NA Yanfang

Non-executive Directors:

Mr. ZHOU Lianggang
Mr. FENG Zhanwu

Independent Non-executive Directors:

Mrs. LAW FAN Chiu Fun Fanny
Ms. LIU Yi
Mr. SHIU Sin Por
Mr. CAI Hongping

Registered Office:

25th Floor,
China Taiping Finance Centre,
18 King Wah Road,
North Point,
Hong Kong

29 May 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF INDEPENDENT AUDITOR
AND OTHER BUSINESS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed declaration of final dividend, re-election of Directors, re-appointment of independent auditor of the Company and seeks your approval of the resolutions relating to these matters and other businesses at the Annual General Meeting. The following resolutions will be transacted at the Annual General Meeting:

LETTER FROM THE BOARD

2. ORDINARY RESOLUTIONS

2.1 Resolution No. 1: Adoption of the audited financial statements for the year ended 31 December 2025

The 2025 Annual Report incorporating the audited financial statements, the report of the Directors and independent auditor's report for the year ended 31 December 2025 was sent to the Shareholders on 29 April 2026. The audited financial statements have been reviewed by the audit committee of the Company.

2.2 Resolution No. 2: Declaration of final dividend

As mentioned in the annual results announcement of the Company for the year ended 31 December 2025 dated 25 March 2026, the Board recommended a final dividend for the year ended 31 December 2025 of HK\$1.23 per Share, which is subject to the approval of the Shareholders at the Annual General Meeting and in compliance with the Companies Ordinance. Ordinary Resolution No. 2 will be proposed at the Annual General Meeting to approve the declaration of the final dividend.

The Company is a limited company incorporated in Hong Kong, as at the Latest Practicable Date, no treasury shares were held by the Company (including any treasury shares held or deposited with Central Clearing and Settlement System). Treasury shares would not receive the final dividend.

2.3 Resolution No. 3: Re-election of Directors and authorisation of fixing Directors' remuneration

As at the Latest Practicable Date, the executive Directors are Mr. YIN Zhaojun, Mr. LI Kedong and Ms. NA Yanfang; the non-executive Directors are Mr. ZHOU Lianggang and Mr. FENG Zhanwu; and the independent non-executive Directors are Mrs. LAW FAN Chiu Fun Fanny, Ms. LIU Yi, Mr. SHIU Sin Por and Mr. CAI Hongping.

Pursuant to the Articles 93 and 97 of the Articles of Association, Mr. LI Kedong, Ms. NA Yanfang and Mr. FENG Zhanwu shall retire at the Annual General Meeting. The retiring Directors, being eligible, offer themselves for re-election.

At the meeting of the nomination and remuneration committee of the Company held on 24 March 2026, the nomination and remuneration committee of the Company reviewed the re-election of the retiring Directors and made recommendation to the Board the re-election of the retiring Directors at the Annual General Meeting.

LETTER FROM THE BOARD

At the meeting of Board held on 25 March 2026, the Board considered the re-election of the retiring Directors and resolved that the retiring Directors be proposed for re-election at the Annual General Meeting.

In compliance with the requirements of code provision F.1.2 of the Corporate Governance Code set out in Appendix C1 of the Listing Rules, a separate resolution will be proposed at the Annual General Meeting for the re-election of each individual director whether such Director is an executive Director, non-executive Director or independent non-executive Director.

The brief biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

The Board recommends to the Shareholders that the Board shall be authorised to fix the Directors' remuneration.

2.4 Resolution No. 4: Re-appointment of independent auditor and authorisation of fixing auditor's remuneration

The Board (which agreed with the view of the audit committee of the Company) recommended that subject to the approval of the Shareholders at the Annual General Meeting, Messrs. KPMG be re-appointed as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

The Board recommends to the Shareholders that the Board shall be authorised to fix the auditor's remuneration. The estimated audit fees agreed between the Company and KPMG for audit services for the year ended 31 December 2026 amounts to around HK\$32.00 million, which were determined based on the complexity and business plan of the Group, the current acknowledged audit scope, the audit schedule and the required auditor resources.

3. ANNUAL GENERAL MEETING

The Notice of Annual General Meeting is set out on pages 11 to 13 of this circular to consider the Resolutions Nos. 1 to 4.

A form of proxy for use at the Annual General Meeting is enclosed. If you do not intend or are unable to attend the meeting and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, any vote of the Shareholders taken at the Annual General Meeting to approve the resolutions proposed must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

4. CLOSURE OF REGISTER OF MEMBERS

To ascertain the identity of the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 18 June 2026 to Wednesday, 24 June 2026 (both day inclusive) during which period no share transfers can be registered. In order to be eligible to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 17 June 2026. Shareholders whose names appear on the register of members of the Company on Thursday, 18 June 2026 shall be entitled to attend and vote at the Annual General Meeting.

To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Friday, 10 July 2026. On the above day, no share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the Ordinary Resolution No. 2 at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 9 July 2026. Shareholders whose names appear on the register of members of the Company on Friday, 10 July 2026 shall be entitled to the proposed final dividend.

5. RECOMMENDATION

The Directors consider that the proposed declaration of final dividend, re-election of Directors, the re-appointment of independent auditor of the Company and other businesses are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

6. GENERAL INFORMATION

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

Yours faithfully,
For and on behalf of the Board
YIN Zhaojun
Chairman

Details of the three Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

1. Mr. LI Kedong (“Mr. LI”)

Mr. LI Kedong, aged 58, has been the vice chairman and general manager of the Company since January 2025. Mr. LI has been the vice chairman and general manager of TPG and TPG (HK) since February 2025, he is also a director of TPL, the chairman of TPI, the chairman of TPP, a director of TPAM, the chairman of TPL (HK), the chairman of TP Singapore and the chairman of TP Luxembourg. Mr. LI had been a deputy general manager of TPG, TPG (HK) and the Company. Mr. LI had also been the business director, general manager of client relationship management and business development department, general manager of product management department, general manager of project risk management department/state project business department, general manager of human resources department, general manager of Shanghai Branch and general manager of Guangdong Branch of China Export & Credit Insurance Corporation and the director of the administrator’s office of the general office of Civil Aviation Administration of China. Mr. LI holds a master degree in aero engine from Beihang University, China. He is also an engineer.

Save as disclosed above, Mr. LI has not held (i) any directorship in other listed public companies during the three years preceding the Latest Practicable Date or (ii) any position with the Company and other members of the Group or (iii) any other major appointments and professional qualifications at the Latest Practicable Date.

Mr. LI has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. LI has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. LI. Mr. LI is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During the year 2025, the total remuneration that Mr. LI was entitled to receive from the Group was approximately HK\$1,192,000. During the year 2026, Mr. LI is entitled to receive an annual salary of approximately HK\$428,000. Nevertheless, he is entitled to receive discretionary bonus payments or other benefits as may be decided by the Board and the nomination and remuneration committee of the Company from time to time, having regard to his performance and duties, the Company’s performance and profitability and the prevailing market conditions. In addition, Mr. LI is provided with accommodations at no charge by the Company. The size, location and cost of the premises provided is determined in accordance with the internal policy of the Group.

Save as disclosed above, in relation to the re-election of Mr. LI as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

2. Ms. NA Yanfang (“Ms. NA”)

Ms. NA Yanfang, aged 52, has been an executive director of the Company since September 2025. Ms. NA has been an executive director of TPG and TPG (HK) since December 2025. Ms. NA had been the head of the Ninth Procuratorial Department, the head of the Tenth Procuratorial Department etc. Ms. NA holds a doctorate degree of procedural law from China University of Political Science and Law.

Save as disclosed above, Ms. NA has not held (i) any directorship in other listed public companies during the three years preceding the Latest Practicable Date or (ii) any position with the Company and other members of the Group or (iii) any other major appointments and professional qualifications at the Latest Practicable Date.

Ms. NA has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Ms. NA has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Ms. NA. Ms. NA is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. During the year 2025, the total remuneration that Ms. NA was entitled to receive from the Group was approximately HK\$255,000. During the year 2026, Ms. NA is entitled to receive a remuneration of approximately HK\$385,000 per annum subject to an annual review by the Board and the nomination and remuneration committee of the Company. Ms. NA is also entitled to receive discretionary bonus payments or other benefits as may be decided by the Board and the nomination and remuneration committee of the Company from time to time, having regard to her performance and duties, the Company’s performance and profitability and the prevailing market conditions. In addition, Ms. NA is provided with accommodations at no charge by the Company. The size, location and cost of the premises provided is determined in accordance with the internal policy of the Group.

Save as disclosed above, in relation to the re-election of Ms. NA as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

3. Mr. FENG Zhanwu (“Mr. FENG”)

Mr. FENG Zhanwu, aged 53, has been a non-executive director of the Company since November 2025. Mr. FENG has been a non-executive director of TPG and TPG (HK) since April 2026. Mr. FENG has served the roles of the deputy director-general level cadre of Beijing National Accounting Institute, director, first-class researcher of the Staff Education Center of the Ministry of Finance of China etc. Mr. FENG holds a master degree of economics from Central University of Finance and Economics, China.

Save as disclosed above, Mr. FENG has not held (i) any directorship in other listed public companies during the three years preceding the Latest Practicable Date or (ii) any position with the Company and other members of the Group or (iii) any other major appointments and professional qualifications at the Latest Practicable Date.

Mr. FENG has no interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. FENG has no relationship with any Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

The Company has entered into an appointment letter with Mr. FENG. Mr. FENG is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. FENG is not entitled to receive any remuneration or other benefits from the Company, unless otherwise decided by the Board and the nomination and remuneration committee of the Company in accordance with the procedures applicable to the Board and the nomination and remuneration committee of the Company.

Save as disclosed above, in relation to the re-election of Mr. FENG as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



中國太平保險控股有限公司
China Taiping Insurance Holdings Company Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 966)

NOTICE IS HEREBY GIVEN that the 26th annual general meeting of China Taiping Insurance Holdings Company Limited (the “**Company**”) will be held at 26/F., China Taiping Finance Centre, 18 King Wah Road, North Point, Hong Kong on Wednesday, 24 June 2026 at 3:00 p.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon or any time after 12:00 noon on that day, at the same time and place on the first Business Day (as defined in note (i) below) after 24 June 2026 for the following purposes:

As ordinary business:

1. To receive and adopt the audited Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2025.
2. To declare a final dividend of HK\$1.23 per share for the year ended 31 December 2025.
3. (a) Each as a separate resolution, to re-elect the following retiring directors of the Company:
 - (1) to re-elect Mr. LI Kedong a director of the Company (the “**Director**”);
 - (2) to re-elect Ms. NA Yanfang a Director; and
 - (3) to re-elect Mr. FENG Zhanwu as a Director.
- (b) To authorise the board of the Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Messrs. KPMG as the independent auditor of the Company and to authorise the Board to fix their remuneration.

By Order of the Board
ZHANG Ruohan
Company Secretary

Hong Kong, 29 May 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) “Business Day” means any day (excluding Saturday) on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted at 12:00 noon on that day and on which banks in Hong Kong are generally open for business. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at 12:00 noon or any time after 12:00 noon on 24 June 2026, the annual general meeting of the Company will not be held on that day but will be held at the same time and place on the first Business Day after 24 June 2026 instead.
- (ii) With the exception of HKSCC Nominees Limited, which may appoint more than two proxies, a member entitled to attend and vote at the above meeting shall be entitled to appoint another person as his proxy, or appoint up to 2 proxies if he holds 2 or more shares of the Company, to attend, speak and vote for him in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
- (iii) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (iv) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (v) To ascertain the shareholders’ entitlement to attend and vote at the annual general meeting of the Company, the register of members of the Company will be closed from Thursday, 18 June 2026 to Wednesday, 24 June 2026 (both day inclusive) during which period no share transfers can be registered. In order to be eligible to attend and vote at the annual general meeting of the Company, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 17 June 2026. Shareholders whose names appear on the register of members of the Company on Thursday, 18 June 2026 shall be entitled to attend and vote at the Annual General Meeting.
- (vi) To determine the entitlement to the proposed final dividend, the register of members of the Company will be closed on Friday, 10 July 2026. On the above day, no share transfers can be registered. In order to qualify for the entitlement to the proposed final dividend, subject to passing of the Ordinary Resolution No. 2 at the annual general meeting of the Company, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 9 July 2026. Shareholders whose names appear on the register of members of the Company on Friday, 10 July 2026 shall be entitled to the proposed final dividend.
- (vii) A circular giving details of the resolutions to be dealt in annual general meeting of the Company will be despatched to the shareholders on 29 May 2026. The biographical details of the retiring Directors who are proposed to be re-elected at the above meeting are set out in Appendix I to the circular.
- (viii) This notice is also available for viewing on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.ctih.entaiping.com from 29 May 2026.

NOTICE OF ANNUAL GENERAL MEETING

- (ix) As at the date of this notice, the Board is comprised of 9 Directors, of which Mr. YIN Zhaojun, Mr. LI Kedong and Ms. NA Yanfang are executive Directors; Mr. ZHOU Lianggang and Mr. FENG Zhanwu are non-executive Directors; and Mrs. LAW FAN Chiu Fun Fanny, Ms. LIU Yi, Mr. SHIU Sin Por and Mr. CAI Hongping are independent non-executive Directors.

- (x) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.