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 you should take, 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 Shenghui Cleanness Group Holdings Limited (the "**Company**"), you should at once hand this circular together with the accompanying form of proxy 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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Shenghui Cleanness Group Holdings Limited
升輝清潔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2521)

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

A notice convening the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 26 June 2026 at 15th Floor, YF Life Centre, No. 38 Gloucester Road, Wanchai, Hong Kong (the "**AGM**") is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 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 not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the Company's general meeting(s).

28 May 2026

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

"AGM"	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 26 June 2026 at 15th Floor, YF Life Centre, No. 38 Gloucester Road, Wanchai, Hong Kong or any adjournment thereof
"Articles of Association"	the amended and restated articles of association of the Company
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System established and operated by HKSCC
"Company"	Shenghui Cleanness Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HKSCC"	The Hong Kong Securities Clearing Company Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with the Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of the issued shares of the Company (excluding any treasury Shares) as at the date of passing the relevant ordinary resolution for approving the issue mandate
"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 contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	the Main Board of the Stock Exchange
"PRC"	the People's Republic of China excludes Hong Kong, the Macao Special Administrative Region and Taiwan

"Repurchase Mandate"	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the Shares up to a maximum of 10% of the total number of the issued shares of the Company (excluding any treasury Shares) as at the date of passing of the ordinary resolution approving the repurchase mandate
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the share capital of the Company (for the avoidance of doubt, the holders of treasury Shares have no voting rights at the general meeting(s) 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 as amended from time to time
"treasury Shares"	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Articles which include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
"%"	per cent

Shenghui Cleanness Group Holdings Limited
升輝清潔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2521)

Executive Directors:
Mr. Li Chenghua *(Co-chairman and Chief Executive Officer)*
Mr. Wei Dongjin *(Co-chairman)*
Mr. Chen Liming
Mr. Dong Jiangang

Independent Non-Executive Directors:
Dr. Wang Hui
Ms. Cheung Bo Man
Ms. Yau Yin Hung

Registered Office:
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Headquarters and Principal Place of Business in the PRC:
3/F, Office Block
36 Xinguang Road
Xinzao Town
Panyu District
Guangzhou, PRC

Principal Place of Business in Hong Kong:
15th Floor, YF Life Centre
No. 38 Gloucester Road
Wanchai
Hong Kong

28 May 2026

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of retiring Directors; and to give you the notice of the AGM.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed at the AGM to grant to the Directors the Issue Mandate to exercise the powers of the Company to allot and issue new Shares (including any sale or transfer of treasury Shares) in the share capital of the Company not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) as at the date of the passing of the resolution approving the Issue Mandate.

For the avoidance of doubt, subject to the Shareholders considering and approving, among others, such general mandate at the AGM, the Company will then become able to utilize such general mandate to resell and/or transfer any Shares out of treasury and held as treasury Shares.

An ordinary resolution will also be proposed at the AGM to grant the Directors the Repurchase Mandate to exercise the powers of the Company to repurchase Shares in the share capital of the Company not exceeding 10% of the total number of Shares in issue (excluding any treasury Shares) at the date of passing of the resolution approving the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,949,735,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolutions approving the Issue Mandate and the Repurchase Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 389,947,000 Shares (excluding treasury Shares) and the maximum number of Shares which may be repurchased by the Company pursuant to the Repurchase Mandate will be 1,949,735,000 Shares (excluding treasury Shares).

As at the date of AGM, the issued share capital of the Company comprise of 1,949,735,000 Shares. The maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 389,947,000 Shares (excluding treasury Shares) and the maximum number of Shares which may be repurchased by the Company pursuant to the Repurchase Mandate will be 194,973,500 Shares (excluding treasury Shares).

The extension of the Issue Mandate by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force 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 the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Issue Mandate and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

At the AGM, three of the Directors, namely Mr. Wei Dongjin, Ms. Cheung Bo Man and Dr. Wang Hui, will retire from office by rotation and one of the Directors, namely Mr. Dong Jiangang being the Director appointed by the Board after the preceding general meeting of the Company will retire from office in accordance with Articles 83 to 84 of the Articles of Association and, being eligible, will offer himself for re-election.

In accordance with Article 84 of the Articles of Association, at each annual general meeting of the Company 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 of the Company at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Wei Dongjin, the executive Director and Ms. Cheung Bo Man and Dr. Wang Hui, the independent non-executive Director, will retire from office at the AGM and, being eligible, will offer themselves for re-election.

In accordance with Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. In accordance with Article 84(2) of the Articles of Association, any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Dong Jiangang being the executive Director appointed by the Board after the preceding general meeting of the Company, shall retire at the AGM and, being eligible, will offer himself for re-election at the AGM.

Particulars of the Directors who offer themselves for re-election are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the audit committee of the Board, the Board proposed to re-appoint Rongcheng (Hong Kong) CPA Limited as the auditors of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix their remuneration for the year ending 31 December 2026.

The estimated audit fee payable to Rongcheng (Hong Kong) CPA Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB1 million to RMB1.2 million (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Rongcheng (Hong Kong) CPA Limited , taking into account, among other things, 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 also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. 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 AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 17 to 21 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. If you are unable to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office 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 (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the Company's general meeting(s).

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5)–(5A) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the proposed re-appointment of the auditor are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, for the purpose of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

Yours faithfully,
By Order of the Board
Shenghui Cleanness Group Holdings Limited
Li Chenghua
Co-chairman and Executive Director

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,755,980,000 Shares and the Company did not hold any treasury Shares.

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury Shares) at the date of the passing of the relevant resolutions granting the Repurchase Mandate. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 1,949,735,000 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 194,973,500 Shares being repurchased by the Company.

As at the date of AGM, there is in issue an aggregate of 1,949,735,000 Shares. Exercise in full of the Repurchase Mandate would accordingly result in up to 194,973,500 Shares being repurchased by the Company.

As stated in the section titled "GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES" in the letter from the Board, if the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in the Company's name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

3. REASONS FOR THE REPURCHASE

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

4. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the amended and restated memorandum and articles of association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 December 2025, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. DIRECTORS AND THEIR CLOSE ASSOCIATES

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

7. DIRECTORS' UNDERTAKING

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company confirms that the explanatory statement set out in this Appendix I contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

8. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Li Chenghua ("**Mr. Li**") and Mr. Chen Liming ("**Mr. Chen**"), together with companies controlled by them, are interested in 709,345,410 Shares representing approximately 36.38% of the issued share capital of the Company. The 586,543,750 Shares are owned by Prosperity Cleanness Investment Holdings Limited ("**Prosperity Cleanness**") which is wholly owned by Mr. Li and the 122,801,600 Shares are owned by Sunrise Cleanness Investment Holdings Limited ("**Sunrise Cleanness**") which is wholly owned by Mr. Chen. On 16 March 2021, Mr. Li and Mr. Chen executed the confirmation (the "**Controlling Shareholders' Confirmation**"), pursuant to which Mr. Li and Mr. Chen confirmed that they have been a group of the Company's controlling shareholders who refers to Mr. Chen, Mr. Li, Prosperity Cleanness and Sunrise Cleanness (the "**Controlling Shareholders**") under the Listing Rules and voted in an unanimous manner on all matters required to be resolved by them in all shareholders' meetings as shareholders and/or ultimate beneficial owners (as the case may be) of Guangzhou Shenghui Cleanness Service Co., Ltd.* (廣州市升輝清潔服務有限公司) ("**Guangzhou Shenghui**"), Guangzhou Xinhui Technology Property Co., Ltd.* (廣州市昕輝科技物業有限公司) ("**Guangzhou Xinhui**") and Guangxi Shenghui Cleanness Service Co., Ltd* (廣西升輝清潔服務有限公司) since the respective date of establishment of the foregoing companies and will continue to be a group of the Controlling Shareholders and vote in a unanimous manner on all matters required to be resolved by them in all board (where applicable) and shareholders' meeting as directors (where applicable), shareholders and/or ultimate beneficial owners (as the case may be) of the Group until the Controlling Shareholders' Confirmation is terminated in writing. Accordingly, each of the Controlling Shareholders is deemed to be interested in 36.38% of the issued share capital of the Company. Ms. Tang Yongzhen is the spouse of Mr. Li and accordingly, is deemed to be interested in all the Shares in which Mr. Li is interested under the SFO.

In the event that the Repurchase Mandate is exercised in full (assuming the Placing will be completed in full), the interest of Mr. Chen, Mr. Li, Prosperity Cleanness and Sunrise Cleanness will increase to approximately 36.38%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of the Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

* *for identification purpose only*

10. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has he/she/it undertaken not to do so in the event that the Repurchase Mandate is approved and exercised.

11. SHARE PRICES

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

	Share Prices	
	Highest	**Lowest**
	HK$	*HK$*
2025		
June	0.285	0.345
July	0.285	0.315
August	0.290	0.330
September	0.305	0.345
October	0.290	0.420
November	0.340	0.445
December	0.380	0.580
	0.480	0.650
2026		
January	0.620	1.060
February	0.960	1.200
March	0.930	1.190
April	0.940	1.190
May (up to and including the Latest Practicable Date)	1.160	1.030

12. STATUS OF REPURCHASED SHARES

Following a repurchase of the Shares, the Company may cancel any repurchased Shares and/or hold them as treasury Shares subject to, among others, applicable laws, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. Shareholders and potential investors of the Company should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return and any relevant monthly return.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), the Company shall 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 relevant record date for the dividend or distributions; or

(iii) 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.

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

1. **Mr. Wei Donjin**, aged 48, was appointed as an executive Director and on 30 April 2025. Mr. Wei obtained a master of business administration (executive) degree from the City University of Hong Kong and completed the finance MBA programme at the Cheung Kong Graduate School of Business, the Management of Mao Zedong Thought (毛澤東思想管理) programme at the School of Marxism (馬院) at the Peking University and he also completed the Global CEO programme at the University of Hong Kong. He is currently pursuing a Doctor of Business Administration degree at the City University of Hong Kong. Mr. Wei has had more than 20 years of experience in industries related to oil transportation and bio-based agriculture and forestry waste recycling. Mr. Wei is currently the founder, chairman, general manager and legal representative of 深圳市百事達卓越科技股份有限公司 (Best Technology (Shenzhen) Inc.*) ("**BTI**"), a company in which the shares of which are listed on the National Equities Exchange and Quotations (stock code: 833204). Under Mr. Wei's leadership in BTI, Mr. Wei has successfully transformed BTI from a company engaged in the trading and manufacturing of thermoplastic materials to a research-driven company focusing on the recycling of waste materials for manufacturing packaging materials, and the design, manufacturing and sale of environmentally friendly biodegradable materials. Mr. Wei has been the inventor or co-inventor of more than 30 inventions, utility and design patent applications or registrations owned by BTI group companies in connection with, among others, the recycling of waste materials and the relevant equipment, and has participated in setting three national standards for advanced new materials. Mr. Wei is currently a founding vice president of 深圳市現代農業產業鏈聯合會 (Shenzhen Modern Agriculture Industry Chain Association*), first association in Shenzhen which provides a service platform covering the agricultural value chain.

Save as disclosed above, Mr. Wei did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

As at the Latest Practicable Date, Mr. Wei does not have any interest or short position in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Wei does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Wei entered into a service agreement with the Company for an initial term of three years commencing from 30 April 2025 and shall continue thereafter unless and until terminated by either the Company or Mr. Wei giving to the other not less than three months' notice in writing. He is subject to retirement and re-election at the first annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years according in accordance with the Articles of Association. The annual salary payable to Mr. Wei under the service agreement is HK$360,000 (exclusive of salary, commission, housing reimbursement and allowances), which was determined with reference to the salaries paid by comparable companies, experience, responsibilities, workload, the time devoted to the Group, individual performance and the performance of the Group. Mr. Wei may be entitled to, if so recommended by the remuneration committee of the Company and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and the performance of Mr. Wei .

Save as disclosed above, there are no other matters concerning Mr. Wei that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

* *for identification purposes only*

2. **Mr. Dong Jiangang**, aged 52 was appointed as an executive Director on 26 January 2026. Mr. Dong obtained an executive master of business administration from Zhengzhou University in December 2017. Mr. Dong has more than 16 years' experience in management positions. Mr. Dong was the chairman of Zhengzhou Gaoxin Water Supply Co., Ltd.* (鄭州高新供水有限責任公司) from October 2009 to October 2014 and the general manager of Zhengzhou Aviation Port Water Development Co., Ltd.* (鄭州航空港水務發展有限公司) from November 2014 to December 2017. He has been an executive director and general manager of Suzhou Pengbo Enterprise Management Co., Ltd.* (蘇州鵬博企業管理有限公司) since October 2020, the chairman of Zhengzhou Qingyuan Intelligent Equipment Technology Co., Ltd.* (鄭州清源智能裝備科技有限公司) since June 2020, and the supervisor of Suzhou Chuangyi Electronic Technology Co., Ltd.* (蘇州創熠電子科技有限公司) since April 2024. Mr. Dong has also been the general manager and director of Suzhou Shangyuan Intelligent Technology Co., Ltd.* (蘇州尚源智能科技有限公司) since November 2024 and was the chairman from April 2020 to November 2024. Mr. Dong has also been the chairman and president of Dong Guan City Huali Industries Co., Limited* (東莞市華立實業股份有限公司) ("**Dong Guan Huali**") (SSE Security Code: 603038), a company listed on the Shanghai Stock Exchange ("**SSE**") since July 2025.

Save as disclosed above, Mr. Dong did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

As at the Latest Practicable Date, Mr. Dong does not have any interest or short position in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Dong does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Mr. Dong entered into a service agreement with the Company for an initial term of three years commencing from 26 January 2026 and shall continue thereafter unless and until terminated by either the Company or Mr. Dong giving to the other not less than three months' notice in writing. He is subject to retirement and re-election at the first annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the Articles of Association. Mr. Dong is not entitled to any remuneration as an executive Director. Mr. Dong may be entitled to, if so recommended by the remuneration committee of the Company and approved by the Board at its absolute discretion, a discretionary bonus, the amount of which is determined with reference to the operating results of the Group and the performance of Mr. Dong.

Save as disclosed above, there are no other matters concerning Mr. Dong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

3. **Dr. Wang Hui,** aged 47, was appointed as an independent non-executive Director on 26 July 2024 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. He is the chairperson of the nomination committee of the Company and a member of the audit committee, the remuneration committee and the investment committee of the Company.

Dr. Wang has over 26 years experience in corporate finance and accounting, project investment and decision-making, risk management and control. Dr. Wang was appointed as the chief financial officer of China First Capital Group Limited (stock code: 1269) on 31 December 2015. Dr. Wang obtained a bachelor's and a master's degrees in economics from Shanghai University of Finance and Economics in 2000 and 2003, respectively. Then, he obtained a doctoral degree in management from Shanghai University of Finance and Economics in 2007. Dr. Wang is a non-practising member of China Association of Certified Public Accountants.

Save as disclosed above, Dr. Wang did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

As at the Latest Practicable Date, Dr. Wang does not have any interest or short position in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Dr. Wang does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Dr. Wang entered into a letter of appointment with the Company under which Dr. Wang is appointed for a term of one year commencing from 26 July 2024. He is subject to retirement by rotation and re-election at least once every three years according in accordance with the Articles of Association. The annual remuneration payable to Dr. Wang under the letter of appointment is HK$120,000, which was determined with reference to the salaries paid by comparable companies, experience, responsibilities, workload, the time devoted to the Group, individual performance and the performance of the Group.

Save as disclosed above, there are no other matters concerning Dr. Wang that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Dr. Wang made an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board is of the view that Dr. Wang meets the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and is independent. Dr. Wang possesses extensive experience in banking industry with a focus on providing securities and asset management services and has demonstrated her ability to provide an independent view to the Company's affairs during her tenure in office. The Board considers to enhance its diversity with different expertise when re-election of an independent non-executive Director. The Board is of the view that Dr. Wang will continue to bring further contribution and independent advice to the Group.

4. **Ms. Cheung Bo Man**, aged 37, was appointed as an independent non-executive Director on 14 November 2023 and is responsible for providing independent judgement on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct. She is the chairperson of the remuneration committee of the Company and a member of the audit committee, the nomination committee and the investment committee of the Company.

Ms. Cheung is a practising solicitor in Hong Kong and a partner of Messrs. Ronald Tong & Co. She has over 13 years of experience in the legal industry and experience in corporate transactions involving listed companies. Since 25 April 2017, she has been the company secretary of China Display Optoelectronics Technology Holdings Limited (stock code: 334), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited. She is appointed as the company secretary of Y. T. Realty Group Limited (stock code: 75) with effect from 15 May 2026.

Ms. Cheung obtained a Bachelor of Business Administration (Law) degree and a Bachelor of Laws degree from the University of Hong Kong in December 2009 and November 2011 respectively, and further obtained a Postgraduate Certificate in Laws from the University of Hong Kong in June 2012.

Save as disclosed above, Ms. Cheung did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

As at the Latest Practicable Date, Ms. Cheung does not have any interest or short position in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Cheung does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Ms. Cheung entered into a letter of appointment with the Company under which Ms. Cheung is appointed for a term of one year commencing from 5 December 2023. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual remuneration payable to Ms. Cheung under the letter of appointment is HK$120,000, which was determined with reference to the salaries paid by comparable companies, experience, responsibilities, workload, the time devoted to the Group, individual performance and the performance of the Group.

Save as disclosed above, there are no other matters concerning Ms. Cheung that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Cheung made an annual written confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board is of the view that Ms. Cheung meets the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and is independent. Ms. Cheung possesses extensive experience in legal industry and has demonstrated her ability to provide an independent view to the Company's affairs during her tenure in office. The Board considers to enhance its diversity with different expertise when re-election of an independent non-executive Director. The Board is of the view that Ms. Cheung will continue to bring further contribution and independent advice to the Group.

Shenghui Cleanness Group Holdings Limited
升輝清潔集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2521)

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

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Shenghui Cleanness Group Holdings Limited (the "**Company**") will be held at 11:00 a.m. on Friday, 26 June 2026 at 15th Floor, YF Life Centre, No. 38 Gloucester Road, Wanchai, Hong Kong for the following purposes:

1. To receive, consider and adopt the audited financial statements, the report of the directors and the independent auditor's report of the Company for the year ended 31 December 2025.

2. (A) To re-elect Mr. Wei Dongjin as an executive director of the Company;

   (B) To re-elect Mr. Dong Jiangang as an executive director of the Company;

   (C) To re-elect Dr. Wang Hui as an independent non-executive director of the Company;

   (D) To re-elect Ms. Cheung Bo Man as an independent non-executive director of the Company; and

   (E) To authorise the board of directors of the Company (the "**Board**") to fix the directors' remuneration.

3. To re-appoint Rongcheng (Hong Kong) CPA Limited as the auditor of the Company and to authorize the Board to fix their remuneration.

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

(A) "**THAT**:

(a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (including any sale or transfer of Shares out of treasury that are held as treasury Shares, which shall have the meaning ascribed to it under the Listing Rules) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company (the "**Shares**")) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below);

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the amended and restated articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the share capital of the Company in issue (excluding any treasury Shares) on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

(d) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is 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 the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or

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

"**Rights Issue**" means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong)."

(B) "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of issued shares of the Company (excluding any treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

(c) for the purposes of this resolution, "**Relevant Period**" means the period from the date of the passing of this resolution until whichever is 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 the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or

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

(C) "**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution numbered 4(A) as set out in the Notice be extended by the addition to the aggregate number of the shares of the Company which may be allotted and issued (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) or agreed to be allotted and issued (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to the mandate to purchase shares of the Company referred to in the resolution numbered 4(B) as set out in the Notice, provided that such extended amount shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding any treasury Shares) as at the date of passing of this resolution."

By Order of the Board
Shenghui Cleanness Group Holdings Limited
Li Chenghua
Co-chairman and Executive Director

Hong Kong, 28 May 2026

Headquarters and Principal Place of Business in The People's Republic of China:
3/F, Office Block
36 Xinguang Road
Xinzao Town
Panyu District
Guangzhou
The People's Republic of China

Principal Place of Business in Hong Kong:
15th Floor
YF Life Centre
No. 38 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Any member of the Company ("**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 Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a Member. In addition, 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 or they represent as such Member could exercise.

2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, at the Company's branch share registrar and transfer office 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 adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the Company's general meeting(s).