THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 **EDA Group Holdings 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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EDA GROUP HOLDINGS LIMITED
EDA集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2505)

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

A notice convening an annual general meeting of EDA Group Holdings Limited to be held at Unit G, 35/F, Plaza 88, No. 88 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Monday, 22 June 2026, is set out on pages 21 to 27 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 branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 subsequently attending and voting at the Annual General Meeting if they so wish. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

1 June 2026

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

"Annual General Meeting"	the annual general meeting of the Company convened to be held at Unit G, 35/F, Plaza 88, No. 88 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong at 2:00 p.m. on Monday, 22 June 2026, the notice of which is set out on pages 21 to 27 of this circular, or any adjournment of the meeting
"Board"	the board of Directors
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"China" or "PRC"	the People's Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau and Taiwan
"Code"	the Codes on Takeovers and Mergers and Share Buy-backs
"Company"	EDA Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited

"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	26 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, as amended, supplemented, or otherwise modified from time to time
"Memorandum and Articles of Association"	the memorandum and articles of association of the Company adopted by special resolution passed on 14 May 2024 and as amended from time to time
"Proposed Issue and Resale Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares (including any sale or transfer of any treasury Shares) not exceeding 20% of the aggregate number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
"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 number of the issued Shares (excluding any treasury Shares) as at the date of passing of the relevant resolution granting such mandate
"Retiring Directors"	Mr. CHEUNG Man Yu, Mr. ZUO Manlun and Mr. LUO Jianfeng
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of the Company
"Shareholder(s)"	registered holder(s) of the Shares

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury Shares"	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Memorandum and Articles of Association which, for the purpose of the Listing Rules, include shares repurchased by an issuer and held or deposited in CCASS for sale on the Stock Exchange
"%"	per cent.

* *The English or Chinese translations in this circular, where indicated, are provided for identification purposes only.*

EDA GROUP HOLDINGS LIMITED
EDA集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2505)

Executive Directors:
Mr. Liu Yong (*Chairman*)
Ms. Li Qin (*Chief Executive Officer*)
Mr. Cheung Man Yu
(*Chief Financial Officer and Company Secretary*)

Non-executive Directors:
Mr. Zuo Manlun
Mr. Luo Jianfeng

Independent Non-executive Directors:
Mr. Chan Kwok Cheung Kevin
Mr. Ng Cheuk Him
Mr. Wong Ping Yee Natalis

Registered Office:
Vistra (Cayman) Limited
P.O. Box 31119
Grand Pavilion Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Principal Place of Business in Hong Kong:
Unit G, 35/F
Plaza 88, No. 88 Yeung Uk Road
Tsuen Wan, New Territories
Hong Kong

1 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS
APPOINTMENT OF AUDITOR
AND
NOTICE OF 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 the Proposed Issue and Resale Mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) the extension of the Proposed Issue and Resale Mandate by adding to it the aggregate number of the issued Shares repurchased under the Proposed Repurchase Mandate; (d) the re-election of the Retiring Directors; and (e) the appointment of the auditor.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Resolutions set out as resolutions 5A(d) and 5B(c) in the notice of the Annual General Meeting will be proposed at the Annual General Meeting. The Proposed Issue and Resale Mandate to allot, issue and deal with Shares (including any sale or transfer of treasury Shares) of up to 20% (the upper limit as permitted under the Listing Rules) of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution granting this mandate (assuming there is no change to the aggregate number of issued Shares (excluding any treasury Shares) from the Latest Practicable Date to the date of passing the relevant resolution, the aggregate number of issued Shares (excluding any treasury Shares) will be 463,315,750), as set out in resolutions 5A(a), (b), (c) and (e) and the Proposed Repurchase Mandate as set out in resolutions 5B(a), (b) and (d) 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 Memorandum and Articles of Association to be held; or (iii) the revocation or variation of the authority given under such mandate by ordinary resolution of Shareholders in general meeting. Any additional Shares to be allotted or issued pursuant to the Proposed Issue and Resale Mandate shall not be at a discount of more than 10% (instead of 20% as permitted under the Listing Rules) to the "benchmarked price" (as described in Rule 13.36(5) of the Listing Rules). With reference to the proposed general mandates, the Directors wish to state that they have no immediate plans to issue (including to sell or transfer any treasury Shares out of treasury) 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 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.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. If the Company holds treasury Shares, any resale of treasury Shares will be subject to the ordinary resolution proposed in relation to the Proposed Issue and Resale Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

Resolutions set out as resolution 5C in the notice of the Annual General Meeting will also be proposed at the Annual General Meeting to extend the Proposed Issue and Resale Mandate under resolution 5A by adding to it the aggregate number of the issued Shares repurchased under the Proposed Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In March 2026, the nomination committee of the Company (the "**Nomination Committee**"), after having reviewed the profile of the Retiring Directors who have offered themselves for re-appointment at the Annual General Meeting to consider their suitability in light of the structure, size and composition of the Board, nominated the Retiring Directors to the Board for it to recommend to Shareholders for re-election as Directors at the Annual General Meeting. The Board accepted the nomination by the Nomination Committee and recommended the Retiring Directors stand for re-election by the Shareholders at the Annual General Meeting.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including but not limited to: (a) attributes complementary to the Board, (b) business experience, board expertise and skills, (c) availability, (d) motivation, (e) integrity, (f) independence and (g) diversity (in all aspects), with due regard for the benefits of diversity as set out under the board diversity policy of the Company). The Nomination Committee had also considered the respective contributions of the Retiring Directors to the Board and their commitments to their roles.

According to the Memorandum and Articles of Association, the Retiring Directors shall retire from office and then be eligible for re-election at the Annual General Meeting.

Biographical details of each of the Retiring Directors to be re-elected at the Annual General Meeting are set out below:

Executive Director

Mr. CHEUNG Man Yu (張文宇), aged 51, is our executive Director, our chief financial officer and company secretary of our Group. Mr. Cheung joined as our Director on 11 October 2022 and was redesignated as our executive Director on 23 June 2023, and is responsible for the overall financial management and strategic investment management of our Group.

Mr. Cheung has more than 25 years of experience in financial reporting, management and services at multinational professional services companies, international investment banks and listed companies, including Ernst & Young, BNP Paribas Capital (Asia Pacific) Limited, UBS AG, J.P. Morgan Securities (Asia Pacific) Limited, China Lesso Group Holdings Limited ("**Lesso**") (listed on the Main Board of the Stock Exchange, stock code: 2128) and Feiyu Technology International Company Ltd. (飛魚科技國際有限公司) (listed on the Main Board of the Stock Exchange, stock code: 1022). Mr. Cheung served as an independent non-executive director, a member of the audit committee and a member of the remuneration committee of Lesso, and the chief financial officer and company secretary of Feiyu Technology International Company Ltd.

Mr. Cheung holds a bachelor's degree in accountancy from The Hong Kong Polytechnic University and is a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Cheung has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Cheung is also a director of various subsidiaries of the Company. Save as disclosed above, Mr. Cheung has no relationship with any directors, senior management and substantial or controlling shareholders of the Company.

Mr. Cheung was appointed for a term of 3 years from 28 May 2024, but his appointment is subject to rotation and re-election at general meetings of the Company in accordance with the Memorandum and Articles of Association. Mr. Cheung receives a remuneration of HK$720,000 annually for his directorship with the Company. The emoluments were mutually agreed upon between the Board and Mr. Cheung with reference to his duties and responsibilities towards the Company and prevailing market conditions.

As at the Latest Practicable Date, for the purposes of Part XV of the SFO, Mr. Cheung is deemed to be interested in (i) 11,017,000 Shares held by LittleBear Investment Limited, a company wholly-owned by Mr. Cheung; (ii) 167,391,000 Shares held by Samanea China Holdings

Limited, which entered into an acting-in-concert agreement with, among others, Mr. Cheung, in respect of their interests in the Company; and (iii) an aggregate of 2,566,000 Shares underlying options and awards granted under the Company's Pre-IPO Share Option Scheme and Pre-IPO RSU Plan.

Non-Executive Directors

Mr. ZUO Manlun (左滿倫), aged 53, joined as our Director on 11 October 2022 and was redesignated as our Non-executive Director on 23 June 2023, and is responsible for the investment and strategic development of our Group.

Mr. Zuo has approximately 26 years of experience in the plastic pipe industry. Mr. Zuo is an executive director and chief executive officer of Lesso (listed on the Main Board of the Stock Exchange, stock code: 2128), is a non-executive director of Xingfa Aluminium Holdings Limited (興發鋁業控股有限公司) (listed on the Main Board of the Stock Exchange, stock code: 98) and is an executive director of Keda Industrial Group Co., Ltd (科達製造股份有限公司) (listed on the Shanghai Stock Exchange, stock code: 600499).

Mr. Zuo won the award of "Outstanding Worker of the Plastic Industry in the PRC" (中國塑料行業先進工作者) by China Plastics Processing Industry Association (中國塑料加工工業協會). Mr. Zuo completed an EMBA programme at Sun Yat-sen University (中山大學). Mr. Zuo is the brother-in-law of Mr. Wong Luen Hei, a controlling shareholder of Lesso.

Save as disclosed above, Mr. Zuo has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Save as disclosed above, Mr. Zuo has no relationship with any directors, senior management and substantial or controlling shareholders of the Company.

Mr. Zuo was appointed for a term of 3 years from 28 May 2024, but his appointment is subject to rotation and re-election at general meetings of the Company in accordance with the Memorandum and Articles of Association. Mr. Zuo receives a remuneration of HK$300,000 annually for his directorship with the Company. The emoluments were mutually agreed upon between the Board and Mr. Zuo with reference to his duties and responsibilities towards the Company and prevailing market conditions.

As at the Latest Practicable Date, for the purposes of Part XV of the SFO, Mr. Zuo is deemed to be interested in (i) 10,269,000 Shares held by Zhan Hua Limited, a company wholly-owned by Mr. Zuo; and (ii) 170,705,000 Shares held by Samanea China Holdings Limited, which entered into an acting-in-concert agreement with, among others, Mr. Zuo, in respect of their interests in the Company.

Mr. LUO Jianfeng (羅建峰), aged 54, joined as a Director of our Group on 22 October 2019 and was redesignated as our Non-executive Director on 23 June 2023, primarily responsible for the investment and strategic development of our Group.

Mr. Luo has approximately 33 years of experience in accounting and worked at Shunde City Accounting Firm (順德市會計師事務所), Guangdong Dezheng Accounting Firm with Limited Liability (廣東德正有限責任會計師事務所), Guangdong Gongcheng Accounting Firm (廣東公誠會計師事務所) and Foshan City Zhongzhengcheng Accounting Firm Co., Limited (佛山市中正誠會計師事務所有限公司). Mr. Luo joined our Group in October 2019 and was a director of EDA CLOUD Company Limited from October 2019 to July 2024 and a director of Global Logistics Services Limited from September 2020 to July 2024. Mr. Luo is an executive director of Lesso (listed on the Main Board of the Stock Exchange, stock code: 2128) and an executive director of Xingfa Aluminium Holdings Limited (興發鋁業控股有限公司) (listed on the Main Board of the Stock Exchange, stock code: 98).

Mr. Luo holds a bachelor's degree in economics from Guangdong University of Business Studies (廣東商學院) and is a member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Save as disclosed above, Mr. Luo has not held any directorship in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Save as disclosed above, Mr. Luo has no relationship with any directors, senior management and substantial or controlling shareholders of the Company.

Mr. Luo was appointed for a term of 3 years from 28 May 2024, but his appointment is subject to rotation and re-election at general meetings of the Company in accordance with the Memorandum and Articles of Association. Mr. Luo receives a remuneration of HK$300,000 annually for his directorship with the Company. The emoluments were mutually agreed upon between the Board and Mr. Luo with reference to his duties and responsibilities towards the Company and prevailing market conditions.

As at the Latest Practicable Date, for the purposes of Part XV of the SFO, Mr. Luo is deemed to be interested in (i) 10,269,000 Shares held by Dawnhill Group Limited, a company wholly-owned by Mr. Luo; and (ii) 170,705,000 Shares held by Samanea China Holdings Limited, which entered into an acting-in-concert agreement with, among others, Mr. Luo, in respect of their interests in the Company.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the re-election of the Retiring Directors that need to be brought to the attention of the Shareholders.

APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 29 May 2026 regarding the proposed change of auditor (the "**Announcement**"). As set out in the Announcement, Ernst & Young ("**EY**") will retire as the auditor of the Company upon expiration of its term of office at the conclusion of the Annual General Meeting. With the recommendation from the audit committee of the Company (the "**Audit Committee**"), the Board has resolved to propose the appointment of ZHONGHUI ANDA CPA Limited ("**Zhonghui Anda**") as the new auditor of the Company following the retirement of EY at the conclusion of the Annual General Meeting, subject to the approval of the Shareholders at the Annual General Meeting. EY has been the auditor of the Company for consecutive years since 2020. The Board is of the view that the non-re-appointment of the Company's existing auditor upon the expiration of its current term and the proposed appointment of the new auditor of the Company serve as good corporate governance practice to maintain the independence of the Company's auditor and support audit quality through a fresh perspective, and are in the best interests of the Company and the Shareholders as a whole.

The Audit Committee has considered a number of factors prior to recommending Zhonghui Anda as the new auditor of the Company to the Board, including but not limited to (i) the experience in providing audit services to companies whose shares are listed on the Stock Exchange; (ii) the industry knowledge, technical competence and performance capability; (iii) the governance and leadership, resources allocation, quality and capability including but not limited to manpower and time; (iv) the independence and objectivity; (v) the audit fee; (vi) the market reputation; (vii) the "Guidance Notes on Change of Auditors" published by the Accounting and Financial Reporting Council (formerly known as the Financial Reporting Council ("**FRC**")) ("**AFRC**") in September 2023; (viii) the 2024–2025 Annual Inspection Report published by AFRC in July 2025; and (ix) the "Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors" issued by the FRC in December 2021.

The estimated audit fee of Zhonghui Anda for the financial year ending 31 December 2026 is HK$1,600,000 (exclusive of out-of-pocket expenses), which is determined with reference to the proposed audit scope, the Group's current size, complexity and risk profile, the expected level of effort and timeline of the audit, the size and composition of the audit team, the rank distribution of the personnel to be deployed, the firm's operating model and resource availability, and on the

assumption that there will be no material change to 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 audit.

The proposed appointment of Zhonghui Anda as the new auditor of the Company is subject to the passing of the ordinary resolution numbered 4 in the notice of the Annual General Meeting.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Unit G, 35/F, Plaza 88, No. 88 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong at 2:00 p.m. on Monday, 22 June 2026 is set out on pages 21 to 27 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, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 the Shareholders from attending, and voting at the Annual General Meeting if they so wish.

For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

RECOMMENDATION

The Directors consider that the proposed resolutions for (a) granting the Directors the Proposed Issue and Resale Mandate; (b) granting the Directors the Proposed Repurchase Mandate; (c) the extension of the Proposed Issue and Resale Mandate by adding to it the aggregate number of the issued Shares repurchased under the Proposed Repurchase Mandate; (d) the re-election of the Retiring Directors; and (e) the appointment of the auditor are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders 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 to this circular.

By order of the Board
EDA Group Holdings Limited
Mr. Liu Yong
Executive Director and Chairman of the Board

1 June 2026

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 funds legally available for the purpose and in accordance with the Company's constitutional documents and the laws of the jurisdiction in which the Company was incorporated or otherwise established.

ISSUED SHARES

As at the Latest Practicable Date, the number of issued Shares comprised 463,315,750 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 46,331,575 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 the Memorandum and Articles of Association 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 12 months immediately preceding the Latest Practicable Date:

Month	Highest trading price per Share *HK$*	Lowest trading price per Share *HK$*
2025		
June	2.85	2.44
July	3.30	2.55
August	3.24	2.63
September	3.04	2.31
October	2.64	1.89
November	2.29	1.50
December	1.64	1.39
2026		
January	1.80	1.30
February	1.42	1.00
March	1.03	0.30
April	1.30	0.36
May (up to the Latest Practicable Date)	1.20	0.79

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 in the event that the Proposed Repurchase Mandate is approved.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

To the extent permitted by the applicable laws of the Cayman Islands, for any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares. So far as the same may be applicable, the Directors will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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, the following Shareholders have beneficial interests representing 5% or more of the issued Shares within the meaning of Part XV of the SFO:

Name of substantial Shareholders	**Capacity**	**Number of issued Shares held**	**% of issued Shares of the Company**	**Approximate % of holding immediately after the Proposed Repurchase Mandate in full**
Sovereign Fiduciaries (Hong Kong) Limited	Trustee	155,775,000[(1)]	33.6%	37.4%
Edaurora Holdings Limited	Beneficiary of a trust	155,775,000[(1)]	33.6%	37.4%

Name of substantial Shareholders	Capacity	Number of issued Shares held	% of issued Shares of the Company	Approximate % of holding immediately after the Proposed Repurchase Mandate in full
Skyline Investment International Limited	Interests in a controlled corporation	155,775,000[(1)]	33.6%	37.4%
EDA Shine International Limited	Beneficial owner	155,775,000[(1)]	33.6%	37.4%
LS DiDi Network Technology Limited	Beneficial owner	27,660,000[(2)]	6.0%	6.6%
Samanea China Holdings Limited	Beneficial owner	105,501,000[(2)]	22.8%	25.3%
	Interest in a controlled corporation	27,660,000[(2)]	6.0%	6.6%
	Interests held jointly with another person	47,813,000[(3)]	10.3%	11.5%
	Subtotal	**180,974,000**	**39.1%**	**43.4%**
Lesso Home International Holdings Limited	Interest in a controlled corporation	180,974,000[(4)]	39.1%	43.4%
China Lesso Group Holdings Limited	Interest in a controlled corporation	180,974,000[(4)]	39.1%	43.4%
Mr. Wong Luen Hei	Interest in a controlled corporation	180,974,000[(4)]	39.1%	43.4%
Ms. Zuo Xiaoping	Interest of spouse	180,974,000[(4)]	39.1%	43.4%
Zhan Hua Limited	Beneficial Owner	10,269,000[(7)]	2.2%	2.5%

Name of substantial Shareholders	Capacity	Number of issued Shares held	% of issued Shares of the Company	Approximate % of holding immediately after the Proposed Repurchase Mandate in full
Mr. Zuo Manlun	Interest in a controlled corporation	10,269,000[7]	2.2%	2.5%
	Interests held jointly with another person	170,705,000[3]	36.8%	40.9%
	Subtotal	**180,974,000**	**39.1%**	**43.4%**
Dawnhill Group Limited	Beneficial Owner	10,269,000[8]	2.2%	2.5%
Mr. Luo Jianfeng	Interest in a controlled corporation	10,269,000[8]	2.2%	2.5%
	Interests held jointly with another person	170,705,000[3]	36.8%	40.9%
	Subtotal	**180,974,000**	**39.1%**	**43.4%**
LittleBear Investment Limited	Beneficial Owner	11,017,000[9]	2.4%	2.6%
Mr. Cheung Man Yu	Interest in a controlled corporation	11,017,000[9]	2.4%	2.6%
	Interests held jointly with another person	167,391,000[3]	36.1%	40.1%
	Beneficial Owner	2,566,000[9]	0.6%	0.6%
	Subtotal	**180,974,000**	**39.1%**	**43.4%**

Name of substantial Shareholders	Capacity	Number of issued Shares held	% of issued Shares of the Company	Approximate % of holding immediately after the Proposed Repurchase Mandate in full
QCJJ Group Limited	Beneficial Owner	6,846,000[5]	1.5%	1.6%
Ms. Tang Jia Jia	Interest in a controlled corporation	6,846,000[5]	1.5%	1.6%
	Interests held jointly with another person	174,128,000[3]	37.6%	41.8%
	Subtotal	**180,974,000**	**39.1%**	**43.4%**
QCZC Group Limited	Interests held jointly with another person	180,974,000[5]	39.1%	43.4%
QCBM Group Limited	Beneficial Owner	6,846,000[6]	1.5%	1.6%
Mr. Qian Yu Cheng	Interest in a controlled corporation	6,846,000[6]	1.5%	1.6%
	Interests held jointly with another person	174,128,000[3]	37.6%	41.8%
	Subtotal	**180,974,000**	**39.1%**	**43.4%**

Notes:

(1) These Shares are held by EDA Shine International Limited, which is owned as to 1% by Edaurora Holdings Limited and as to 99.0% by Skyline Investment International Limited. Skyline Investment International Limited is wholly owned by Sovereign Fiduciaries (Hong Kong) Limited, which is the trustee of the Liu Yong Trust, of which the settlor is Mr. Liu Yong and the beneficiaries are Mr. Liu Yong and Edaurora Holdings Limited. Edaurora Holdings Limited is wholly owned by Mr. Liu Yong, an executive director, the chairman of our board and a controlling shareholder of the Company. Sovereign Fiduciaries (Hong Kong) Limited is a professional trust company and an Independent Third Party of our Group. By virtue of the SFO, each of Sovereign Fiduciaries (Hong Kong) Limited, Skyline Investment International Limited, Edaurora Holdings Limited and Mr. Liu Yong are deemed to be interested in the Shares in which EDA Shine International Limited is interested.

(2) LS DiDi Network Technology Limited ("**LS DiDi**"), a substantial shareholder of the Company, is owned as to 70% by Samanea China Holdings Limited ("**Samanea**"). By virtue of the SFO, Samanea is deemed to be interested in the Shares in which LS DiDi is interested.

(3) Each of Mr. Zuo Manlun, Mr. Luo Jianfeng, Mr. Cheung Man Yu, Ms. Tang Jia Jia and Mr. Qian Yu Cheng entered into an acting-in-concert agreement with Samanea in respect of their interests in the Company.

(4) Samanea is wholly owned by Lesso Home International Holdings Limited. Lesso Home International Holdings Limited is wholly owned by China Lesso Group Holdings Limited. Mr. Wong Luen Hei and his spouse, Ms. Zuo Xiaoping, are the controlling shareholders of China Lesso Group Holdings Limited. By virtue of the SFO, each of Lesso Home International Holdings Limited, China Lesso Group Holdings Limited, Mr. Wong Luen Hei and Ms. Zuo Xiaoping is deemed to be interested in the Shares in which Samanea is interested.

(5) QCJJ Group Limited is a company incorporated in the BVI and is wholly owned by Ms. Tang Jia Jia, a director of four subsidiaries of Samanea, namely LS DiDi, Guangdong Qicheng Information Technology Co., Ltd, Guangzhou LS DiDi Technology Co., Ltd and Treasure Pathway Limited. By virtue of the SFO, Ms. Tang Jia Jia is deemed to be interested in the Shares in which QCJJ Group Limited is interested. QCZC Group Limited is a company incorporated in the BVI and is wholly owned by Ms. Tang Jia Jia. By virtue of the SFO, Ms. Tang Jia Jia is deemed to be interested in the Shares in which QCZC Group Limited is interested.

(6) QCBM Group Limited is a company incorporated in the BVI and is wholly owned by Mr. Qian Yu Cheng, a director of each of LS DiDi and Guangdong Qicheng Information Technology Co., Ltd, both of which are subsidiaries of Samanea. By virtue of the SFO, Mr. Qian Yu Cheng is deemed to be interested in the Shares in which QCBM Group Limited is interested.

(7) Zhan Hua Limited is a company incorporated in the BVI and is wholly owned by Mr. Zuo Manlun, the Company's non-executive director. By virtue of the SFO, Mr. Zuo Manlun is deemed to be interested in the Shares in which Zhan Hua Limited is interested.

(8) Dawnhill Group Limited is a company incorporated in the BVI and is wholly owned by Mr. Luo Jianfeng, the Company's non-executive director. By virtue of the SFO, Mr. Luo Jianfeng is deemed to be interested in the Shares in which Dawnhill Group Limited is interested.

(9) LittleBear Investment Limited is a company incorporated in the BVI and is wholly owned by Mr. Cheung Man Yu, the Company's executive director. By virtue of the SFO, Mr. Cheung Man Yu is deemed to be interested in the Shares in which LittleBear Investment Limited is interested. Mr. Cheung Man Yu was granted share options under the Company's Pre-IPO Share Option Scheme to subscribe for 1,989,000 Shares and RSUs under the Company's Pre-IPO RSU Plan to subscribe for 1,325,000 Shares. As at the Latest Practicable Date, 748,000 Shares under the Company's Pre-IPO Share Option Scheme have been exercised.

The Directors are not aware of the consequences of such increases or as a result of the repurchase of Shares that would result in any of the aforesaid Shareholders or any Shareholder, or group of Shareholders acting in concert, becoming obliged 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 repurchases 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 total number of issued shares 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 had not repurchased any Shares on the Stock Exchange or otherwise during the 6 months immediately preceding the Latest Practicable Date.

The Company confirms that neither the explanatory statement set out in this Appendix nor the Proposed Repurchase Mandate has any unusual features.

EDA GROUP HOLDINGS LIMITED
EDA集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2505)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of EDA Group Holdings Limited (the "**Company**") will be held at Unit G, 35/F, Plaza 88, No. 88 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong at 2:00 p.m. on Monday, 22 June 2026 for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company.

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

2. To re-elect each of the Company's retiring directors, namely (a) Mr. CHEUNG Man Yu, (b) Mr. ZUO Manlun, and (c) Mr. LUO Jianfeng;

3. To authorise the Company's board of directors to fix the remuneration of the directors of the Company (the "**Directors**");

4. To appoint ZHONGHUI ANDA CPA Limited as independent auditor of the Company and authorise the Board to fix their remuneration;

5. 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 shares of the Company ("**Shares**") (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) out of treasury) 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 number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, shall not exceed 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly, 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 memorandum and articles of association of the Company (the "**Memorandum and Articles of Association**"), shall not exceed 20% of the aggregate number of Shares in issue (excluding any treasury Shares) 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) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked;

(e) any Shares to be allotted, issued or dealt with (including any sale or transfer of treasury Shares out of treasury) (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this resolution shall not be at a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of such Shares; and

(f) for the purpose of this resolution:

"**Benchmarked Price**" means the price which is the higher of:

(i) the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on the date of the agreement involving the relevant proposed issue of Shares; and

(ii) the average closing price as quoted on the Stock Exchange of the Shares for the five trading days immediately preceding the earliest of:

(aa) the date of announcement of the transaction or arrangement involving the relevant proposed issue of Shares;

(bb) the date of the agreement involving the relevant proposed issue of Shares; and

(cc) the date on which the price of Shares that are proposed to be issued is fixed.

"**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 Memorandum and Articles of Association 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 Shares on the Stock Exchange or on any other stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange subject to and in accordance with all applicable laws, the Code on Share Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the Shares in issue (excluding any treasury Shares) 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 Memorandum and Articles of Association 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 5A and 5B 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 (including any sale or transfer of treasury Shares out of treasury) pursuant to resolution 5A above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution 5B above, provided that such amount shall not exceed 10% of the aggregate number of the Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution."

By order of the Board
EDA Group Holdings Limited
Mr. Liu Yong
Executive Director and Chairman of the Board

Hong Kong, 1 June 2026

Registered office:
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Principal place of business in Hong Kong:
Unit G, 35/F
Plaza 88, No. 88 Yeung Uk Road
Tsuen Wan, New Territories
Hong Kong

Notes:

1 Any member entitled to attend, speak and vote at a meeting of the Company may appoint a proxy or proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.

2 A form of proxy for use by the members is enclosed with the circular of the Company dated 1 June 2026. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.edayun.com). In order to be valid, the form of proxy shall be completed in accordance with the instructions printed on the form and deposited at, together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney, the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).

3 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 The register of members of the Company will be closed from Tuesday, 16 June 2026 to Monday, 22 June 2026, both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend, speak and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2026. Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 22 June 2026 are entitled to attend, speak and vote at the Annual General Meeting.

5 Shareholders shall make enquiries with Tricor Investor Services Limited regarding arrangements of the meeting in the event that a tropical cyclone warning no. 8 or above or a "black" rainstorm warning signal is hoisted in Hong Kong on the day of the meeting or that there are "extreme conditions" caused by super typhoons on the day of the meeting.

6 If any shareholder of the Company chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she/it is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at e.g.IR@edayun.com.

As at the date of this notice, the Directors are (i) Mr. Liu Yong, Ms. Li Qin and Mr. Cheung Man Yu as executive Directors; (ii) Mr. Zuo Manlun and Mr. Luo Jianfeng as non-executive Directors; and (iii) Mr. Chan Kwok Cheung Kevin, Mr. Ng Cheuk Him and Mr. Wong Ping Yee Natalis as independent non-executive Directors.