THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a licensed security dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tesson Holdings Limited**, you should at once hand this supplemental circular, together with the enclosed revised form of proxy, to the purchaser or the transferee or to the bank, licensed security dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

TESSON HOLDINGS LIMITED
天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

SUPPLEMENTAL CIRCULAR FOR THE ANNUAL GENERAL MEETING (1) RE-APPOINTMENT OF AUDITOR; (2) RE-ELECTION OF THE RETIRING INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular to the shareholders of the Company dated 29 April 2026 in respect of the annual general meeting of the Company (the "**AGM**") to be held as originally scheduled at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Monday, 22 June 2026. A supplemental notice of the AGM setting out the additional resolution to be considered and approved at the AGM is set out on pages 10 to 12 of this supplemental circular.

A revised form of proxy for use at the AGM is enclosed with this supplemental circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed revised form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the revised form of proxy shall not preclude shareholders of the Company from attending and voting in person at the AGM or any adjourned meeting should they so desire.

2 June 2026

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

"AGM"	the annual general meeting of the Company to be held on Monday, 22 June 2026 at 11:00 a.m. or any adjournment thereof;
"Board"	the board of Directors;
"Board Diversity Policy"	the board diversity policy of the Company;
"Bye-laws"	the bye-laws of the Company;
"Company"	Tesson Holdings Limited, a company incorporated in Bermuda and the shares of which are listed on the main board of the Stock Exchange (stock code: 1201);
"Director(s)"	the director(s) of the Company;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Group"	the Company and its subsidiaries;
"Latest Practicable Date"	1 June 2026, the latest practicable date for ascertaining certain information for inclusion in this supplemental circular;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Nomination Committee"	the nomination committee of the Company;
"PRC"	the People's Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this supplemental circular;
"Original Circular"	the circular of the Company in respect of the AGM dated 29 April 2026;
"Original AGM Notice"	the notice of the AGM dated 29 April 2026 enclosed with the Original Circular;

"Original Proxy Form"	the proxy form which was sent together with the Original Circular;
"Remuneration Committee"	the remuneration committee of the Company;
"Revised Proxy Form"	the revised proxy form sent together with this supplemental circular;
"Shareholder(s)"	holder(s) of the Share(s);
"Share(s)"	ordinary share(s) of HK$0.10 each in the capital of the Company; and
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Supplemental AGM Notice"	the supplemental notice of the AGM set out on pages 10 to 12 of this supplemental circular; and
"ZHONGHUI"	ZHONGHUI ANDA CPA Limited, the incumbent auditor of the Company proposed to be re-appointed at the AGM.

TESSON HOLDINGS LIMITED
天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

Executive Directors:
Mr. Wei Mingren (*Chairman*)
Ms. Cheng Hung Mui
Mr. Chan Wei
Ms. Yu Xiaolei
Mr. Li Jingquan *(Chief Executive Officer)*
Mr. Li Yang
Mr. Li Yuqi

Independent Non-executive Directors:
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin
Ms. Huang Weili

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:
Room 401A
Empire Centre
68 Mody Road, Tsim Sha Tsui
Kowloon, Hong Kong

2 June 2026

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR FOR THE ANNUAL GENERAL MEETING (1) RE-APPOINTMENT OF AUDITOR; (2) RE-ELECTION OF THE RETIRING INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This supplemental circular should be read together with the Original Circular and Original AGM Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular.

The purpose of this supplemental circular is to provide you with (i) additional information relating to proposed re-appointment of the auditor of the Company; (ii) information relating to the additional resolution to be proposed at the AGM for approving the re-election of an independent non-executive Director who will retire at the AGM pursuant to the Bye-laws; and (iii) the Supplemental AGM Notice.

RE-APPOINTMENT OF AUDITOR

Reference is made to the Original Circular. The Company would like to provide the following supplemental information regarding the re-appointment of ZHONGHUI as the auditor of the Company.

As stated in the Original Circular, an ordinary resolution will be proposed at the AGM for the purpose of re-appointing ZHONGHUI as the auditor of the Company and authorising the Board to fix its remuneration.

Based on the discussions between the Company and ZHONGHUI, the Company estimates that the audit fee payable to ZHONGHUI for the annual audit work in respect of the Group for the year ending 31 December 2026 will be in the range of approximately HK$1.2 million to HK$1.8 million. The estimated audit fee was determined with reference to, among other things, the complexity and scale of the Group's business operations, the expected audit scope, the audit timetable and the auditor' resources required for the audit engagement.

The above estimated audit fee is based on the assumption that there will be no material changes in the Group's operations, accounting policies or regulatory environment during the relevant financial year. Unless there is a material change in such basis and assumptions, the final audit fee is not expected to deviate materially from the estimated amount disclosed above. In the event of any material change, the Company will make further disclosure as and when appropriate.

RE-ELECTION OF THE RETIRING DIRECTOR

Reference is made to the announcement of the Company dated 28 May 2026 in relation to, among other things, the appointment of Ms. Huang Weili ("**Ms. Huang**") as an independent non-executive Director.

By virtue of bye-law 83 of the Bye-laws, Ms. Huang shall hold office only until the forthcoming AGM and being eligible, offer herself for re-election.

The Nomination Committee has considered the biographical details and other related particulars of Ms. Huang which are set out in Appendix I to this supplemental circular, with reference to the Board Diversity Policy and her contributions to the Board and the Group during her tenure. The Nomination Committee is of the view that Ms. Huang possesses extensive experience and knowledge in her professional and commercial fields, which enables her to contribute valuable insights into the business and development of the Group, while also enhancing the diversity of the Board in line with the Board Diversity Policy. Accordingly, the Nomination Committee has recommended to the Board that her re-election be proposed for Shareholders' approval at the AGM.

As a result, there will be seven retiring Directors standing for re-election at the AGM. Each of their re-election will be subject to a separate resolution to be proposed at the AGM.

Independence of Independent Non-Executive Director

The Nomination Committee has reviewed and assessed the independence of Ms. Huang, who has also confirmed her independence pursuant to Rule 3.13 of the Listing Rules. The Board, therefore, considers Ms. Huang to be independent and believes that she should be re-elected.

AGM AND PROXY ARRANGEMENT

The AGM will be held as originally scheduled at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Monday, 22 June 2026. The Supplemental AGM Notice is set out on pages 10 to 12 of this supplemental circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed Revised Proxy Form in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited (the "**Branch Share Registrar**") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (the "**Closing Time**"). Completion and return of the Revised Proxy Form shall not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting should they so desire.

A Shareholder who has not yet lodged the Original Proxy Form with the Branch Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Branch Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with the Branch Share Registrar should take note of the following:

(i) subject to (iii) below, if no Revised Proxy Form is lodged with the Branch Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolution for the proposed re-election of Ms. Huang as an independent non-executive Director as set out in the Supplemental AGM Notice and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;

(ii) if the Revised Proxy Form is lodged with the Branch Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed and signed, shall revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder; and

(iii) if the Revised Proxy Form is lodged with the Branch Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Branch Share Registrar.

Accordingly, the Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Branch Revised Proxy Form with the Share Registrar before the Closing Time.

RECOMMENDATION

The Board, to the extent having made all reasonable enquiries, is not aware that any Shareholder is required to abstain from voting on the proposals to be put forward at the AGM.

The Board considers that the proposed resolutions set out in the Original AGM Notice and the Supplemental AGM Notice are in the best interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of all resolutions set out in the Original AGM Notice and the Supplemental AGM Notice.

ADDITIONAL INFORMATION

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

RESPONSIBILITY STATEMENT

This supplemental 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this supplemental 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 supplemental circular misleading.

Yours faithfully,
By order of the Board
Tesson Holdings Limited
Wei Mingren
Chairman

The following is the information, as at the Latest Practicable Date, required to be disclosed under the Listing Rules, on the Director proposed to be re-elected at the AGM.

INDEPENDENT NON-EXECUTIVE DIRECTOR

MS. HUANG WEILI

Ms. Huang Weili, aged 57, obtained a bachelor's degree in laws from the School of Law at Xiamen University in 1990. She was admitted as a lawyer in the PRC in 1991. She was conferred the Third-Level Lawyer Professional Qualification* (三級律師任職資格) in the PRC in 1995 and obtained the qualification to engage in securities-related legal practice in the PRC in October 1996.

Ms. Huang has been a partner of Beijing Hanjia Law Firm* (北京翰佳律師事務所) since October 2001. Prior to that, she also worked as a lawyer in several state-owned law firms previously managed by the Ministry of Justice of the PRC and served as a PRC legal consultant in multiple Hong Kong law firms.

Ms. Huang has entered into a service agreement with the Company, pursuant to which she will be appointed as an independent non-executive Director for an initial term of three years, subject to retirement by rotation and re-election pursuant to the Listing Rules and the Bye-laws. Ms. Huang will be entitled to receive a director's fee of HK$180,000 per annum, which was determined by the Remuneration Committee and the Board based on Ms. Huang's educational background, working experience, responsibilities and prevailing market conditions.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries and save as disclosed above:

(i) Ms. Huang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined under the Listing Rules);

(ii) Ms. Huang did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; nor does she hold any other positions in the Company and other members of the Group, or have any other major appointments or professional qualifications;

* *For identification purposes only.*

(iii) did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and

(iv) there are no other matters concerning the appointment of Ms. Huang that need to be brought to the attention of the shareholders of the Company; nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Huang has confirmed, and the Board has been satisfied that she (i) is independent as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) has no past or present financial or other interests in the business of the Company or its subsidiaries, and is not connected with any core connected persons of the Company; and (iii) is not subject to any other factors that may affect her independence at the time of her appointment.

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice dated 29 April 2026 (the "**Original AGM Notice**") in relation to the annual general meeting (the "**AGM**") of Tesson Holdings Limited (the "**Company**") to be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Monday, 22 June 2026 and the resolutions to be proposed at the AGM for the approval of the shareholders of the Company (the "**Shareholders**"). This supplemental notice should be read together with the Original AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Monday, 22 June 2026 for the Shareholders to consider and, if thought fit, pass the following resolution (with or without modification) as an ordinary resolution, in addition to the resolutions as set out in the Original AGM Notice:

ORDINARY RESOLUTION

As **ordinary business**, to consider and if thought fit, pass the following ordinary resolution:

2. ....

(viii) To re-elect Ms. Huang Weili as an independent non-executive Director.

By order of the Board
Tesson Holdings Limited
Wei Mingren
Chairman

Hong Kong, 2 June 2026

Notes:

1. Save for the inclusion of the additional proposed resolution No. 2(viii) set out in this supplemental notice, there are no other changes to the Original AGM Notice. For details of the other resolutions to be considered at the AGM, closure of the register of members of the Company, eligibility for attending the AGM, appointment of proxy and other relevant matters, please refer to the Original AGM Notice.

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

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

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

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

6. A revised form of proxy (the "**Revised Proxy Form**") is enclosed with this supplemental notice. A Shareholder who has not yet lodged the proxy form enclosed with the circular of the Company dated 29 April 2026 in respect of the AGM (the "**Original Proxy Form**") with the Branch Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Branch Share Registrar.

7. A Shareholder who has already lodged the Original Proxy Form with the Branch Share Registrar should take note of the following:

   (i) subject to (iii) below, if no Revised Proxy Form is lodged with the Branch Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolution for the proposed re-election of Ms. Huang as an independent non-executive Director as set out in the Supplemental AGM Notice and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;

   (ii) if the Revised Proxy Form is lodged with the Branch Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed and signed, shall revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder; and

   (iii) if the Revised Proxy Form is lodged with the Branch Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Branch Share Registrar.

8. The register of members will be closed from 16 June 2026 to 22 June 2026 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the aforesaid meeting, all transfer forms of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar at Shops 1712-1716, 17/F., Hopewell Centre 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 15 June 2026.

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

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