THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 circular.

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

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

WINSON HOLDINGS HONG KONG LIMITED

永順控股香港有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6812)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; DECLARATION OF FINAL DIVIDEND; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Thursday, 20 August 2026 at 10:00 a.m. ("**Annual General Meeting**") (or any adjournment thereof), is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the Annual General Meeting is sent to you with this circular. If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying 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 practicable but in any event by 10:00 a.m. on Tuesday, 18 August 2026 or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

30 June 2026

CONTENTS

Page

Definitions 1

Letter from the Board 4

Appendix I – Explanatory Statement on the Repurchase Mandate I-1

Appendix II – Details of retiring Directors proposed to be re-elected at the Annual General Meeting II-1

Notice of Annual General Meeting AGM-1

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

"Annual General Meeting"	the annual general meeting of the Company to be held at 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Thursday, 20 August 2026 at 10:00 a.m., the notice of which is set out on pages AGM-1 to AGM-6 of this circular, and any adjournment thereof
"Articles"	the articles of association of the Company currently in force
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands
"Company"	Winson Holdings Hong Kong Limited (永順控股香港有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued or dealt with (or sold or transferred out of treasury) under the Issue Mandate
"Final Dividend"	the proposed final dividend of HK0.8 cents per Share for the year ended 31 March 2026 to the Shareholders whose names appear on the register of members of the Company on the Record Date
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue or otherwise deal with new Shares (including any sale or transfer of treasury Shares out of treasury) up to a maximum of 20% of the aggregate number of issued Shares (excluding treasury Shares) as at the date of passing the relevant resolution as set out in resolution numbered 5(A) in the notice convening the Annual General Meeting
"Latest Practicable Date"	24 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
"Nomination Committee"	the nomination committee of the Board
"Record Date"	28 August 2026, being the date for determining entitlements of the Shareholders to the Final Dividend
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase the fully paid-up Shares up to 10% of the aggregate number of issued Shares (excluding treasury Shares) as at the date of passing the relevant resolution as set out in resolution numbered 5(B) in the notice convening the Annual General Meeting, and to determine such Shares repurchased shall be held as treasury Shares by the Company or otherwise be cancelled
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time

"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"HK$" and "HK cents"	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
"%"	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

WINSON HOLDINGS HONG KONG LIMITED
永順控股香港有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6812)

Executive Directors:
Madam Ng Sing Mui *(Chairperson)*
Ms. Sze Tan Nei
Mr. Sze Wai Lun

Independent Non-executive Directors:
Mr. Yuen Ching Bor Stephen
Mr. Chung Koon Yan
Mr. Ng Moon Fai

Registered office:
Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Unit 1926, 19/F
Global Plaza
1 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

30 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND DECLARATION OF FINAL DIVIDEND

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. At the Annual General Meeting, resolutions relating to, among other matters, (i) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors; (ii) the re-election of retiring Directors; and (iii) the proposed declaration of the Final Dividend will be proposed to seek approval of the Shareholders.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the Annual General Meeting, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the Issue Mandate to enable the Directors to exercise all the powers of the Company to allot, issue or deal with new Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury Shares) as at the date of the passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue was 600,000,000. Subject to the passing of the relevant resolution, the maximum number of new Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting) to be issued under the proposed Issue Mandate is 120,000,000, representing 20% of the total number of Shares in issue (excluding treasury Shares) as at the date of the Annual General Meeting.

Ordinary resolutions will also be proposed at the Annual General Meeting for the grant of the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the number of issued Shares (excluding treasury Shares) as at the date of the passing of the relevant resolution and to extend the Issue Mandate by an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the aggregate number of Shares in issue was 600,000,000. Accordingly, subject to the passing of the relevant resolution and assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 60,000,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of the Annual General Meeting.

The Issue Mandate and the Repurchase Mandate will expire: (a) at the end of the Company's next annual general meeting following the Annual General Meeting; (b) at the end of the period within which the Company is required by applicable law or the Articles to hold its next annual general meeting; or (c) when varied or revoked by an ordinary resolution of the Company in a general meeting prior to the next annual general meeting following the Annual General Meeting, whichever is the earliest.

The Directors wish to state that they have no immediate plan to allot and issue any new Shares pursuant to the Issue Mandate (if granted).

An explanatory statement containing information necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises three executive Directors, namely Madam Ng Sing Mui ("**Madam Ng**"), Ms. Sze Tan Nei and Mr. Sze Wai Lun, and three independent non-executive Directors, namely Mr. Yuen Ching Bor Stephen, Mr. Chung Koon Yan ("**Mr. Chung**") and Mr. Ng Moon Fai ("**Mr. Ng**").

According to Articles 84(1) and 84(2) of the Articles, at each annual general meeting 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 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/she retires.

Pursuant to Articles 84(1) and 84(2) of the Articles, Madam Ng and Mr. Chung shall retire from the office of Director by rotation at the Annual General Meeting. Madam Ng and Mr. Chung, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 83(3) of the Articles, Mr. Ng, who was appointed by the Board as an independent non-executive Director on 16 March 2026, shall hold office until the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting.

The Nomination Committee has considered the working profiles and other perspectives, skills and experience of Mr. Chung and Mr. Ng as set out in Appendix II to this circular respectively. The Nomination Committee is satisfied that Mr. Chung and Mr. Ng have the required characters, integrity and experiences to continuously fulfil their role as independent non-executive Directors effectively. Mr. Chung and Mr. Ng possess the perspectives, skills and experiences that would contribute to the Board and ensure diversity in its composition.

The Nomination Committee has assessed independence of each of Mr. Chung and Mr. Ng based on the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee is of the view that there is nothing that would affect the exercise of independent judgement by each of Mr. Chung and Mr. Ng. Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of each of Mr. Chung and Mr. Ng as independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole and has proposed that the above retiring Directors to stand for re-election as Directors at the Annual General Meeting.

Particulars of each of the retiring Directors required to be disclosed pursuant to Rule 13.74 of the Listing Rules are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITOR

BDO Limited, which has audited the consolidated financial statements of the Company for the year ended 31 March 2026, will retire as the auditor at the Annual General Meeting and, being eligible, offer itself for re-appointment. The Board proposed to re-appoint BDO Limited as the auditor to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration. The preliminary estimated audit fee for the audit services in respect of the financial year ending 31 March 2027 is approximately HK$600,000.00. The estimated audit fee was determined after taking into account factors including the complexity and scale of the Group's business operations, the expected scope of the audit work, the audit timetable and the level of resources required for the audit engagement.

The estimated audit fee is based on the information currently available as of the Latest Practicable Date. The final audit fee may be adjusted if there is a material change in the basis or assumptions upon which the estimated audit fee was determined, including any material change in the scope of the audit work or other relevant circumstances arising in the course of the audit. Accordingly, the final audit fee may differ from the estimated amount set out above.

FINAL DIVIDEND

As stated in the announcement of the Company dated 23 June 2026 relating to the annual results of the Company for the year ended 31 March 2026, the Board recommended the payment of the Final Dividend to the Shareholders whose names appear on the register of members of the Company on the Record Date, which is subject to the Shareholders' approval at the Annual General Meeting, and a resolution will be put to the Shareholders for voting at the Annual General Meeting.

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-6 of this circular is a notice convening the Annual General Meeting at which, among other proposed resolutions, ordinary resolutions will be proposed to approve the following:

(1) the grant of the Issue Mandate;

(2) the grant of the Repurchase Mandate;

(3) the grant of the Extension Mandate;

(4) the re-election of retiring Directors; and

(5) the declaration of the Final Dividend.

If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying 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 practicable but in any event by 10:00 a.m. on Tuesday, 18 August 2026 or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATES

To ascertain the entitlements of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 14 August 2026 to Thursday, 20 August 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlement to attend and vote at the Annual General Meeting is Thursday, 20 August 2026. In order to qualify for the entitlements of the Shareholders to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant shares certificate(s) must be lodged with 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 for registration not later than 4:30 p.m. on Thursday, 13 August 2026.

For determining the entitlements of the Shareholders to the Final Dividend, the register of members of the Company will be closed from Wednesday, 26 August 2026 to Friday, 28 August 2026, both days inclusive, during which period no transfers of Shares will be registered. The Record Date for determining the entitlements of the Shareholders to the Final Dividend is Friday, 28 August 2026. In order to qualify for the Final dividend, which is subject to approval of the Shareholders at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with 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 for registration not later than 4:30 p.m. on Tuesday, 25 August 2026.

RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and the declaration of the Final Dividend are in the best interests of the Company and the Shareholders and recommend the Shareholders to vote for the relevant resolutions set out in the notice of the Annual General Meeting.

GENERAL INFORMATION

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

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 Company. 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.

MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully,
By Order of the Board
Winson Holdings Hong Kong Limited
Ng Sing Mui
Chairperson and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such a company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 600,000,000 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 5(B) as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis of 600,000,000 Shares in issue and assuming that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares, representing 10% of the total number of Shares in issue.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. On the other hand, Shares repurchased and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the memorandum of association of the Company as amended from time to time, the Articles and the applicable laws of the Cayman Islands.

4. FUNDING OF REPURCHASES

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Act and other applicable laws of the Cayman Islands. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the laws of the Cayman Islands, any repurchases by the Company may be made out of profits of the Company or share premium or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of profits or the share premium account of the Company. Subject to the Companies Act, a repurchase of shares may also be paid out of capital.

5. IMPACT OF REPURCHASES

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2026, being the date to which the last audited accounts of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. STATUS OF REPURCHASED SHARES

Shares repurchased by the Company may be held by the Company as treasury Shares or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchase.

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.

7. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the past twelve months prior to the Latest Practicable Date were as follows:

	Trading price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
June	0.167	0.130
July	0.166	0.128
August	0.147	0.137
September	0.182	0.142
October	0.195	0.169
November	0.199	0.171
December	0.199	0.173
2026		
January	0.305	0.190
February	0.345	0.250
March	0.325	0.265
April	0.325	0.285
May	0.325	0.260
June (up to and including the Latest Practicable Date)	0.290	0.275

8. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, 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 and rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, each of Sze's Holdings Limited ("**Sze's Holdings**"), Rich Cheer Development Limited, Madam Ng Sing Mui, Ms. Sze Tan Nei and Mr. Sze Wai Lun held through Sze's Holdings, is deemed or taken to be interested in 432,000,000 Shares, representing 72% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the shareholding interest of Sze's Holdings would be increased to 80% of the issued share capital of the Company. Such increase would not give rise to any general offer obligation under the Takeovers Code as the existing shareholding of Sze's Holdings already exceeds 50% of the issued share capital of the Company. Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such an extent which will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% of the issued share capital of the Company (excluding treasury Shares) as required by the Listing Rules.

As at the Latest Practicable Date, the Directors are not aware of any consequence which the exercise in full of the Repurchase Mandate would have under the Takeovers Code.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the previous six months up to the Latest Practicable Date.

10. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules) currently intends to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved at the Annual General Meeting and is exercised.

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

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Neither this explanatory statement nor the proposed share repurchase has any unusual features.

The following sets out the information of the Directors, who will retire from office at the Annual General Meeting pursuant to the Articles and, being eligible, offer themselves for re-election:

Madam Ng Sing Mui (吳醒梅) ("Madam Ng"), aged 65, a co-founder of the Group, has been a Director since 31 May 2016. Madam Ng was re-designated as an executive Director on 21 February 2017 and is currently acting as the Chairperson. She is also the chairperson of the Nomination Committee and holds directorships in all subsidiaries of the Company. Madam Ng is primarily responsible for the strategic planning, operation planning and overall management of the Group.

Madam Ng has over 40 years of experience in the environmental hygiene services industry in Hong Kong. Building the business from the ground up since December 1983, Madam Ng has held a leadership role in the overall management and business development of the Group.

Madam Ng has been a certified associate fellow of the Institute of Managers and Leaders Australia and New Zealand (formerly known as Australian Institute of Management) since September 1995 and has become a fellow member since June 2019.

Madam Ng is the mother of Ms. Sze Tan Nei and Mr. Sze Wai Lun, both of whom are executive Directors, and the mother-in-law of Mr. Tse Ho Yue, the chief operating officer of the Company. She is the sole director of Rich Cheer Development Limited and Sze's Holdings Limited, both of which have disclosable interests in the Shares under the provisions in Divisions 2 and 3 of Part XV of the SFO. Madam Ng is also the sole shareholder of Rich Cheer Development Limited.

The Company has renewed the service contract with Madam Ng for a term of three years commencing on 16 March 2026 unless terminated by not less than three months prior written notice served by either party on the other or otherwise in accordance with the terms of the service contract. She is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Madam Ng is entitled to a basic salary of HK$4,065,888 per annum with an annual bonus equal to one month's basic salary as an employee of the Company and a discretionary bonus which will be determined commensurate with her duties, responsibilities, the prevailing market conditions, and the recommendation from the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Madam Ng did not (i) hold any directorships in any other listed company in Hong Kong or overseas in the last three years; (ii) have any other major appointments or professional qualifications; (iii) hold any other position with the Company or other members of the Group; or (iv) have any other relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Madam Ng was deemed to be interested in 432,000,000 Shares by virtue of the provisions of Part XV of the SFO. These 432,000,000 Shares are beneficially owned by Sze's Holdings Limited, which is in turn held by Rich Cheer Development Limited acting as the trustee of the Sze Family Trust. The Sze Family Trust is a discretionary trust set up by Madam Ng as settlor and Rich Cheer Development Limited as trustee on 8 January 2015. The beneficiaries of the Sze Family Trust include, inter alia, Mr. Sze Wai Lun and Ms. Sze Tan Nei. Save as disclosed above, Madam Ng did not

have or was not deemed to have any other interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Madam Ng was previously a director of the companies shown in the table below which were dissolved by deregistration pursuant to section 291AA of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force before 3 March 2014 due to cessation of business:

Company	Place of incorporation	Date of incorporation	Date of dissolution
Clifford International Holdings Limited 鴻福國際集團有限公司	Hong Kong	26 July 2004	1 February 2008
Winson (Wayland) Group Limited 永順(偉倫)集團有限公司	Hong Kong	22 July 1993	12 September 2008
Winson Stone Care Limited 威信雲石護理有限公司	Hong Kong	4 April 2001	1 August 2008
Winson Environmental Services Limited 威信環保服務有限公司	Hong Kong	27 June 2001	7 September 2007

Madam Ng confirmed that the deregistration of the above companies was voluntary by way of submitting an application to the Companies Registry of Hong Kong, and that all of the above companies were solvent at the time of dissolution. Madam Ng also confirmed that there was no wrongful act on her part leading to the above dissolutions of the companies, and she was not aware of any actual or potential claim that had been or would be made against her as a result of the dissolutions of these companies.

Besides, Madam Ng was a director of the company below, which had been struck off prior to the Latest Practicable Date. As confirmed by Madam Ng, the company was dormant and solvent prior to being struck off.

Company	Place of incorporation	Date of incorporation	Date of dissolution
Winson Group Holding Ltd.	BVI	24 April 2001	31 October 2024

Save as disclosed above, there are no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that need to be brought to the attention of the Shareholders in respect of the re-election of Madam Ng.

Mr. Chung Koon Yan (鍾琯因) ("Mr. Chung"), aged 62, was appointed as an independent non-executive Director on 21 February 2017 and is responsible for providing independent judgment on the Group's strategy, performance, resources and standard of conduct. He is also the chairperson of the Audit Committee and a member of the Remuneration Committee.

Mr. Chung graduated with a Master of Professional Accounting from The Hong Kong Polytechnic University in November 2000. He is a practicing member of The Hong Kong Institute of Certified Public Accountants. Mr. Chung is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales since February 2007 and November 2014 respectively. He is also a fellow member of The Association of Chartered Certified Accountants.

Mr. Chung is currently a director of Chiu, Choy & Chung CPA Ltd. and has more than 25 years' experience in accounting, auditing and taxation. Currently, he is also an independent non-executive director of Unity Group Holdings International Limited (whose shares are listed on the Main Board of the Stock Exchange, stock code: 1539) and an independent non-executive director of Great World Company Holdings Limited (whose shares are listed on GEM of the Stock Exchange, stock code: 8003).

The Company has renewed the letter of appointment with Mr. Chung for a term of two years commencing on 16 March 2026 unless terminated by not less than three months prior written notice served by either party on the other or otherwise in accordance with the terms of the letter of appointment. He is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Chung is entitled to a director's fee of HK$240,000 per annum, which is determined with reference to his working experience, background, duties and responsibilities with the Group as well as the prevailing market conditions and the recommendation of the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chung did not (i) hold any directorships in any other listed company in Hong Kong or overseas in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; or (v) have or was not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

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

Mr. Ng Moon Fai (吳滿輝), aged 52, was appointed as an independent non-executive Director and a member of each of the Audit Committee and the Nomination Committee with effect from 16 March 2026. He is currently the Managing Director of an independent business consultancy firm. He has nearly 30 years of experience in the banking sector, having served at United Overseas Bank Limited, HK Branch ("**UOB**") from August 2006 to March 2025, where he served consecutively as Managing Director & Head of Commercial Banking (HK & GBA) from August 2013 to February 2022, and Managing Director & Head of Wholesale Banking (HK) from February 2022 to March 2025. Mr. Ng was the regional banker covering business in Hong Kong, Greater Bay Area and ASEAN region. He was one of the management team members sitting in various management committees of UOB. He was also the Executive Officer for the Securities and Futures Commission regulated activities during his employment with UOB.

Prior to that, Mr. Ng was Vice President, Enterprise Banking at DBS Bank (HK) Limited from January 2003 to July 2006. He also worked at The Bank of East Asia from May 1997 to January 2003, and at Kwong On Bank, Limited from October 1995 to May 1997.

Mr. Ng received a Bachelor of Business Administration in Finance from The Hong Kong University of Science and Technology in 1995 and a Master of Corporate Finance from The Hong Kong Polytechnic University in 2004. He is also an Associate of the Hong Kong Institute of Bankers.

Mr. Ng has signed a letter of appointment issued by the Company for his appointment as independent non-executive Director for a term of two years commencing from 16 March 2026, subject to early vacation of office with not less than three months' notice in writing served by either party on the other. He is subject to 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 annual general meetings of the Company pursuant to the Articles. Mr. Ng is entitled to a director's fee of HK$240,000 per annum which is determined with reference to his duties, responsibilities, the prevailing market conditions, and the recommendation from the Remuneration Committee.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ng did not (i) hold any directorships in any other listed company in Hong Kong or overseas in the last three years; (ii) have any other major appointments or professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company; or (v) have or was not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no other information which was required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Ng.

WINSON HOLDINGS HONG KONG LIMITED
永順控股香港有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6812)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting ("**Meeting**") of Winson Holdings Hong Kong Limited ("**Company**") will be held at 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Thursday, 20 August 2026 at 10:00 a.m. to consider and, if thought fit, transact the following ordinary businesses:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company ("**Director(s)**") and the auditor of the Company for the year ended 31 March 2026;

2. To declare a final dividend of HK0.8 cents per share of the Company for the year ended 31 March 2026;

3. (a) To re-elect Madam Ng Sing Mui as an executive Director;

   (b) To re-elect Mr. Chung Koon Yan as an independent non-executive Director;

   (c) To re-elect Mr. Ng Moon Fai as an independent non-executive Director; and

   (d) To authorise the board of Directors ("**Board**") to fix the remuneration of the Directors;

4. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration; and

5. To consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) "**THAT**:

(a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with ordinary shares of HK$0.01 each ("**Shares**") in the share capital of the Company (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Rules ("**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**")) out of treasury if permitted under the Listing Rules), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which may require the exercise of such powers after the expiry of the Relevant Period;

(c) the aggregate number of Shares allotted and issued (or transfer out of treasury) or agreed conditionally or unconditionally to be allotted and issued (or transfer out of treasury) (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 options granted under any share option scheme or similar arrangement adopted from time to time by 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 articles of association of the Company in force from time to time; or (iv) any issue of Shares upon 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 shall not exceed the aggregate of:

(i) 20 per cent. of the number of issued Shares (excluding treasury Shares) on the date of the passing of this resolution; and

(ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares (excluding 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;

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares (excluding treasury Shares) at the time immediately before and after such consolidation or subdivision shall be the same; and

(e) 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;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act of the Cayman Islands ("**Companies Act**") or any other applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

"**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 shareholders of the Company whose names appear on the Company's register of members 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, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations)."

(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 Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for this purpose, to determine whether such Shares repurchased shall be held as treasury Shares by the Company or otherwise be cancelled, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be purchased by the Company pursuant to the authority granted pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares (excluding 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;

(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; 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;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

(C) "**THAT** conditional on the passing of resolutions numbered 5(A) and 5(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 5(A) above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or dealt with (or sold or transferred out of treasury) by the Directors pursuant to or in accordance with such mandate of an amount representing the aggregate number of Shares purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5(B) above."

By Order of the Board
Winson Holdings Hong Kong Limited
Ng Sing Mui
Chairperson and Executive Director

Hong Kong, 30 June 2026

Head Office and principal place of business in Hong Kong:
Unit 1926, 9/F
Global Plaza
1 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, at the office of 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 practicable but in any event by 10:00 a.m. on Tuesday, 18 August 2026 or not less than 48 hours before the time appointed for holding of any adjourned meeting.

3. In order to ascertain the entitlements of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 14 August 2026 to Thursday, 20 August 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlement to attend and vote at the Meeting is Thursday, 20 August 2026. In order to qualify for the entitlements of the shareholders of the Company to attend and vote at the Meeting, all transfers of Shares accompanied by the relevant shares certificate(s) must be lodged with 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 for registration not later than 4:30 p.m. on Thursday, 13 August 2026.

4. For determining the entitlements of the shareholders of the Company to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 26 August 2026 to Friday, 28 August 2026, both days inclusive, during which period no transfers of Shares will be registered. The record date for determining the entitlements of the shareholders of the Company to the proposed final dividend is Friday, 28 August 2026. In order to qualify for the proposed final dividend, which is subject to approval of the shareholders of the Company at the Meeting, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with 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 for registration not later than 4:30 p.m. on Tuesday, 25 August 2026.

5. In relation to the proposed resolution numbered 5(A) and the proposed resolution numbered 5(C) above, the approval is being sought from members of the Company as a general mandate in compliance with the Listing Rules. The Directors have no immediate plans to issue any new Shares pursuant to such mandates.

6. In relation to the proposed resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular despatched to the shareholders of the Company on the date hereof.

7. 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/she/it 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 in respect of the joint holding.

8. All resolutions as set out in this notice to be put to vote at the Meeting will be decided by way of poll as required by the Listing Rules.

9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned according to the articles of association of the Company. The Company will post an announcement on the website of Company at www.winsongrouphk.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify the shareholders of the Company of the date, time and place of the rescheduled meeting.

10. References to time and dates in this notice are to Hong Kong time and dates.

As at the date hereof, the executive Directors are Madam Ng Sing Mui, Ms. Sze Tan Nei and Mr. Sze Wai Lun; and the independent non-executive Directors are Mr. Yuen Ching Bor Stephen, Mr. Chung Koon Yan and Mr. Ng Moon Fai.