
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Sun Hing Vision Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SUN HING VISION GROUP HOLDINGS LIMITED
新興光學集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 125)

**GENERAL MANDATES TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS,
PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Sun Hing Vision Group Holdings Limited to be held at Room 1806, 18/F, LU Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 20 August 2026 at 10:00 a.m. (or any adjournment thereof) (the “**Annual General Meeting**”) is set out on pages 43 to 47 of this circular. Whether or not you intend to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the annual general meeting or any adjourned meeting should you so wish.

* For identification purposes only

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DEFINITIONS

“2014 Share Option Scheme”	the share option scheme adopted by the Company on 22 August 2014, which has expired on 21 August 2024
“Adoption Date”	being the date on which the New Share Option Scheme becomes unconditional
“Annual General Meeting”	annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 20 August 2026 at notice of which is set out on pages 43 to 47 of this circular
“associates”	as defined in the Listing Rules
“Board”	board of Directors (or a duly authorised committee thereof)
“Bye-laws”	bye-laws of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associates”	as defined in the Listing Rules
“Company”	Sun Hing Vision Group Holdings Limited, a company incorporated in Bermuda with limited liability, the securities of which are listed on the main board of the Stock Exchange
“Core Connected Person(s)”	as defined in the Listing Rules
“Directors”	directors of the Company
“Eligible Participant(s)”	(a) the Employee Participant(s); and (b) the Related Entity Participant(s) provided that (i) the Board may have absolute discretion to determine whether or not one falls within the above category; and (ii) he/she/it is not an Excluded Participant
“Employee Participant(s)”	the director(s) and employee(s) (whether full-time or parttime) of the Company or any of its subsidiaries (including persons who are granted Options under the New Share Option Scheme as inducement to enter into employment contracts with any member of the Group)

DEFINITIONS

“Excluded Participant(s)”	an individual who is a resident in a place where the grant, acceptance or vesting of an Option pursuant to the New Share Option Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual
“Grantee”	any Eligible Participant who accepts the Offer (as the case may be) in accordance with the terms of the New Share Option Scheme (as the case may be)
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the Annual General Meeting
“Offer”	an offer for the grant of an Option made in accordance with the terms of the New Share Option Scheme
“Offer Date”	the date on which an Offer is made to an Eligible Participant(s)
“Option(s)”	any option(s) to be granted to Eligible Participant(s) to subscribe for Shares granted pursuant to the New Share Option Scheme

DEFINITIONS

“Option Period”	in respect of any particular Option, the period to be determined and notified by the Directors to the Grantee thereof at the time of making an Offer provided that such period shall not exceed the period of ten (10) years from the date of the grant of the particular Option but subject to the provisions for early termination thereof contained in the New Share Option Scheme
“Personal Representative(s)”	the person or persons who, in accordance with the laws of succession applicable in respect of the death of a Grantee, is or are entitled to exercise the Option granted to such Grantee (to the extent not already exercised)
“Related Entity Participant(s)”	directors and employees (whether full time or part time) of the holding companies, fellow subsidiaries or associated companies of the Company
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the Annual General Meeting to the Directors to exercise all the powers of the Company to repurchase Shares
“Scheme Mandate Limit”	the maximum number of Shares which may be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all Options which may be granted under the New Share Option Scheme, together with options and awards which may be granted under any other share schemes of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Issue Mandate”	the general and unconditional mandate proposed to be granted at the Annual General Meeting to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares
“Shareholders”	holders of Shares
“Shares”	ordinary shares of HK\$0.10 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Substantial Shareholder”	any person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option
“Takeovers Code”	Code on Takeovers and Mergers and Share Buy-backs
“Termination Date”	close of business of the Company on the date which falls ten (10) years after the Adoption Date
“Treasury Shares”	Shares repurchased and held by the Company in treasury as treasury shares, as authorized by the laws of Bermuda, and for the purpose of the New Share Option Scheme, references to new Shares include Treasury Shares, and references to the issue of new Shares include the transfer of Treasury Shares
“HK\$” and “cents”	Hong Kong dollars and cents respectively
“%”	per cent.

LETTER FROM THE BOARD



SUN HING VISION GROUP HOLDINGS LIMITED
新興光學集團控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 125)

Executive Directors:

Ku Ngai Yung, Otis (*Chairman*)
Ku Ka Yung (*Deputy Chairman*)
Chan Chi Sun
Ma Sau Ching

Independent Non-executive Directors:

Lee Kwong Yiu
Wong Che Man, Eddy
Chow Chi Fai

Principal office:

25th Floor
EGL Tower
83 Hung To Road
Kwun Tong
Kowloon
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

27 July 2026

To the shareholders of the Company

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS,
PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make a decision on whether to vote for or against the ordinary resolutions to be proposed at the Annual General Meeting which will be convened for the purpose of considering and if thought fit, approving, *inter alia*:

- (a) the grant of the Share Issue Mandate and Repurchase Mandate to the Directors to issue new Shares and repurchase Shares;
- (b) extension of the Share Issue Mandate;
- (c) re-election of Directors and continuous appointment of an independent non-executive Director who has served more than nine years;
- (d) proposed re-appointment of the auditor of the Company; and
- (e) proposed adoption of the New Share Option Scheme.

A notice of the Annual General Meeting is set out on pages 43 to 47 of this circular.

SHARE ISSUE MANDATE AND REPURCHASE MANDATE

At the last annual general meeting of the Company held on 15 August 2025, the Directors were granted a general mandate to allot and issue Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the Annual General Meeting. The Directors propose to seek the approval of the Shareholders at the Annual General Meeting by way of passing ordinary resolutions for the granting of:

- (a) the Share Issue Mandate to issue Shares up to a maximum of 26,277,828 Shares representing 10% of the Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution; and
- (b) the Repurchase Mandate to repurchase, and either cancel or hold in treasury, Shares up to a maximum of 26,277,828 Shares representing 10% of the Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution.

According to Rule 13.36(2)(b) of the Listing Rules, the Directors may seek the approval of the Shareholders in general meeting for a general mandate to issue Shares not exceeding the aggregate of 20% of the number of Shares in issue (excluding Treasury Shares) as at the date of passing the resolution. The Directors, however, consider that the Company shall require only up to a maximum of 10% of the number of Shares in issue (excluding Treasury Shares) and therefore propose to seek approval of the Shareholders to grant the Share Issue Mandate to such extent at the Annual General Meeting.

LETTER FROM THE BOARD

Whilst the Directors do not presently intend to allot and issue any Shares nor repurchase any Shares, they believe that the flexibility afforded by the Share Issue Mandate and the Repurchase Mandate, if the ordinary resolutions granting them are passed, would be beneficial to the Company.

With effect from 11 June 2024, the Listing Rules have been amended to remove the requirement to cancel bought back shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company buy back any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases of Shares.

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.

As at the Latest Practicable Date for determining such figures, the number of issued shares of the Company was 262,778,286 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 26,277,828 Shares representing 10% of the number of Shares in issue (excluding Treasury Shares) during the period up to the next annual general meeting in 2027, the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first. Depending on the shareholding structure of the Company at the time when the Repurchase Mandate is exercised, it is possible that the exercise of the Repurchase Mandate fully (or almost fully) would reduce the level of public float to less than 25% of the total number of issued Shares (excluding Treasury Shares). However, the Directors have no intention to exercise the Repurchase Mandate to the extent that would result in the level of public float falling below the minimum public float requirements as prescribed under the Listing Rules.

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

LETTER FROM THE BOARD

Extension of the Share Issue Mandate

A resolution as set out in resolution no. 7C of the notice of the Annual General Meeting will also be proposed at the Annual General Meeting authorising the Directors to extend the Share Issue Mandate by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares) at the date of passing of resolution no. 7C of the notice of the Annual General Meeting.

Reasons for Repurchase

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets of the Company and/or earnings and/or dividend per Share.

Funding of Repurchase

Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company legally permitted to be utilised in this connection in accordance with its Bye-laws and the laws of Hong Kong and the applicable laws of Bermuda, including profits otherwise available for distribution.

Under Bermuda law, repurchases may only be effected out of the capital paid up on the repurchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements as at 31 March 2026) in the event that the Repurchase Mandate is exercised in full. 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 which, in the opinion of the Directors, are from time to time appropriate for the Company.

Disclosure of Interests

None of the Directors, and to the best of their knowledge, having made all reasonable enquiries, none of their close associates, has any present intention, if the Repurchase Mandate is approved by Shareholders and exercised, to sell any Shares to the Company or its subsidiaries.

LETTER FROM THE BOARD

No Core Connected Person has notified the Company that he has a present intention to sell any Shares to the Company, or that he has undertaken not to sell any Shares held by him to the Company, in the event that the Repurchase Mandate is granted by the Shareholders at the Annual General Meeting and is exercised.

Share Repurchase made by the Company

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

Directors' Confirmation

The Directors have confirmed that they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda so far as the same may be applicable.

Takeovers Code Consequences

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 Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

For the purpose of determining the relevant figures, as at the Latest Practicable Date, United Vision International Limited ("**United Vision**"), the single largest Shareholder is holding 141,533,828 Shares representing approximately 53.86% of the entire issued Shares. Assuming the Repurchase Mandate is exercised in full and there is no issue of new Shares by the Company, the shareholding of United Vision will be increased to approximately 59.85% of the entire issued Shares and therefore no obligation would arise in accordance with Rule 26 of the Takeovers Code. Apart from United Vision, the Directors are not aware of any Shareholder, or group of Shareholders acting in concert who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

Market Prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
2025		
July	0.400	0.335
August	0.470	0.355
September	0.390	0.365
October	0.380	0.340
November	0.385	0.360
December	0.385	0.320
2026		
January	0.380	0.325
February	0.405	0.355
March	0.390	0.315
April	0.350	0.300
May	0.320	0.290
June	0.310	0.280
July (up to and including the Latest Practicable Date)	0.300	0.285

Shareholders' Approval

All repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval in relation to a specific transaction.

RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS

In accordance with Bye-laws 84(1) and 87, 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 (including those appointed for a specific term) shall retire from office by rotation no later than the third annual general meeting after he was last elected or re-elected. Bye-law 83(2) provides that any Director appointed by the Board to fill a casual vacancy on the Board or, subject to authorisation by the members in general meeting, as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company. Accordingly, at the Annual General Meeting, Mr. Ku Ka Yung, executive Director, Mr. Lee Kwong Yiu and Mr. Chow Chi Fai, both independent non-executive Directors, shall retire and, being eligible, each of them will offer himself for re-election.

LETTER FROM THE BOARD

Pursuant to the code provision set out in paragraph B.2.3 of Appendix C1 of the Listing Rules, serving more than nine years could be relevant to the determination of a non-executive director's independence. Any further appointment of an independent non-executive Director serving more than nine years should be subject to a separate resolution to be approved by the Shareholders.

Mr. Lee Kwong Yiu is an independent non-executive Director who has served the Company for more than nine years. The Board believes that Mr. Lee Kwong Yiu is considered independent and continues to be independent because he has the required elements, character, integrity, and experience to continue fulfilling the role of an independent non-executive Director by taking into account the factors set out in Rule 3.13 of the Listing Rules. Notwithstanding that Mr. Lee Kwong Yiu has served on the Board for more than nine years, the nomination committee and the Board are of the view that this does not and would not affect the exercise of his independent judgement as he has been providing objective views and independent opinions to the Company over the years. Mr. Lee Kwong Yiu has not engaged in the daily or executive management of the Group nor in any relationships or circumstances which would interfere with the exercise of his independent judgement. In addition, the Company has received from Mr. Lee Kwong Yiu a confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Taking into consideration Mr. Lee Kwong Yiu's independent scope of work and valuable contributions given to the Company in the past years, the Board considers Mr. Lee Kwong Yiu is able to provide independent, balanced, and objective views to the Company's affairs and continue to independently fulfill his role as an independent non-executive Director despite the fact that he has served the Company for more than nine years. The nomination committee also considers that Mr. Lee Kwong Yiu could continue to contribute to the diversity of the Board with his extensive experience in financial and business management. Accordingly, the Board and the nomination committee recommend him to be re-elected as independent non-executive Director at the Annual General Meeting. A separate resolution will be proposed for his re-election.

The nomination committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment, and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy as well as the Company's corporate strategy. On this basis, the Board and the nomination committee recommend Mr. Ku Ka Yung to stand for re-election as executive Directors, Mr. Lee Kwong Yiu and Mr. Chow Chi Fai to stand for re-election as independent non-executive Directors at the Annual General Meeting. A separate resolution will be proposed at the Annual General Meeting to approve their re-election.

The nomination committee and the Board have assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors for the year ended 31 March 2026 based on the independence criteria as set out in Rule 3.13 of the Listing Rules. They have extensive working experience in financial and business management and have not engaged in any executive management of the Group. The Board considers that they are independent and will continue to make valuable contributions to the Group.

LETTER FROM THE BOARD

Brief biographies of Mr. Ku Ka Yung, Mr. Lee Kwong Yiu and Mr. Chow Chi Fai are as follows:

Mr. Ku Ka Yung

Mr. Ku Ka Yung, aged 53, is the deputy chairman and chief financial officer of the Group. He is also a director of certain group members. Mr. Ku is responsible for the Group's accounting and financial management. He holds a bachelor of commerce degree from the University of Toronto, Canada and a master of business administration degree from McGill University, Montreal, Canada. He is a certified public accountant in the US and joined the Group in August 1996. He has also been an independent non-executive director of Shenzhen Forms Syntron Information Co., Ltd. since February 2024, which is a company listed on the Shenzhen Stock Exchange. He is the brother of Mr. Ku Ngai Yung, Otis.

As at the Latest Practicable Date, Mr. Ku Ka Yung was interested in 141,533,828 Shares (held indirectly by him through a discretionary trust which has beneficial interest in United Vision), representing approximately 53.86% of the issued share capital of the Company. Save as disclosed herein, Mr. Ku Ka Yung was not interested nor deemed to be interested in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

There is a service agreement signed between the Company and Mr. Ku Ka Yung. Under the service agreement with the Company, the initial term is for two years commencing on 1 May 1999 and continuing thereafter until terminated by not less than 3 months' prior written notice served by either party. The length or proposed length of service with the Company will be renewed year by year. Mr. Ku Ka Yung is currently entitled to a monthly remuneration of HK\$40,500 from the Company. For the year ended 31 March 2026, Mr. Ku Ka Yung was entitled to a remuneration including salary, fee, benefits in kind and retirement contributions from the Company in the total amount of HK\$510,300. The emoluments of Mr. Ku Ka Yung are determined by the Board and remuneration committee of the Company with reference to his performance and contribution to the Group and also the terms of reference of the remuneration committee adopted by the Company. Except for being a Director, Mr. Ku Ka Yung is also the deputy chairman and chief financial officer of the Group and a director of certain Group members. Save as disclosed above, Mr. Ku Ka Yung does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has no previous experience including other directorships held in other listed company in the last three years.

The Company is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

Mr. Lee Kwong Yiu

Mr. Lee Kwong Yiu, aged 63, has over thirty years of experience in Hong Kong law as a qualified solicitor. He was the principal of Philip K. Y. Lee & Co. Solicitors up to 30 September 2020 and is now a consultant solicitor to Y.S. Lau & Partners. He is also a China-Appointed Attesting Officer since 20 April 2006 and a lawyer of People's Republic of China (Guangdong-Hong Kong- Macao Greater Bay Area) since 12 October 2022. Mr. Lee has been appointed as an independent non-executive Director since 1 May 2001.

As at the Latest Practicable Date, Mr. Lee Kwong Yiu was not interested nor deemed to have any interests or short positions in any shares, underlying shares, or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

There is a service agreement signed between the Company and Mr. Lee Kwong Yiu. Under the service agreement with the Company, the initial term is for three years commencing on 4 September 2003 and continuing thereafter until terminated by not less than 3 months' prior written notice served by either party. The length or proposed length of service with the Company will be renewed year by year. Mr. Lee Kwong Yiu is currently entitled to a monthly remuneration of HK\$12,000 from the Group. The emoluments of Mr. Lee Kwong Yiu are determined by the Board and remuneration committee of the Company with reference to Mr. Lee's experience, duties and responsibilities in the Group as well as the current prevailing market conditions and practice. Except for being a Director, Mr. Lee Kwong Yiu does not hold any other position of the Company and other Group members. Save as disclosed above, Mr. Lee Kwong Yiu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has no previous experience including other directorships held in other listed company in the last three years.

Mr. Lee has confirmed that (i) he satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or any other connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factor that may affect his independence at the time of his re-election.

The Company is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

Mr. Chow Chi Fai

Mr. Chow Chi Fai, aged 55, has been appointed as an independent non-executive Director since 1 March 2021. He holds a bachelor's degree in Accountancy from the University of South Australia and is a certified public accountant in Hong Kong. Mr. Chow is currently an independent non-executive director of Ningbo SANXING Medical Electric Co., Ltd (stock code:601567.SS), a company listed on the Shanghai Stock Exchange. Mr Chow was an independent non-executive director of Wah Wo Holdings Group Limited and was an independent non-executive director of Silver Base Group Holdings Limited (In Liquidation) until 29 August 2024 and 30 June 2023 respectively. In addition, Mr. Chow was appointed and resigned as independent non-executive director Sincere Watch (Hong Kong) Limited, a company listed on the Stock Exchange on 4 February 2026 and 30 April 2026 respectively. Wah Wo Holdings Group Limited is listed on the Stock Exchange and Silver Base Group Holdings Limited (In Liquidation) was listed on the Stock Exchange until 1 December 2023 and delisted on 4 December 2023. He is also the financial controller of Elife Holdings Limited, a company listed on the Stock Exchange.

As at the Latest Practicable Date, Mr. Chow Chi Fai was not interested nor deemed to have any interests or short position in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

There is a service agreement signed between the Company and Mr. Chow Chi Fai. Under the service agreement with the Company, the initial term is for three years commencing on 1 March 2021 and continuing thereafter until terminated by not less than 3 months' prior written notice served by either party. He will be subject to retirement and re-election at the coming annual general meeting of the Company and subsequently subject to retirement by rotation at least once every three years and re-election at the following annual general meetings of the Company in accordance with the Listing Rules and the bye-laws of the Company. Mr. Chow is currently entitled to a monthly remuneration of HK\$12,000 from the Group. His remunerations are determined by the Board and the remuneration committee of the Company with reference to Mr. Chow's experience, duties and responsibilities in the Group as well as the current prevailing market conditions and practice. Except for being a Director, Mr. Chow Chi Fai does not hold any other position of the Company and other Group members. Save as disclosed above, Mr. Chow does not have any relationship with any Director, senior management or substantial or controlling shareholders of the Company and has no previous experience including other directorships held in other listed company in the last three years.

Mr. Chow has confirmed that (i) he satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or any other connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factor that may affect his independence at the time of his re-election.

The Company is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to paragraphs (h) to (w) of Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the audit committee of the Board, the Board proposed to re-appoint SHINEWING (HK) CPA Limited (“SHINEWING”) as the auditor of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the auditor for the year ending 31 March 2027.

The estimated audit fee payable to SHINEWING for the interim review, annual audit and other audit related service of the consolidated financial statements of the Company for the financial year ending 31 March 2027 ranges from HK\$930,000 to HK\$1,030,000. Such estimates are determined after preliminary negotiations between the Company and SHINEWING, taking into account factors including historical fees of the auditor, the complexity and business operations of the Company, as well as the expected audit scope and workload, and remains subject to the mutual agreement of the actual audit fees between the auditor and the Company. The estimated audit fee is based on the assumption that there is no material change in the operations of the Group and that all required accounting schedules and supporting documents are provided in a complete and timely manner in accordance with the proposed audit timetable. The audit committee of the Board considered that the estimated audit fee payable is fair and reasonable after due consideration of the facts and circumstances known at the relevant time. The audit committee of the Board further considered that the lower estimated audit fee payable comparing to previous financial years is primarily due to the Group’s stable operations, organizational structure and risk profile. The lower estimated audit fee will not in any way compromise the independence, professional skepticisms or overall quality of the audit engagement, and all applicable Hong Kong auditing standards and regulatory requirements will be fully complied with throughout the audit process. Unless there is a material change in the basis and assumptions set out above, the final audit fee should not deviate materially from the estimated audit fee. In the event of any material change, the Company will make further disclosure as appropriate.

An ordinary resolution in respect of the re-appointment of SHINEWING as the auditor of the Company and to authorise the Board to fix their remuneration for the year ending 31 March 2027 will be proposed at the Annual General Meeting for consideration and approval by the Shareholders.

PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The 2014 Share Option Scheme

The 2014 Share Option Scheme was adopted by the Company at its general meeting held on 22 August 2014, which has expired on 21 August 2024 and no further options can be granted thereunder. As at the Latest Practicable Date, there were no outstanding share options under the 2014 Share Option Scheme.

LETTER FROM THE BOARD

Adoption of the New Share Option Scheme

In view of the expiration of the 2014 Share Option Scheme and in order to provide appropriate equity incentives or rewards to suitable and eligible persons for their contributions or potential contributions to the Group, the Board proposes to seek approval by the Shareholders by way of ordinary resolution at the Annual General Meeting to adopt the New Share Option Scheme in accordance with Chapter 17 of the Listing Rules. A summary of the principal terms of the rules of the New Share Option Scheme is set out in Appendix.

Purpose

The purpose of the New Share Option Scheme is to reward the Eligible Participants for their contributions, to attract, motivate and retain the best available and high calibre personnel of the Group, to provide additional incentives to the Eligible Participants and to promote the overall success of the business of the Group. The New Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company which will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions and/or potential contributions are important to the long-term growth, performance and/or success of the Group.

The Company may issue new Shares and/or utilise existing Treasury Shares (if any) to satisfy grants of the Options under the New Share Option Scheme to the extent permitted by the Listing Rules, all applicable laws and regulations and the Bye-laws. As at the Latest Practicable Date, the Company did not hold any Treasury Shares and had not decided whether to use Treasury Shares for the New Share Option Scheme, if applicable.

Eligible Participants

Pursuant to the terms of the New Share Option Scheme, Eligible Participants include the (a) Employee Participants; and (b) the Related Entity Participants.

In determining the basis of eligibility of each Eligible Participant, the Board will take into account (i) the experience of the Eligible Participant in relation to the Group's business; (ii) the length of service of the Eligible Participant with the Group (if the Eligible Participant is an Employee Participant); and (iii) the amount of support, assistance, guidance, advice, efforts and contributions the Eligible Participant has exerted and given towards the success of the Group and/or the amount of potential support, assistance, guidance, advice, efforts and contributions the Eligible Participant is likely to be able to give or make towards the success of the Group in the future.

In determining the basis of eligibility of each Employee Participant, the Board will take into account (i) their individual performance; (ii) their time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard; (iii) the length of their engagement with the Group; and (iv) their individual contributions or potential contributions towards the development and growth of the Group.

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Under the New Share Option Scheme, independent non-executive Directors may be Eligible Participants. The Company considers that the inclusion of independent non-executive Directors as Eligible Participants is in line with the purpose of the New Share Option Scheme to attract and retain the best available and high calibre personnel to drive the success of the Group's business. The flexibility to grant Options to the independent non-executive Directors will enable the Company to maintain its competitive remuneration package. In addition, when considering the inclusion of independent non-executive Directors as Eligible Participants, the Company has taken into account the important contribution that independent non-executive Directors may make to the development and business of the Group, such as providing valuable advice and recommendations to the Board by virtue of their industry knowledge, experience and diverse professional backgrounds, and the fact that share-based compensation is an important means of ensuring that Shareholders' interests are aligned with those of the members of the Board (including the independent non-executive Directors).

The Company believes that the independence and impartiality of independent non-executive Directors will not be compromised by the potential grants of Options as (i) independent non-executive Directors must maintain compliance with the independence requirements as set out in Rule 3.13 of the Listing Rules; (ii) independent Shareholders' approval must be obtained for any Option proposed to be granted to independent non-executive Directors or their respective associates if such grant would result in the Shares issued and to be issued in respect of all options and awards granted and to be granted to such person in any twelve (12)-month period up to and including the Offer Date representing in aggregate over 0.1% of the total issued Shares (excluding Treasury Shares); and (iii) when considering granting Options to independent non-executive Directors, the Board will be mindful to the recommended best practice E.1.9 of the corporate governance code as set out in Appendix C1 to the Listing Rules that issuers should generally not grant performance-linked equity-based remuneration to independent non-executive Directors. Although no performance targets have been set out in the New Share Option Scheme, if the Grantee is an independent non-executive Director, the Board will only make such grants if it is satisfied that there will be no bias in decision-making or impact on the objectivity and independence of the Grantee in discharging his/her duties as an independent non-executive Director.

As at the Latest Practicable Date, the Company had no specific plans or immediate intention to grant Options to independent non-executive Directors under the New Share Option Scheme.

In determining the basis of eligibility of each Related Entity Participant, the Board will take into account (i) the positive impact brought by, or expected from, the Related Entity Participant on the Group's business in terms of, amongst other things, an increase in revenue or profits and/or an addition of expertise to the Group; (ii) the period of engagement or employment of the Related Entity Participant by the Group; (iii) the number, scale and nature of the projects in which the Related Entity Participant is involved; (iv) whether the Related Entity Participant has or is expected to refer or introduce opportunities to the Group which have or are likely to materialise into further business relationships; and (v) the materiality and nature of the business relations of holding companies, fellow subsidiaries or associated companies with the Group and the Related Entity Participant's contribution in such holding companies, fellow

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subsidiaries or associated companies of the Group which may benefit the core business of the Group through a collaborative relationship.

The Company has not made any historical grant to any Related Entity Participants. Although there were no Related Entity Participants with which the Group may have any business dealings as at the Latest Practicable Date, the Board does not rule out the possibility that there may be business development in the future resulting in the formation of related entities, which may contribute to the business of the Group by referring or introducing opportunities to the Group which would materialise into further business relationships, or by providing specific knowledge on certain operational areas and guidance with respect to potential expansions into new markets based on their pre-existing expertise, etc. Related Entity Participants may also possess the necessary skill, knowledge and experience to support and assist the Group's long-term development. Although the Related Entity Participants may not be directly appointed or employed by members of the Group, the Group may from time to time seek assistance and support from the Related Entity Participants in projects or other business engagement relating to or having connections with the Group's Businesses given their close corporate relationship with the Group, and thus, they will nonetheless be considered valuable resources of the Group. In particular, the growth and development of the holding company, fellow subsidiaries and/or associated companies of the Company would contribute to the financial performance of the Group, thereby allowing the Group to share and benefit from the positive results of such related entities. As such, the Board (including the independent non-executive Directors) is of the view that collaboration with related entities may support the long term development of the Group and hence, the inclusion of Related Entity Participants as Eligible Participants aligns with the purpose of the New Share Option Scheme.

The Board considers that it is appropriate to include the Related Entity Participants as Eligible Participants under the New Share Option Scheme. In addition to the foregoing reasons in respect of the Company's business needs, the inclusion of the Related Entity Participants as Eligible Participants will allow flexibility for the Company to grant Options to them instead of cash reward or other settlement since the grant of Options will offer them more long-lasting and promising incentives that are more long-lasting and promising than one-off payments, strengthen their loyalty with the Group, link their interests with the interests of the Group moving forward, and allow the Group to allocate its financial resources more efficiently by retaining more cash. As such, the grant of Options to Related Entity Participants is considered to be the best available option.

By reasons of the above, the Board (including the independent non-executive Directors) considers that the inclusion of non-employees, including Related Entity Participants, recognizes the contribution of such non-employees, whose effort and co-operation with the Company have been instrumental in the development and continued success of the Group's Businesses. In particular, the Group will not rule out the possibility of establishing close working relationship with Related Entity Participants, such as senior management of the Company's fellow subsidiaries and associated companies, which may enable the Group to expand its business connections and allow the Group to capture new business opportunities. Hence, the Board (including the independent non-executive Directors) is also of the view that the wider scope of Eligible Participants is fair and reasonable and in line with the Group's business needs and the industry norm, and the criteria for the selection of the Eligible Participants and the terms of the

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grants aligns with the purpose of the New Share Option Scheme and provides flexibility to the Company as a means of incentivising or rewarding persons outside of the Group to contribute to its long-term success.

Based on the above, the Board considers that the adoption of the New Share Option Scheme is in the interests of the Company and the Shareholders as a whole, and would enable the purpose of the New Share Option Scheme to be achieved.

Vesting Period

The Directors consider that the New Share Option Scheme, which will be valid for 10 years from the date of its adoption, will provide the Company with more flexibility in long term planning of granting of the share options to the Eligible Participants (including any employee, officer or director of any member of the Group) in a longer period in the future. Save for the circumstances prescribed below where the Board may at its discretion grant a shorter vesting period to an Employee Participant, the vesting period for Options under the New Share Option Scheme shall not be less than twelve (12) months:

- (a) grants of “make-whole” Option(s) to new joiners to replace the share options they forfeited when leaving the previous employers;
- (b) grants to an Employee Participant whose employment is terminated due to death or occurrence of any out-of-control event;
- (c) grants that are made in batches during a year for administrative and compliance reasons, which include Options that should have been granted earlier if not for such administrative or compliance reasons had to wait for the subsequent batch. In such case, the Vesting Period may be shorter to reflect the time from which the Option would have been granted;
- (d) grants of Options with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of twelve (12) months; or
- (e) grants with performance-based vesting conditions in lieu of time-based vesting criteria as determined in the conditions of grant.

For avoidance of doubt, save for the specific circumstances set out in this paragraph, the vesting period of the Options shall not be less than 12 months, including but not limited to the circumstances as described in paragraphs 14, 15, 17, 18 and 19 of the Appendix to the circular.

To ensure the practicability in fully attaining the purpose of the New Share Option Scheme, the Board and the remuneration committee of the Company are of the view that (i) there are certain instances where a strict twelve (12)-month vesting requirement would not work or would not be fair to the Options holder(s), such as those set out in paragraphs (a) to (c) above; (ii) there is a need for the Company to retain flexibility to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified; and (iii) the Company should be allowed discretions to formulate its own talent recruitment and retention strategies in

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response to changing market conditions and industry competition, and thus should have flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances.

As such, the Board and the remuneration committee of the Company are of the view that the shorter vesting period prescribed above is appropriate and aligns with the purpose of the New Share Option Scheme.

It is believed that subject to the Listing Rules and the rules of the New Share Option Scheme, by giving the Board the sole discretion to offer Options in such flexible terms, in particular, determining the eligibility of the Eligible Participants, determining the Subscription Price, prescribing a vesting period before Options can be exercised, requiring the Eligible Participant to achieve any performance targets as may be stipulated in the offer letter at the grant of the relevant Option before his or her Options can be exercised and/or setting any clawback mechanism for the Company to recover or withhold any Option granted to any Eligible Participant, the Group will be in a better position to attract and retain such Eligible Participants to continue serving the Group whilst at the same time providing them with further incentive in achieving the goals of the Group, and thereby, to achieve the purpose of the New Share Option Scheme. The Company will make relevant disclosure by way of announcement(s) to comply with Rules 17.06B(7) and (8) of the Listing Rules when granting the Options to the Eligible Participants in the future.

As at the Latest Practicable Date, the Company has not appointed and did not have any plan to appoint any trustee under the New Share Option Scheme.

Duration

Subject to any early termination as may be determined by the Board pursuant to the rules of the New Share Option Scheme, the New Share Option Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

Subscription Price

The Subscription Price shall be a price solely determined by the Board, provided that it shall be not less than the highest of:

- (a) the closing price of the Shares as shown in the daily quotations sheet of the Stock Exchange on the Offer Date, which must be a Business Day;
- (b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) consecutive Business Days immediately preceding the Offer Date; and
- (c) the nominal value of the Share on the Offer Date.

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The basis of determining the Subscription Price is also specified in the New Share Option Scheme. The Board is of the view that the above basis of determining the Subscription Price serve to preserve the value of the Company, and align with the purpose of the New Share Option Scheme to encourage Eligible Participants to contribute to the long-term growth, performance and success of the Group.

Performance Targets and Clawback Mechanism

Under the New Share Option Scheme, the Board may at its discretion and on a case-by-case basis specify any condition in the offer letter of the grant of the relevant Option which must be satisfied before an Option may be exercised including (without prejudice to the generality of the foregoing):

- (a) the continuing eligibility of the Grantee under the New Share Option Scheme, and in particular, where the Board determines that the Grantee has failed or otherwise is or has been unable to meet such continuing eligibility criteria, the Option (to the extent not already exercised) shall lapse, subject to the requirements of the New Share Option Scheme;
- (b) the continuing compliance of such terms and conditions that may be attached to the grant of the Option, failing which the Option (to the extent not already exercised) shall lapse unless otherwise determined to the contrary by the Board, subject to the requirements of the New Share Option Scheme;
- (c) conditions, restrictions or limitations relating to the achievement of operating or financial targets before an Option can be exercised;
- (d) if applicable, the satisfactory performance of certain obligations by the Grantee; and
- (e) clawback mechanism for the Company to recover or withhold any Options granted to any Grantee, whether in the event of serious misconduct of the Grantee, a material misstatement in the Company's financial statements or other circumstances.

Save as determined by the Board on a case-by-case basis taking into account the nature of the duties of and services provided by the Eligible Participant(s) and set out in the offer letter of the grant of the relevant Option at the discretion of the Board, the New Share Option Scheme does not stipulate any performance targets Grantee is required to achieve before an Option can be exercised. Nevertheless, the Board may impose performance targets on a case-by-case basis. Save for the clawback mechanism described in paragraph 28 in the Appendix to this circular, the New Share Option Scheme does not prescribe any other clawback mechanism. The Board considers that it may not always be appropriate to impose such conditions, in particular when the purpose of granting the Options is to reward the Eligible Participants for their contributions, and believes that it is more beneficial to the Group to retain flexibility in setting out the terms and conditions of the Options under particular circumstances of each grant as each Grantee will play a different role and contribute in different ways to the long-term development of the Group. As such, given the time-vesting nature of the Options and the economic benefits of the Options are dependent upon the future Share price and the performance of the Company, providing the

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Board with the discretion to impose specific performance targets as and when appropriate depending on the role of each Eligible Participant will facilitate the Board in offering meaningful incentives to attract and retain quality and high calibre personnel that are valuable to the development of the Group, and effectively motivate the Grantees to enhance their performance for the overall success of the Group. It is also expected that these mechanisms can encourage and incentivise Eligible Participants to pursue the achievement of performance goals with integrity, thereby benefiting the Company and its Shareholders as a whole, while preventing Eligible Participants from pursuing personal interests through unethical behaviour and misconduct. Accordingly, the Board is of the view that the relevant terms of the New Share Option Scheme align with the purpose of the New Share Option Scheme. The Board is also of the view that the clawback mechanism enables the Company to clawback the Options received by the Grantees, who is guilty of any misconduct, in breach of any material term of contract of employment, or involves in acts resulting in material misstatement in the Company's financial statements. In these circumstances, the Company would not consider it in the Company or Shareholders' best interests to incentivise them with proprietary interests of the Company under the New Share Option Scheme, nor would the Company consider such Grantees benefiting under the New Share Option Scheme to align with its purpose. As such, the Company considers the clawback mechanism appropriate and reasonable and aligns with the purpose of the New Share Option Scheme.

With the performance targets will be imposed on a case-by-case basis to ensure the Options vested would be beneficial to the Group, general factors to be taken into account include but not limited to (i) aggregate amount of revenue or business generated by the specific Grantee during a financial year; (ii) annual results of the Company, annual growth on the revenue of the Group as compared to the immediately preceding financial year and performance of the Group; (iii) any measurable performance benchmark which the Board considers relevant to the Grantee, including key performance indicators of respective department(s) and/or business unit(s) to which the Grantee belongs, individual position, annual appraisal result and performance of the Grantee, and contributions of the Grantee to the Group; and (iv) any other performance targets as the Board considers appropriate.

However, the Board is of the view that it is not practicable to expressly set out a generic set of performance targets in the rules of the New Share Option Scheme, as each Grantee plays different roles and contributes in different ways to the Group. The Board shall have regard to the purpose of the New Share Option Scheme and the position, contributions and importance of the Grantee to the Group in making such determinations, and ensure that appropriate specific performance targets will be set under particular circumstances of the relevant Grantee(s).

Conditions Precedent

The adoption of the New Share Option Scheme is conditional upon:

- (a) the Listing Committee granting the approval for the listing of, and permission to deal in any new Shares which may fall to be allotted and issued by the Company upon the exercise of Options that may be granted under the New Share Option Scheme; and

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- (b) the passing of an ordinary resolution at a general meeting of the Company to approve the adoption of the New Share Option Scheme and to authorise the Directors to grant Options to Eligible Participants and to allot and issue Shares or to transfer the Treasury Shares (if any) pursuant to the exercise of any Option granted under the New Share Option Scheme.

As at the Latest Practicable Date, none of the condition precedents as set out above had been fulfilled. Application will be made to the Stock Exchange for the listing of, and permission to deal in any new Shares which may fall to be allotted and issued by the Company upon the exercise of Options that may be granted under the New Share Option Scheme.

Scheme Mandate Limit

The Scheme Mandate Limit, i.e. the total number of Shares which may be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all Options which may be granted under the New Share Option Scheme together with all options and awards which may be granted under any other share schemes for the time being of the Company, shall not exceed such number of Shares as equivalent to 10% of the issued share capital of the Company (excluding Treasury Shares) as at the Adoption Date. Options lapsed in accordance with the terms of the New Share Option Scheme will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

As at the Latest Practicable Date, the number of issued Shares was 262,778,286 Shares and the Company has no Treasury Shares. Assuming that there is no change in the number of issued Shares and the Company will not have any Treasury Shares between the Latest Practicable Date and the Adoption Date, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme together with all options and awards which may be granted under any other share schemes for the time being of the Company would be 26,277,828 Shares, representing 10% of the issued share capital of the Company (excluding Treasury Shares) as at the Adoption Date.

The Company will, where applicable, comply with the applicable requirements under Chapter 17 of the Listing Rules in respect of the operation of the New Share Option Scheme.

Listing Application

Application will be made to the Listing Committee for the approval of the listing of, and permission to deal in the Shares which may fall to be issued and allotted pursuant to the exercise of any Option that may be granted under the New Share Option Scheme. As at the Latest Practicable Date, the Board has no present intention to grant any Options to any Eligible Participants under the New Share Option Scheme in the next twelve months after its adoption. However, the Board will not rule out the possibility of granting Option(s) to the Eligible Participant(s) under the New Share Option Scheme after its adoption where the Board may reasonably consider that any such grant aligns with the purpose of the New Share Option Scheme.

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Document on display

A copy of the New Share Option Scheme will be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at <http://www.sunhingoptical.com> for a period of not less than 14 days before the date of the Annual General Meeting and is also made available for inspection at the Annual General Meeting.

Explanation of the terms of the New Share Option Scheme

A summary of the principal terms of the New Share Option Scheme is set out in the Appendix to this circular which serves as a summary of the terms of the New Share Option Scheme but does not constitute the full terms of the same.

The Subscription Price shall be a price solely determined by the Board subject to a minimum amount set out in the paragraph headed “Subscription Price” above, and the Board may specify in the offer letter at the grant of the relevant Option the performance targets, if any, that need to be achieved by an Eligible Participant, for the Company to recover or withhold any Options granted to any Eligible Participants. The vesting period of Options granted under the New Share Option Scheme shall be determined by the Board subject to a minimum period set out in the paragraph headed “Vesting Period” above.

The Company has sought legal advices in respect of the New Share Option Scheme and understands that whilst the New Share Option Scheme is not restricted to executives and employees of the Group, the adoption of the New Share Option Scheme would not constitute offer to public and prospectus requirements under Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) are not applicable.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder had any material interest in the adoption of the New Share Option Scheme. Accordingly, no Shareholder is required to abstain from voting on the resolution approving the adoption of the New Share Option Scheme at 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 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 misleading.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 43 to 47 of this circular. A form of proxy for use at the Annual General Meeting is enclosed, and whether you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting. Completion of the form of proxy and returning it to the Company will not preclude you from attending and voting at the Annual General Meeting if you so wish.

No Shareholder is required to abstain from voting with respect to each of the resolutions put to vote at the Annual General Meeting.

CLOSURE OF THE REGISTER OF MEMBERS

For the purpose of determining the entitlement 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 dates inclusive, during which period no transfer of shares will be effected for determining the shareholders who are entitled to attend and vote at the meeting.

The record date for determining the eligibility to attend and vote at the Annual General Meeting will be Thursday, 20 August 2026.

In order to be eligible to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Thursday, 13 August 2026.

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to vote at the Annual General Meeting will be taken by way of poll.

An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform you of the poll results.

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RECOMMENDATION

The Directors consider that the granting of the Share Issue Mandate, the Repurchase Mandate, the extension of the Share Issue Mandate, and the re-election of Directors and continuous appointment of independent non-executive Director who has served more than nine years are in the interests of, and for the benefit of, the Company and the Shareholders as a whole and accordingly the Directors recommend you to vote in favour of these resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Ku Ngai Yung, Otis
Chairman

The following is a summary of the principal terms of the New Share Option Scheme to be approved and adopted by ordinary resolution at the Annual General Meeting, but such summary does not form part of, nor was it intended to be, part of the New Share Option Scheme, nor should it affecting the interpretation of the rules of the New Share Option Scheme:

1. PURPOSE

The purpose of the New Share Option Scheme is to reward the Eligible Participants for their contributions, to attract, motivate and retain the best available and high calibre personnel of the Group, to provide additional incentives to the Eligible Participants and to promote the overall success of the business of the Group. The New Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company which will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions and/or potential contributions are important to the long-term growth, performance and/or success of the Group.

2. ADMINISTRATION OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the New Share Option Scheme or its interpretation or application or effect shall (save as otherwise provided herein and in the absence of manifest error) be final and binding on all persons who may be affected thereby. For the avoidance of doubt, subject to compliance with the requirements of the Listing Rules and the provisions of the New Share Option Scheme, the Board shall have the right to (i) interpret and construe the provisions of the New Share Option Scheme; (ii) determine the persons who will be offered Options under the New Share Option Scheme, and the number of Shares and the Subscription Price, in relation to such Options; (iii) make such appropriate and equitable adjustments to the terms of the Options granted under the New Share Option Scheme as it may deem necessary; and (iv) make such other decisions or determinations or regulations as it shall deem appropriate for the administration of the New Share Option Scheme.

The Company may issue new Shares and/or utilise Treasury Shares (if any) to satisfy grants of the Options under the New Share Option Scheme to the extent permitted by the Listing Rules, all applicable laws and regulations and the Bye-laws.

3. ELIGIBLE PARTICIPANTS AND THE BASIS OF ELIGIBILITY OF THE ELIGIBLE PARTICIPANTS OF THE NEW SHARE OPTION SCHEME

Eligible Participants for the New Share Option Scheme include:

- (a) Employee Participant(s) which include the director(s) and employee(s) (whether fulltime or part-time but excludes a former employee of the Group unless such former employee otherwise qualifies as an Eligible Participant) of the Company or any of its

subsidiaries (including persons who are granted Options under the New Share Option Scheme as inducement to enter into employment contracts with any member of the Group); and

- (b) Related Entity Participant(s) which include directors and employees (whether full time or part time but excludes any former employee unless such former employee otherwise qualifies as an Eligible Participant) of the holding companies, fellow subsidiaries or associated companies of the Company, provided that the Board may have absolute discretion to determine whether or not one falls within the above categories.

In determining the basis of eligibility of each Eligible Participant, the Board will take into account (i) the experience of the Eligible Participant in relation to the Group's business; (ii) the length of service of the Eligible Participant with the Group (if the Eligible Participant is an Employee Participant); and (iii) the amount of support, assistance, guidance, advice, efforts and contributions the Eligible Participant has exerted and given towards the success of the Group and/or the amount of potential support, assistance, guidance, advice, efforts and contributions the Eligible Participant is likely to be able to give or make towards the success of the Group in the future.

In determining the basis of eligibility of each Employee Participant, the factors in assessing whether any individual is eligible to participate in the New Share Option Scheme include: (i) their individual performance; (ii) their time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standard; (iii) the length of their engagement with the Group; and (iv) their individual contributions or potential contributions towards the development and growth of the Group.

In determining the basis of eligibility of each Related Entity Participant, the factors in assessing whether any individual is eligible to participate in the New Share Option Scheme include: (i) the positive impact brought by, or expected from, the Related Entity Participant on the Group's business in terms of, amongst other things, an increase in revenue or profits and/or an addition of expertise to the Group; (ii) the period of engagement or employment of the Related Entity Participant by the Group; (iii) the number, scale and nature of the projects in which the Related Entity Participant is involved; (iv) whether the Related Entity Participant has or is expected to refer or introduce opportunities to the Group which have or are likely to materialise into further business relationships; and (v) the materiality and nature of the business relations of holding companies, fellow subsidiaries or associated companies with the Group and the Related Entity Participant's contribution in such holding companies, fellow subsidiaries or associated companies of the Group which may benefit the core business of the Group through a collaborative relationship.

4. GRANT AND ACCEPTANCE OF OPTIONS

The Board shall, subject to and in accordance with the provisions of the New Share Option Scheme and the Listing Rules, be entitled (but shall not be bound), at any time and from time to time on any Business Day within a period of ten (10) years commencing on the Adoption Date, to make an Offer to such Eligible Participant as it may in its absolute discretion select, and subject to such conditions as the Board may think fit, to subscribe for such number of Shares (being a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof) as the Board may, subject to paragraph 7 below, determine at the Subscription Price pursuant to paragraph 6 below, provided that no such grant shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such grant will result in the breach by the Company or the Directors of any applicable securities laws and regulations in any jurisdiction.

An Offer shall be made to an Eligible Participant in writing (and unless so made shall be invalid) in such form as the Board may from time to time determine either generally or on a case-by-case basis specifying the number of Shares and the Option Period in respect of which the Offer is made and further requiring the Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the New Share Option Scheme and shall remain open for acceptance by the Eligible Participant concerned (and by no other person, including his or her Personal Representative(s)) for a period of twenty-one (21) days inclusive of, and from the Offer Date provided that no such Offer shall be open for acceptance after the earlier of the Termination Date or the termination of the New Share Option Scheme.

An Offer shall be deemed to have been accepted by an Eligible Participant concerned in respect of all Shares which are offered to such Eligible Participant when the duplicate letter comprising acceptance of the Offer duly signed by the Eligible Participant with the number of Shares in respect of which the Offer is accepted as stated therein, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company.

Any Offer may be accepted by an Eligible Participant in respect of less than the number of Shares which are offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof.

5. VESTING PERIOD

Save for the circumstances prescribed below, an Option must be held by the Grantee for at least twelve (12) months before the Option can be vested.

The Board may at its discretion grant a shorter vesting period to an Employee Participant in the following circumstances:

- (a) grants of “make-whole” Option(s) to new joiners to replace the share options they forfeited when leaving the previous employers;
- (b) grants to an Employee Participant whose employment is terminated due to death or occurrence of any out-of-control event;
- (c) grants that are made in batches during a year for administrative and compliance reasons, which include Options that should have been granted earlier if not for such administrative or compliance reasons had to wait for the subsequent batch. In such case, the vesting period may be shorter to reflect the time from which the Option would have been granted;
- (d) grants of Options with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of twelve (12) months; or
- (e) grants with performance-based vesting conditions in lieu of time-based vesting criteria as determined in the conditions of grant.

each of which is considered appropriate and serves the purpose of the New Share Option Scheme to provide flexibility to grant Options (i) as part of competitive terms and conditions to induce valuable talent to join the Group (sub-paragraphs (a) and (d)); (ii) to reward contribution which may otherwise be neglected due to administrative or technical reasons (subparagraphs (b) and (c)); (iii) to reward exceptional performers with accelerated vesting (subparagraph (d)); (iv) to motivate exceptional performers based on performance metrics rather than time (sub-paragraph (e)); and (v) in exceptional circumstances where justified (subparagraphs (a) to (e)). For avoidance of doubt, save for the specific circumstances set out in this paragraph, the vesting period of the Options shall not be less than 12 months, including but not limited to the circumstances as described in paragraphs 14, 15, 17, 18 and 19 of this Appendix to the circular.

6. EXERCISE OF OPTIONS AND SUBSCRIPTION PRICE OF SHARES

An Option may be exercised in whole or in part by the Grantee giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is so exercised. Each of such notice must be accompanied by a remittance for the full amount of the Subscription Price for the Shares in respect of which the notice is given. Within twenty-eight (28) days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate of the Company’s auditors or independent financial advisers, the Company shall accordingly allot and issue the relevant number of Shares to the Grantee (or, in the event of an exercise of Option by his or her Personal Representative, to the estate of the Grantee) credited as fully paid and instruct the share registrar of the Company to issue to the Grantee (or his or her Personal Representative(s)) a share certificate for the Shares so allotted.

Holders of the Options are not entitled to voting, dividend, transfer and other rights of the holders of the Shares, including those arising on a liquidation of the Company, save as otherwise provided in the New Share Option Scheme.

The Subscription Price for Shares to be subscribed under the New Share Option Scheme may be determined by the Board at its absolute discretion, provided that it shall not be less than the highest of:

- (a) the closing price of the Shares as shown in the daily quotations sheet of the Stock Exchange on the Offer Date, which must be a Business Day;
- (b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) consecutive Business Days immediately preceding the Offer Date; and
- (c) the nominal value of the Share on the Offer Date.

Where a relevant Option is to be granted under paragraph 8 or 9 below, for the purposes of the sub-paragraphs (a) and (b) above, the date of the Board meeting at which the grant was proposed shall be taken to be the Offer Date for such relevant Option, and the provisions as set above shall apply *mutatis mutandis*.

7. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

- (a) Subject to the Listing Rules, the total number of Shares which may be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all Options which may be granted at any time under the New Share Option Scheme together with options and awards which may be granted under any other share schemes for the time being of the Company shall not exceed such number of Shares as equivalent to 10% of the issued share capital of the Company (excluding Treasury Shares) as at the date of approval of the New Share Option Scheme (the “**Scheme Mandate Limit**”), unless Shareholders’ approval has been obtained pursuant to subparagraphs (b) and (d) below. As at the Adoption Date (assuming that there is no change in the number of issued Shares and the Company will not have any Treasury Shares between the Latest Practicable Date and the Adoption Date), the total number of Shares issuable under the Scheme Mandate Limit is 26,277,828 Shares, representing 10% of the issued share capital of the Company (excluding Treasury Shares) as at the Adoption Date. Options lapsed in accordance with the terms of the New Share Option Scheme will not be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.
- (b) The Company may seek approval of the Shareholders in general meeting to refresh the Scheme Mandate Limit under the New Share Option Scheme after three (3) years from the Adoption Date (or the date of Shareholders’ approval for the last refreshment), provided that the limit so refreshed must not exceed 10% of the relevant class of

Shares in issue (excluding Treasury Shares) as at the date of passing the relevant resolution. The Company must send a circular to the Shareholders containing such information as required under the Listing Rules. Any refreshment of the Scheme Mandate Limit to be made within three (3) years from the Adoption Date (or the date of Shareholders' approval for the last refreshment) shall be subject to independent Shareholders' approval pursuant to Rule 17.03C(1) of the Listing Rules and any controlling Shareholders and their associates (or if there is no controlling Shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting.

- (c) The requirements under sub-paragraph (b) above if the refreshment is made immediately after an issue of securities by the Company to the Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the total number of Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit immediately before the issue of securities (rounded to the nearest whole Share).
- (d) The Company may also seek separate approval of the Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to Eligible Participants specifically identified by the Company before such approval is sought. For the purpose of seeking approval of Shareholders under this sub-paragraph (d), the Company must send a circular to the Shareholders containing the name of each specified Eligible Participant who may be granted such Options, the number and terms of Options to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the terms of the Options serve such purpose and such other information as required under the Listing Rules. The number and terms (including the Subscription Price) of Options to be granted to such Eligible Participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such grant should be taken as the Offer Date for the purpose of calculating the Subscription Price.

8. GRANT OF OPTIONS TO A DIRECTOR, CHIEF EXECUTIVE OR SUBSTANTIAL SHAREHOLDER OF THE COMPANY OR ANY OF THEIR ASSOCIATES

Any grant of Options to a Director, a chief executive of the Company or substantial Shareholder (as defined under the Listing Rules), or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the proposed Grantee of an Option).

Where Options are proposed to be granted to an independent non-executive Director or a substantial Shareholder (as defined in the Listing Rules) or any of their respective associates and if such grant would result in the Shares issued and to be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all options and awards granted and to be

granted (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) to such person in any twelve (12)-month period up to and including the Offer Date representing in aggregate over 0.1% of the total issued Shares (excluding Treasury Shares), such further grant of Options must be approved by Shareholders in a general meeting of the Company with such Grantee, his/her associates and all core connected persons of the Company abstaining from voting in favour of the proposed grant at such general meeting. Parties that are required to abstain from voting in favour at the general meeting pursuant to Rules 13.40, 13.41 and 13.42 of the Listing Rules may vote against the resolution at the general meeting of the Company, provided that their intention to do so has been stated in the relevant circular to the Shareholders. Any vote taken at the general meeting to approve the grant of such Options must be taken on a poll and comply with the requirements under the Listing Rules.

A circular must be prepared by the Company explaining the proposed grant, containing, among other matters, (i) details of the number and terms of the Options to be granted to each Eligible Participant, which must be fixed before Shareholders' approval; (ii) the views of the independent non-executive Directors (excluding any independent non-executive Director who and whose associate is a Grantee) as to whether the terms of the grant are fair and reasonable and whether such grant is in the interests of the Company and the Shareholders as a whole, and their recommendation to the independent Shareholders as to voting; and (iii) information as may be required by the Stock Exchange from time to time.

Shareholders' approval in a general meeting is also required for any change in the terms of Options granted to an Eligible Participant who is a Director, chief executive of the Company or substantial Shareholder (as defined in the Listing Rules), or any of their respective associates.

9. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANT

For any twelve (12)-month period up to and including the Offer Date of an Option, the aggregate number of Shares issued and to be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all options and awards granted to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) shall not in aggregate exceed 1% of the total number of Shares in issue (excluding Treasury Shares) as at the Offer Date unless separately approved by the Shareholders in general meeting with such Eligible Participant and his/her close associates (or associates if the Eligible Participant is a connected person) abstaining from voting. The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the Options to be granted (and options previously granted to such Eligible Participant in the twelve (12)-month period), the purpose of granting Options to the Eligible Participant, an explanation as to how the terms of the Options serve such purpose and such information as may be required by the Stock Exchange from time to time. The number and terms (including the Subscription Price) of Options to be granted to such Eligible Participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the Offer Date for the purpose of calculating the Subscription Price.

10. TIME OF EXERCISE OF OPTIONS

Subject to the terms of the New Share Option Scheme, an Option may be exercised in whole or in part at any time during the period to be determined and notified by the Directors to the Grantee thereof at the time of making an Offer provided that such period shall not exceed the period of ten (10) years from the date of the grant of the particular Option but subject to the provisions for early termination of the New Share Option Scheme.

The Board may at its discretion specify any condition in the offer letter at the grant of the relevant Option which must be satisfied before an Option may be exercised. Save as determined by the Board on a case-by-case basis taking into account the nature of the duties of and services provided by the Eligible Participant(s) and set out in the offer letter of the grant of the relevant Option at the discretion of the Board, there is no performance target which must be achieved before an Option can be exercised nor any clawback mechanism for the Company to recover or withhold any Options granted to a Grantee under the terms of the New Share Option Scheme.

11. RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

Grant of Options may not be made:

- (a) after inside information (having the meaning as defined in the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong) has come to its knowledge until (and including) the trading day after it has been announced by the Company pursuant to the requirements of the Listing Rules; and
- (b) during the period commencing from 30 days immediately preceding the earlier of:
 - (i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for approving the Company's results for any year, half-year or quarter-year period or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for the Company to publish its results for any year, half-year or quarter-year period under the Listing Rules, or any other interim period (whether or not required under the Listing Rules).

and ending on the date of the results announcements (or during any period of delay in publishing the results announcements).

12. RIGHTS ARE PERSONAL TO GRANTEES

An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement so to do. Any

breach of the foregoing by a Grantee shall render all Options granted to such Grantee to the extent not already exercised automatically lapsed.

13. RIGHTS ON CESSATION OF EMPLOYMENT OR DIRECTORSHIP

If the Grantee is an employee or a director of the Group and ceases to be an Eligible Participant by reason of voluntary resignation or dismissal or upon expiration of his or her term of directorship (unless immediately renewed upon expiration), or by termination of his or her employment or directorship on any one or more of the grounds that he or she has been guilty of persistent or serious misconduct, or has become bankrupt or has become insolvent or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the Grantee or the Group into disrepute) or any other ground(s) on which the Group would be entitled to terminate the Grantee's employment or directorship pursuant to any applicable law before exercising the Option in full, his or her Option (to the extent not already exercised) will lapse on the date of cessation or termination and not be exercisable, unless the Board in its absolute discretion otherwise determines in which event the Option (to the extent not already exercised) shall be exercisable in whole or in part within such period as the Board has determined.

14. RIGHTS ON DEATH

If the Grantee ceases to be an Employee Participant by reason of his or her death before exercising the Options in full, any unvested Options shall lapse on the date of death. In case the Grantee has some Options that have been vested, and none of the events referred to in paragraph 13 above as ground for termination of his or her employment or directorship arises, his or her Personal Representative(s) may exercise the Option (to the extent not already exercised) in whole or in part in accordance with the terms of the New Share Option Scheme within a period of six (6) months following the date of death, or up to the expiration of the Option Period, whichever is earlier, failing which it will lapse. If any of the events referred to in paragraphs 17 to 19 below occurs during such period, his or her Personal Representative(s) may exercise the Option pursuant to paragraphs 17 to 19 respectively.

15. RIGHTS ON ILL-HEALTH OR RETIREMENT

If the Grantee is an employee or a director of the Group ceases to be an Eligible Participant by reason of ill-health or retirement as an employee in accordance with his or her contract of employment before exercising the vested Option in full, he or she may exercise the Option (to the extent not already exercised) in whole or in part in accordance with the terms of the New Share Option Scheme within a period of six (6) months following the date of such cessation, failing which it will lapse, unless the Board in its absolute discretion otherwise determines in which event the Option (to the extent not already exercised) shall be exercisable in whole or in part within such period as the Board has determined. The date of cessation shall be the last day on which the Grantee is actually at work with the Group whether salary is paid in lieu of notice or not. If any of the events referred to in paragraphs 17 to 19 below occurs during such period, he or she may exercise the Option pursuant to paragraphs 17 to 19 respectively. For the

avoidance of doubt, all unvested Options shall be forfeited and lapsed on the date of cessation of employment or directorship.

16. RIGHTS ON CESSATION FOR OTHER REASONS

If the Grantee is an employee or a director of the Group ceases to be an Eligible Participant for any reason other than the reasons set out in paragraphs 13 to 15 above, his or her Option (to the extent not already exercised) will lapse on the date of cessation of his or her employment with the Group and not be exercisable, unless the Board in its absolute discretion otherwise determines in which event the Option (to the extent not already exercised) shall be exercisable in whole or in part within such period as the Board has determined.

Note: Paragraphs 13, 14, 15 and 16 above do not apply to a Grantee who is not an employee or a director of the Group. Unlike employees or directors who are employed or appointed on a continuous basis, the relationship between the Group and the Grantees who are not employees or directors are based on different contracts which may or may not be consecutive or continuous in nature and may be on a project or order basis.

17. RIGHTS ON A GENERAL OFFER

In the event of a general or partial offer, whether by way of take-over offer, share repurchase offer, or scheme of arrangement or otherwise in like manner being made to all Shareholders, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert (as defined in the Takeovers Code) with the offeror and such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to the Shareholders during the Option Period of the relevant Option, all unvested Options will be vested on the date (the “**Unconditional Date**”) on which such offer becomes or is declared unconditional and the Grantee (or his or her Personal Representative(s)) shall be entitled to exercise the Option (to the extent not already exercised) to its full extent or to the extent specified in the Grantee’s notice to the Company at any time within one (1) month after the Unconditional Date, or within one (1) month after the record date for entitlements under the scheme of arrangement, as the case may be.

18. RIGHTS ON WINDING-UP

In the event a notice is given by the Company to its Shareholders to convene a special general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, all unvested Options will immediately and automatically be vested and the Company shall on the same date as it despatches such notice to each Shareholder give notice thereof to all Grantees and each Grantee or his or her Personal Representative(s) may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate Subscription Price in respect of the relevant Option (such notice shall be received by the Company no later than two (2) Business Days prior to the proposed special general meeting) exercise the Option (to the extent not already exercised) either to its full extent or to the extent that he or she may specify in his or her notice and the Company shall as soon as possible and in any event no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot and issue such number of Shares to the Grantee credited as fully paid.

19. RIGHTS ON RECONSTRUCTION, COMPROMISE OR ARRANGEMENT

If a compromise or arrangement between the Company and the Shareholders or its creditors is proposed for the purpose of or in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all Grantees on the same date as it gives notice of the meeting to the Shareholders or creditors to summon a meeting to consider such a scheme or arrangement, and thereupon all unvested Options will be vested and the Options (to the extent not already exercised) shall become exercisable in whole or in part on such date until the earlier of (i) two (2) months after that date or (ii) at any time not later than two (2) Business Days prior to the date of the meeting directed to be convened by the court for the purposes of considering such a scheme or arrangement (the “**Suspension Date**”), accompanied by a remittance of the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given exercise the Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice and the Company shall as soon as possible and in any event no later than 3:00 p.m. on the Business Day immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the Grantee or his or her Personal Representative(s) which falls to be issued on such exercise of the Option credited as fully paid and register the Grantee as holder thereof. With effect from the Suspension Date, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse and be terminated.

Note: Where any event under paragraphs 14, 17, 18 and 19 applies, no such Shares shall be allotted and issued or no Treasury Shares (if any) shall be transferred to a Grantee who is not an Employee Participant in respect of any Options granted within twelve (12) months.

20. CANCELLATION OF OPTIONS

Any Option granted but not exercised may not be cancelled except with the written consent of the relevant Grantee and the prior approval of the Directors. Where the Company cancels Options and makes a new grant to the same Grantee, such new grant may only be made under the New Share Option Scheme with available unissued Options within the limit approved by the Shareholders pursuant to paragraph 7. The Options cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit.

21. EFFECT OF ALTERATIONS TO SHARE CAPITAL

In the event of any alteration in the capital structure of the Company by way of capitalisation issue, rights issue, open offer (with price dilutive element), bonus issue (with price dilutive element), consolidation, sub-division or reduction of the share capital of the Company, other than any alternation in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party, adjustment (if any) shall be made to:

- (a) the number of Shares subject to the Option so far as unexercised; and/or

(b) the Subscription Price for the Shares subject to the Option so far as unexercised;

or any combination thereof as the auditors of the Company or the independent financial adviser to the Company shall at the request of the Company certify in writing to the Board either generally or as regards any particular Grantee that it is in his opinion fair and reasonable and that the adjustments are in compliance with Rules 17.03(13) of the Listing Rules and the notes thereto, provided that no such certification is required in respect of any adjustments made on a capitalisation issue.

Any such adjustments must give a Grantee the same proportion of the equity capital of the Company, rounded to the nearest whole Share, as to which that Grantee was previously entitled. Any adjustments so made shall be in compliance with the Listing Rules and such applicable guidance and/or interpretation of the Listing Rules from time to time issued by the Stock Exchange but no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment. The capacity of the auditors of the Company or the independent financial adviser to the Company in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees. Any adjustment to be made in accordance with this paragraph shall comply with the Listing Rules and any future guidance/interpretation of the Listing Rules issued by the Stock Exchange from time to time. For illustration purposes, set out below are formulas used for calculating the permitted adjustment to the Subscription Price of and/or number of Shares subject to outstanding Options for a capitalisation or bonus issue, rights issue or open offer and sub-division or consolidation of Shares.

I. Capitalisation or bonus issue and rights issue or open offer of Shares

New number of Options = existing number of Options x F

New Subscription Price = Existing Subscription Price x 1/F

Where:

$F = \text{CUM} / \text{TEEP}$

CUM = Closing price as shown in Daily Quotation Sheet of the Stock Exchange on the last trading day before going ex-entitlement to the offer (the cum-rights price)

$\text{TEEP (theoretical ex entitlement price)} = (\text{CUM} + [M \times R]) / (1 + M)$

M = Entitlement per existing Share

R = Subscription price

II. Subdivision or Consolidation of Shares

New number of Options = existing number of Options x F

New Subscription Price = Existing Subscription Price x 1/F

Where F = Subdivision or consolidation factor

In respect of any adjustments required by this paragraph 21, other than any made on a capitalization issue, the Auditors or the approved independent financial adviser, as the case maybe, shall confirm to the Board in writing that the adjustments satisfy the requirements set out in Rule 17.03(13) of the Listing Rules and the note thereto and/ or such other requirement prescribed under the Listing Rules from time to time.

22. RANKING OF SHARES

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Bye-laws for the time being in force and will rank pari passu in all respects with the existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members (the “**Exercise Date**”) and accordingly will entitle the holders of Shares to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividends or other distributions previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the Exercise Date. A Share allotted upon the exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered onto the register of members of the Company as the holder thereof.

23. DURATION OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme shall continue in force for the period commencing from the Adoption Date, and expiring at the close of business on the date which falls ten (10) years after the Adoption Date, after such period no further Options will be granted but the provisions of the New Share Option Scheme shall remain in full force and effect in respect of any Options granted before its expiry or termination but not yet exercised.

24. ALTERATIONS TO THE TERMS OF THE NEW SHARE OPTION SCHEME

Any change to the terms of the Options granted to a Grantee (except where the changes take effect automatically under the existing terms of the New Share Option Scheme) must be approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Options was approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders (as the case may be).

Subject to the provisions prescribed below, the New Share Option Scheme may be altered in any respect by a resolution of the Board.

- (a) The provisions relating to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Eligible Participants without the prior approval of Shareholders in a general meeting.
- (b) Any alterations to the terms and conditions of the New Share Option Scheme which are of a material nature or any change to the terms of Options granted must be approved by Shareholders, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme.
- (c) Any change to the authority of the Directors or the administrator of the New Share Option Scheme to alter the terms of New Share Option Scheme must be approved by the Shareholders in a general meeting.
- (d) The amended terms of the New Share Option Scheme or the Options must still comply with the relevant requirements of Chapter 17 of the Listing Rules.

25. CONDITIONS OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme is conditional upon:

- (a) the Listing Committee granting the approval for the listing of, and permission to deal in any new Shares which may fall to be allotted and issued by the Company upon the exercise of Options that may be granted under the New Share Option Scheme; and
- (b) the passing of ordinary resolution(s) at a general meeting of the Company approving the adoption of the New Share Option Scheme and authorising the Directors to grant Options to Eligible Participants and to allot and issue Shares or to transfer the Treasury Shares (if any) pursuant to the exercise of any Options granted under the New Share Option Scheme.

26. LAPSE OF OPTIONS

An Option shall automatically (to the extent not already exercised) lapse on the earliest of:

- (a) the expiry of the Option Period;
- (b) the date on which the Grantee commits a breach of paragraph 12;
- (c) the expiry of the relevant period or the occurrence of the relevant event referred to in paragraphs 13 to 20; and
- (d) the date of the commencement of the winding-up of the Company.

27. TERMINATION

The Company by ordinary resolution in general meeting may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered but in all other respects the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted but not yet exercised prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme and Options granted prior to such termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

28. CLAWBACK OF OPTIONS

If the Board determines that a Grantee ceases to be an Eligible Participant upon the occurrence of any of the circumstances below:

- (i) is guilty of any misconduct which would have justified the termination of his contract of employment for cause but which does not become known to the Company until after he has ceased employment with any member of the Group; or
- (ii) is in breach of any material term of contract of employment (or other contract or agreement related to his contract of employment), without limitation, any confidentiality agreement or agreement containing non-competition or non-solicitation restrictions between him and any member of the Group; or
- (iii) has disclosed trade secrets or confidential information of any member of the Group; or
- (iv) has entered into competition with any member of the Group or breached any non-solicitation provisions in his contract of employment; or
- (v) involves in acts resulting in a material misstatement in the Company's financial statements,

then it may, in its absolute discretion, determine that any unexercised options, vested or unvested, held by the Grantee shall immediately lapse upon the Board resolving to make such determination (whether or not the Grantee has been notified of the determination).

Under this paragraph, the Board may (but is not obliged to) by notice in writing to the Grantee concerned claw back such number of Options (to the extent not being exercised) granted as the Board may consider appropriate. The clawback will occur when the Grantee ceases to be an Eligible Participant. The Options that are clawed back pursuant to this paragraph above shall be regarded as lapsed and the Options so clawed back will not be regarded as utilized for the purpose of calculating the Scheme Mandate Limit (including the refreshed limit, as the case may be). For the avoidance of doubt, Options that have been exercised shall not be subject to the clawback mechanism as set out in this paragraph.

29. MISCELLANEOUS

The terms of the New Share Option Scheme (and any other schemes adopted by the Company from time to time) shall be in accordance with the requirements set out in Chapter 17 of the Listing Rules.

The Company will comply with the relevant statutory requirements and the Listing Rules from time to time in force on a continuing basis in respect of the New Share Option Scheme and any other schemes of the Company.

Any dispute arising in connection with the number of Shares of an Option and any of the matters referred to in paragraph 21 above shall be referred to the decision of the Company's auditors or the independent financial advisers of the Company who shall act as experts and not as arbitrators and whose decision, in the absence of manifest error, shall be final, conclusive and binding on all persons who may be affected thereby.

NOTICE OF ANNUAL GENERAL MEETING



SUN HING VISION GROUP HOLDINGS LIMITED

新興光學集團控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 125)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sun Hing Vision Group Holdings Limited (the “**Company**”) will be held at Room 1806, 18/F, LU Plaza, 2 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong, on Thursday, 20 August 2026 at 10:00 a.m. for the following purposes:

As ordinary business:

1. To receive, consider, and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2026.
2. To re-elect Mr. Ku Ka Yung as executive Director.
3. To re-elect, approve and confirm the continuous appointment of Mr. Lee Kwong Yiu as independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director.
4. To re-elect Mr. Chow Chi Fai as independent non-executive Director.
5. To authorise the Board to fix the directors’ remuneration.
6. To re-appoint SHINEWING as the auditor of the Company with a term expiring upon the next annual general meeting of the company and to authorise the Board to fix their remunerations for the year ending 31 March 2027.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

As special businesses:

7. To consider and, if thought fit, pass with or without modifications, the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION

A. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares, options, warrants or similar rights to subscribe for any shares in the Company, and to make and grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as defined in paragraph (d) of this Resolution) or pursuant to the exercise of options under any existing share option scheme or similar arrangement or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company’s Bye-laws, shall not exceed ten per cent. (10%) of the aggregate number of issued shares of the Company (excluding Treasury Shares) as at the date of passing of this Resolution and the said approval shall be limited accordingly; 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the end of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
- (iii) revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company 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).”

B. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this Resolution) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of issued shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) of this Resolution during the Relevant Period shall not exceed ten per cent. (10%) of the aggregate number of the issued share of the Company (excluding Treasury Shares) as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution the expression “**Relevant Period**” shall have the same meaning as assigned to it under Ordinary Resolution 7A(d) of this notice.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional upon Resolutions 7A and 7B being passed, the aggregate number of issued shares of the Company which is repurchased by the Company under the authority granted to the directors as mentioned in Resolution 7B above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution 7A, provided that the number of issued share repurchased by the Company shall not exceed ten per cent (10%) of the total number of the issued share of the Company (excluding Treasury Shares) on the date of this Resolution.”
8. “**THAT:**
- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which have been produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for identification purpose, the rules of the New Share Option Scheme be and are hereby approved and adopted, and the directors of the Company (the “**Director(s)**”) be and are hereby authorised to grant options to allot, issue and deal in the Shares as may be required to be allotted and issued (and/or to transfer such number of treasury shares, as applicable) upon the exercise of any option granted thereunder and to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Option Scheme; and
 - (b) the total number of Shares to be allotted and issued (including any treasury shares which may be transferred, as applicable) pursuant to (a) above, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company (the “**Scheme Mandate Limit**”), shall not exceed such number of Shares as equals to ten per cent (10%) of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution.”

By Order of the Board
MOK Sim Wa
Company Secretary

Hong Kong, 27 July 2026

NOTICE OF ANNUAL GENERAL MEETING

Principal Office:

25th Floor
EGL Tower
83 Hung To Road
Kwun Tong
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy does not need to be a member of the Company.
2. A form of proxy is enclosed. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. 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 effected for determining the shareholders who are entitled to attend and vote at the meeting. The record date for determining the eligibility to attend and vote at the Annual General Meeting will be Thursday, 20 August 2026. In order to be eligible to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Thursday, 13 August 2026.
4. With reference to the Ordinary Resolutions sought in items 7A and 7B of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares or to repurchase any existing shares of the Company. The explanatory statement required by the Listing Rules of the Stock Exchange in connection with the repurchase mandate is despatched to shareholders together with this notice.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the websites of the Company at www.sunhingoptical.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time, and place of the rescheduled meeting.