THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

RONGZUN INTERNATIONAL HOLDINGS GROUP LIMITED
榮尊國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) PROPOSED CHANGE OF AUDITOR;
(3) PROPOSED RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held on Tuesday, 8 September 2026 at 12:00 noon at Room 1102, 11/F, Woon Lee Commercial Building, No.7-9 Austin Avenue, Tsim Sha Tsui, Kowloon is set out on pages 18 to 22 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof (as the case may be), should you so wish.

28 July 2026

CONTENTS

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

"AGM"	the annual general meeting of the Company to be held on Tuesday, 8 September 2026 at 12:00 noon at Room 1102, 11/F, Woon Lee Commercial Building, No.7-9 Austin Avenue, Tsim Sha Tsui, Kowloon;
"AGM Notice"	the notice convening the AGM set out on pages 18 to 22 of this circular;
"Articles of Association"	the third amended and restated articles of association of the Company that is currently in force;
"Board"	the board of Directors;
"close associate(s)"	has the same meaning as defined in the Listing Rules;
"Companies Act"	the Companies Act (as revised) of the Cayman Islands as amended from time to time;
"Company"	Rongzun International Holdings Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
"core connected person"	has the same meaning as defined in the Listing Rules;
"Director(s)"	the directors of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares (including any sale and transfer of treasury shares out of treasury) set out as resolution no. 5 in the AGM Notice;
"Latest Practicable Date"	21 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

"Listing Date"	30 April 2019, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Memorandum and Articles of Association"	the third amended and restated memorandum and articles of association currently in-force;
"Nomination Committee"	the nomination committee of the Board;
"Remuneration Committee"	the remuneration committee of the Board;
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 6 in the AGM Notice;
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
"Share(s)"	share(s) of par value HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	the holder(s) of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Repurchase as approved by the Securities and Futures Commission of Hong Kong;
"Treasury Shares"	Shares repurchased and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and/or the Articles of Association; and
"%"	per cent.

Rongzun International Holdings Group Limited
榮尊國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

Executive Director:
Dr. Hiroshi Kaneko *(Chief Executive Officer)*

Non-executive Directors:
Mr. Wang Xueyan *(Chairman)*
Ms. Song Ningning

Independent non-executive Directors:
Mr. Jin Fan
Mr. Sung Ka Woon
Mr. Yiu To Wa

Registered Office in the Cayman Islands:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Units 2803–2803A
Asia Trade Centre
No. 79 Lei Muk Road
Kwai Chung
New Territories
Hong Kong

28 July 2026

To the Shareholders,

Dear Sir or Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES;
(2) PROPOSED CHANGE OF AUDITOR;
(3) PROPOSED RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with details of the resolutions to be proposed at the AGM for, among other matters, (i) the proposed Issue Mandate and the proposed Repurchase Mandate;(ii) the proposed change of auditor; (iii) furnishing you with details of the proposed re-election of retiring Directors; (iv) setting out an explanatory statement regarding the Repurchase Mandate; and (v) giving you notice of the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its Shareholders at the annual general meeting of the Company held on 8 September 2026. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general and unconditional mandates:

(i) to allot, issue and otherwise deal with new Shares (including any sale and transfer of treasury shares out of treasury) with a total number of not exceeding 20% of the total number of the issued Shares as at the date of passing the proposed resolution at the AGM; and

(ii) to repurchase Shares with a total number of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if so granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 620,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general and unconditional mandates to issue Shares and repurchase Shares and on the basis of 620,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to allot, issue and otherwise deal with a maximum of 124,000,000 new Shares under the Issue Mandate (representing 20% of the total number of the issued Shares as at the date of the AGM), and the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 62,000,000 Shares (representing 10% of the total number of the issued Shares as at the date of the AGM).

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular containing requisite information regarding the Repurchase Mandate to the Shareholders.

EXTENSION TO ISSUE MANDATE

In addition, if the Issue Mandate and the Repurchase Mandate are granted, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 7 of the notice of the AGM.

PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 21 January 2026 in respect of the proposed change of auditor of the Company. In order to maintain good corporate governance practices, the Company should consider rotation of its auditors after an appropriate period of time. Meanwhile, it is a good corporate governance practice to review auditor engagement arrangement from time to time in order to enhance the independence of the Company's audit work, which is in the interests of the Company and the Shareholders as a whole. Messrs. Deloitte Touche Tohmatsu ("**Deloitte**") has resigned as the auditor of the Company with effect from 20 January 2026 as the Company could not reach a consensus with Deloitte on the audit fee in respect of the audit of the consolidated financial statements of the Group for the year ended 31 March 2026 due to, among others, the Group's recent business development and the resulting increase in audit effort. Deloitte also understood that the Company had proposed to appoint another auditor for the audit. Therefore, after careful considerations, Deloitte decided to resign as the auditor of the Company and will not seek for re-appointment as the auditor of the Company at the 2026 AGM.

The Board and the audit committee of the Company (the "**Audit Committee**") have reviewed audit fee proposals from Deloitte and other professional accounting firms. Given the more competitive quotation received from another firm, the Board and the Audit Committee have concluded that appointing a new auditor would improve cost-effectiveness and support the Group's ongoing cost competitiveness. Deloitte has confirmed in writing that, save as disagreement in audit fee, there are no other circumstances in connection with its resignation that should be brought to the attention of the shareholders (the "**Shareholders**") of the Company. The Board and the Audit Committee have also confirmed that, save as disclosed above, there are no disagreements between the Company and Deloitte and there are no other matters in relation to the change of auditor that need to be brought to the attention of the Shareholders.

The Board further confirms that Deloitte has not yet commenced any audit work of the Group for the year ending 31 March 2026. The Board believes that the change of auditor will not have any significant impact on the annual audit and the release of the annual results of the Group for the year ended 31 March 2026.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Deloitte for their professional services rendered to the Group in the past years.

The Board, with the recommendation from the Audit Committee, further announces that it has resolved to appoint CCTH CPA Limited ("**CCTH**") as the new auditor of the Company with effect from 20 January 2026 to fill the casual vacancy following the resignation of Deloitte and to hold office until the conclusion of the forthcoming annual general meeting of the Company.

The Audit Committee has considered a number of factors in assessing the appointment of CCTH as the Company's auditor, including but not limited to (i) the audit proposal of CCTH; (ii) its experience, industry knowledge and technical competence in providing audit work for companies listed on the Stock Exchange; (iii) its independence and objectivity; (iv) its reputable standing in the market; (v) its resources and capabilities, including the size and structure of the proposed audit team; and (vi) the Guidelines for Effective Audit Committees − Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council (the "**AFRC**") and (viii) the Guidance Notes on Change of Auditors issued by the AFRC:

(i) Audit proposal and audit fee

According to CCTH's audit proposal, the fees, audit methodology, scope of work, audit resource allocation and transparency of the fee breakdown have been set out in detail. CCTH's quotation is based on a range of factors, including the size and composition of its team, the seniority mix of the personnel to be deployed, the firm's operating model and resource availability. CCTH's audit service quotation for the year ending 31 March 2026 is approximately HK$600,000. The final fee will be determined based on the list of companies as at 31 March 2026. CCTH's audit scope comprehensively covers the Company's core business operations, with an audit plan tailored to the Company's size and risk profile. The fees proposed by CCTH are commensurate with the scale and structure of the Group, as well as the nature and complexity of the Group's business and operations. In the absence of any material change in the scale and structure of the Group, the fee proposed by CCTH is lower than the current fee level of Deloitte.

(ii) Experience, industry knowledge and technical competence in providing audit work for companies listed on the Stock Exchange

In terms of experience, industry knowledge and technical competence, it has extensive experience in handling audits of large conglomerates and Hong Kong listed companies. CCTH possesses profound industry knowledge, particularly with extensive audit technical capabilities in areas highly relevant to the Group's business.

(iii) Independence and objectivity

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the audit engagement team and other persons in the audit firm (as applicable) are independent of the Group in accordance with the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants. In addition, as advised by CCTH, based on an understanding of its firm policies, no circumstances have been identified that may pose a threat to the independence and objectivity of the new auditor.

(iv) Market reputation

CCTH is a leading Hong Kong-based accounting and advisory firm that offers a comprehensive range of professional services, including audit and assurance, taxation, transaction advisory, corporate advisory, and management consulting. As a member of Allinial Global, a premier global accounting and advisory network, and a former founding member of Allinial Global China with a presence in over 30 major cities across the country, the firm brings extensive cross-border capabilities. CCTH has substantial experience in providing statutory audit services to listed companies and listing applicants, having conducted audits for entities on both the Main Board and GEM of The Stock Exchange of Hong Kong.

CCTH has established and maintains a sound system of quality management in accordance with Hong Kong Standard on Quality Management 1 (HKSQM 1) and Hong Kong Standard on Quality Management 2 (HKSQM 2). The system covers key areas including governance and leadership, relevant ethical requirements, acceptance and continuance of client relationships, engagement performance, and monitoring and remediation procedures. Based on public inquiries conducted on the websites of the relevant regulatory authorities, no disciplinary actions involving the key audit engagement partner or the engagement quality reviewer were found.

(v) Resources and capabilities

CCTH's audit team comprising one engagement partner (a registered PIE auditor), one audit manager, and two to three senior auditors and audit staff, with the audit to be carried out primarily by a Hong Kong based core team. CCTH has also established an industry and technical support team comprising professional partners and technical experts from management consulting, financial advisory, risk advisory, tax and business advisory, and information systems, to ensure that the audit service team receives the necessary industry and technical support.

(vi) Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the AFRC

The relevant sections of the AFRC's guidance provide specific and practical guidance for audit committees on establishing a robust process for the selection, appointment and reappointment of auditors, which is a primary step in achieving audit quality. With respect to Deloitte's governance and leadership, compliance with relevant ethical requirements, industry knowledge and technical competence, and the firm's monitoring processes, it is committed to continuous communication with the Audit Committee and the formulation of a clear audit scope and proposal, details of which are set out in the paragraphs below.

Guidelines on Change of Auditor issued by the AFRC

The Company has communicated with Deloitte on the relevant matters in a timely manner and confirmed that there are no disagreements with management or unresolved audit issues. The Board has received a confirmation letter from Deloitte, confirming that there are no matters in respect of the circumstances leading to their cessation as the Company's auditor which in their opinion need to be reported to the Company. The Board confirms that there was no disagreement between the Company and Deloitte or other matters relating to the proposed change of auditor that needed to be brought to the attention of the Shareholders. Upon the retirement of Deloitte with effect from the conclusion of the 2026 AGM, the Board (with the recommendation of the Audit Committee) has resolved to propose the appointment of CCTH as the new auditor to succeed Deloitte, based on the firm's ability to provide a high-quality audit (which includes an assessment of the auditor's capabilities, the auditor's recent inspection results, the proposed audit fee and audit quality with competitive fees). The Audit Committee has considered the following as part of its assessment of Deloitte's independence, competence and capability to perform high quality audits as set out in paragraph 2.2.4 of the aforementioned AFRC's guideline:

(a) Governance and leadership − CCTH is registered with the AFRC as a public interest entity auditor. Further details are laid out in the section 4(iv) headed "Market Reputation" above. The Audit Committee has reviewed CCTH's leadership profile, organizational structure and relevant policies in quality management regarding governance and leadership, and is satisfied that CCTH is committed to performing the audit in the interests of the Company's stakeholders and in the wider public interest.

(b) Compliance and relevant ethical requirements − The Audit Committees has obtained a description of CCTH's policies and procedures for monitoring and complying with relevant ethical requirements to which CCTH and the audit engagement are subject, including integrity, objectivity, and independence requirements, and is satisfied with the effectiveness of such policies and procedures. CCTH is responsible for ensuring compliance with the relevant ethical requirements in accordance with the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants, in particular provisions related to audits of financial statements of public interest entities, and has confirmed its compliance with the aforementioned Code.

(c) Industry knowledge and technical competence − CCTH has demonstrated its technical competence with its credentials as a public interest entity auditor, along with its track record in in Hong Kong. CCTH has also provided a detailed outline for the Company as part of its submitted audit proposal, demonstrating its comprehensive knowledge of the recent business development, size, complexity and risk profile of the Group. The Audit Committee has also reviewed and discussed with CCTH its proposed audit plan, which sets out the audit coverage, procedures and timetable that is sufficient to perform high quality audits. Further details are laid out in the section 4(ii) headed "Experience, industry knowledge and technical competence" above.

(d) Engagement performance − CCTH's overall audit approach sets out a clear scope and tailored direction for the audit. Having reviewed its audit approach and profiles of the engagement partner and team members, the Audit Committee is satisfied that the audit team has sufficient resources, expertise and time to perform high-quality audits. Further details are laid out in section 4(v) headed "Resources and capabilities" above.

(e) Communication and interaction with the Audit Committee − the Audit Committee is satisfied with the communication plan between CCTH and the Audit Committee, which takes into account the requirements as set out under HKSA 260 (Revised). The Audit Committee believes that such communication plan will facilitate and maintain effective two-way communication between the Audit Committee and CCTH on significant financial reporting and audit matters in a timely manner, and to host meetings in compliance with the Corporate Governance Code.

(f) Monitoring process – The Audit Committee has noted that CCTH complies with the requirements of the Hong Kong Standard of Quality Management 1 and 2 ("**HKSQM 1 & 2**") published by the Hong Kong institute of Certified Public Accountants and conducts annual monitoring. The monitoring covers an evaluation of the system of quality management, which includes a review of the quality management manual, an annual quality risk assessment and a review of compliance with relevant standards such as the HKSQM 1 & 2. In addition, the Audit Committee has reviewed public searches conducted on the websites of the relevant authorities, which did not identify any disciplinary actions concerning the relevant audit engagement partner and other key engagement team members of CCTH. To the best knowledge of the Audit Committee, the Audit Committee is not aware of any behavior or activities from CCTH that would threaten the integrity, objectivity and independence, or adversely affect its quality of audit, to the Company. Further details are laid out in section 4(iii) headed "Independence and objectivity" above.

(g) Audit fee proposals – Details are laid out in section 4(i) headed "Audit proposal and audit fee" above.

Accordingly, the Audit Committee is satisfied that CCTH is independent, competent and capable of performing high quality audits as required under paragraph 2.2.4 of the aforementioned AFRC's guideline.

Based on the above, the Audit Committee has assessed and considered that CCTH is independent, eligible and suitable to act as the auditor of the Company. The Board and the Audit Committee are of the view that the change of auditor of the Company is in the interest of the Company and the Shareholders as a whole.

The estimated audit fee for the audit for the audit of the consolidated financial statements of the Group for the financial year ending 31 March 2027 is expected to be in the range of approximately HK0.5 million to HK$0.7 million.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and CCTH CPA Limited. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor and includes additional factors impacting the audit fee where applicable, such as adoption of new accounting standards, change in audit scope due to acquisitions, etc.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised of six Directors, namely, Dr. Hiroshi Kaneko, Mr. Wang Xueyan, Ms. Song Ningning, Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa.

In accordance with Article 108(a) of the Articles of Association, at each of the annual general meeting, one third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then 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 be subject to retirement by rotation at least once every 3 years.

Accordingly, one third of the Directors, namely, Dr. Hiroshi Kaneko and Mr. Sung Ka Woon shall hold office of Director until the AGM and offer themselves form re-election as Directors.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and education background, professional experience and knowledge) with due regard for the benefit of board diversity, as set out under the board diversity policy of the Company, the Nomination Committee has reviewed the re-election of the Directors through:

(a) evaluating the performance, time commitment and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation as well as the Director's ability to discharge his or her responsibilities effectively, taking in account the factors as required by the Listing Rules; and

(b) assessing the independence of the independent non-executive Directors, being Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa, and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

(a) the performance of the retiring Directors was satisfactory and they contributed effectively to the operation of the Board; and

(b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Jin Fan, Mr. Sung Ka Woon and Mr. Yiu To Wa:

    (i) fulfil the requirements as independent non-executive Directors under Rule 3.13 of the Listing Rules; and

    (ii) are the persons of integrity and have independent personality and judgment.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered, the re-election of Dr. Hiroshi Kaneko as executive Director and Mr. Sung Ka Woon as independent non-executive Directors, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the AGM. In this respect, the ordinary resolutions will be proposed to (a) re-elect Dr. Hiroshi Kaneko as an executive Director; and (b) re-elect Mr. Sung Ka Woon as independent non-executive Director at the forthcoming AGM.

Details of the retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

CLOSURE OF REGISTER

For the purpose of determining entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Thursday, 3 September 2026 to Tuesday, 8 September 2026, both days inclusive, during which period no transfer of the Shares can be registered. In order to be eligible to attend and vote at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 September 2026. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is Tuesday, 8 September 2026.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Tuesday, 8 September 2026 at 12:00 noon at Room 1102, 11/F, Woon Lee Commercial Building, No.7-9 Austin Avenue, Tsim Sha Tsui, Kowloon is set out on pages 18 to 22 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you intend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.

RECOMMENDATION

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

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the 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 resolutions to be proposed at the AGM and contained in the AGM Notice will be voted by way of a poll by the Shareholders.

At the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.bnd-strategic.com.hk as prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Rongzun International Holdings Group Limited
Dr. Hiroshi Kaneko
Executive Director and Chief Executive Officer

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders providing the requisite information to Shareholders for consideration of the Repurchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES

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

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

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2026 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

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

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 620,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis of 620,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 62,000,000 Shares.

5. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), 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.

If the Repurchase Mandate is exercised in full (and assuming that the issued share capital of the Company remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate, if approved by the Shareholders, is exercised in full), the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 62,000,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date). The shareholding percentage of the Controlling Shareholders will be increased to approximately 37.1% of the issued share capital of the Company immediately following the full exercise of the Repurchased Mandate. Such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) from the Listing Date and ended on the Latest Practicable Date.

The Company intends to cancel the repurchased shares following settlement of any such repurchase and does not intend to hold the repurchased shares as Treasury Shares.

8. SHARE PRICES

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

	Share Prices	
	Highest	**Lowest**
	HK$	*HK$*
2025		
July	1.45	0.98
August	1.14	0.9
September	1.49	1.06
October	1.85	1.4
November	1.62	0.6
December	0.84	0.67
2026		
January	0.71	0.61
February	0.75	0.61
March	0.77	0.63
April*	1	0.97
May	3.03	1.74
June	3.16	2.32
July (until the Latest Practicable Date)	3.88	2.88

Note: Trading in the Shares has been suspended with effect from 9:00 a.m. on Wednesday, 8 April 2026 and resumed with effect from 9:00 a.m. on Friday, 8 May 2026, immediately prior to the trading suspension, the closing price of the Shares as quoted on the Stock Exchange on Thursday, 2 April 2026 was HK$1 per Share.

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

RE-ELECTION OF DIRECTORS

1. Dr. Hiroshi Kaneko (金子博博士) ("Dr. Kaneko")

Dr. Hiroshi Kaneko (formerly known as Jin Song), aged 61, has been appointed as an executive Director and the chief executive officer of the Company since 4 December 2023.

Dr. Kaneko has extensive research experience in the field of environment, development and economic science in Japan, China and Northern America. He has been engaged in comprehensive utilisation of environmental friendly materials and international trade. He previously served as vice president and chief financial officer of Kyosei-Bank Co* (共生バンク株式会社), where he was mainly responsible for overseeing the financial aspects of new business development, and he resigned from all positions at Kyosei-Bank Co* with effect from January 2025. Dr. Kaneko has received a Master of Engineering from Dalian University of Technology in 1989 and a doctoral degree in Engineering from the Department of the Advanced Interdisciplinary Studies from University of Tokyo in 1997. Dr. Kaneko has acted as the executive director and the chief executive officer of Japan Kyosei Group Company Limited (Stock Code: 0627), the shares of which are listed on Main Board of the Stock Exchange, since 26 July 2023 and he had acted as the executive director of Hong Wei (Asia) Holdings Company Limited (stock code: 8191), the shares of which are listed on GEM of the Stock Exchange, from 19 November 2021 to 4 October 2023.

The Company has entered into a contract for appointment with Dr. Kaneko in respect of his directorship. There is no specific length of service for Dr. Kaneko pursuant to his contract for appointment and he will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Dr. Kaneko will also be subject to retirement by rotation and re-election pursuant to the Articles of Association. Dr. Kaneko is entitled to receive a remuneration of HK$100,000 per month. His remuneration package was determined by the Board with recommendation of the remuneration committee of the Company after considering a range of factors including his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

Dr. Kaneko confirms that save as disclosed above, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

* *For identification purpose only*

2. Mr. Sung Ka Woon (宋嘉桓先生) ("Mr. Sung")

Mr. Sung Ka Woon, (previously known as Song Li), aged 54, has been appointed as an Independent Non-Executive Director of the Company since 4 December 2023.

Mr. Sung has extensive experience of social services and corporate management. Mr. Sung is currently an independent non-executive director of Simcere Pharmaceutical Group Limited (stock code: 2096) and China Harmony Auto Holding Limited (stock code: 3836), both of which are companies listed on the Main Board of the Stock Exchange.

Mr. Sung obtained an executive master of business and administration degree from Antai College of Economics & Management, Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院) in the People's Republic of China (the "**PRC**") in December 2011, completed the part-time postgraduate studies majoring in economic management from Party School of the Central Committee of CPC (中共中央黨校) in the PRC in January 1996 and obtained a bachelor's degree of machinery design and automation from Northeastern University (東北大學) (previously known as Northeastern Institute of Technology (東北工學院)) in the PRC in July 1993.

The Company has entered into a contract for appointment with Mr. Sung for an initial term of two years from 4 December 2023. The contract of appointment may be terminated by, among other factors, either party by written notice of one month. Mr. Sung is subject to retirement by rotation and re-election in annual general meeting(s) of the Company in accordance with the second amended and restated articles of association of the Company and the Listing Rules. Mr. Sung is entitled to a remuneration of HK$15,000 per month, which is determined by the Board with reference to his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

Mr. Sung confirms that save as disclosed above, as at the date of this circular, he (i) has not held any directorship in any public listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other position in the Company or any of its subsidiaries; (iv) does not have any interests and short positions in the shares or underlying shares of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed by the Company under Rule 13.51(2) of the Listing Rules.

RONGZUN INTERNATIONAL HOLDINGS GROUP LIMITED
榮尊國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1780)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of Rongzun International Holdings Group Limited (the "**Company**") will be held on Tuesday, 8 September 2026 at 12:00 noon at Room 1102, 11/F, Woon Lee Commercial Building, No.7-9 Austin Avenue, Tsim Sha Tsui, Kowloon for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and report of the directors (the "**Directors**") and the independent auditor of the Company and its subsidiaries for the year ended 31 March 2026.

2. To appoint CCTH CPA Limited as the auditor of the Company and to authorise the board (the "**Board**") of Directors of the Company to fix their remuneration.

3. (a) To re-elect Dr. Hiroshi Kaneko (金子博博士) as an executive Director of the Company;

   (b) To re-elect Mr. Sung Ka Woon (宋嘉桓先生) as an independent non-executive Director of the Company.

4. To authorise the Board of the Company to fix the remuneration of the Directors of the Company.

5. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

   "**THAT**:

   (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale or transfer of treasury shares) in the share capital of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) 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 be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the share capital of the Company) during or after the end of the Relevant Period;

(C) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in the Company in lieu of the whole or part of a dividend in accordance with the Articles of Association from time to time, or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued shares of the Company (excluding treasury shares, if any) at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s Memorandum and Articles of Association or the Companies Law or any other applicable laws of the Cayman Islands to be held; or

(iii) the date on which the 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 of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly."

6. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(C) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

"**Relevant Period**" means the period from the time of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company's Memorandum and Articles of Association or the Companies Law or any other applicable laws to be held; or

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

7. To consider as special business, and if thought fit, to pass the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the ordinary resolutions Nos. 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part ("**this Notice**"), the general and unconditional mandate granted to the Directors pursuant to resolution no. 5 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing resolution no. 6."

By Order of the Board
Rongzun International Holdings Group Limited
Dr. Hiroshi Kaneko
Executive Director and Chief Executive Officer

Hong Kong, 28 July 2026

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

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

3. A form of proxy for use at the Meeting is enclosed. To be valid, the form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

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

6. Completion and delivery of the form of a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 6 as set out in this Notice is enclosed in this circular.

8. The Register of Members of the Company will be closed from Thursday, 3 September 2026 to Tuesday, 8 September 2026, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 2 September 2026. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is Tuesday, 8 September 2026.

9. In order to establish entitlements to the proposed final dividend, all transfers of shares of the Company accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 15 September 2026. The register of members of the Company will be closed from Wednesday, 16 September 2026 to Friday, 18 September 2026, both days inclusive, during which period no transfer of shares of the Company will be registered.

10. Concerning agenda item 3 above, each of Dr. Hiroshi Kaneko and Mr. Sung Ka Woon is proposed to be re-elected as Directors of the Company. The biographical details and interests in the securities of the Company (if any) of Dr. Hiroshi Kaneko and Mr. Sung Ka Woon are set out on pages 16 to 17 in Appendix II in this circular.

11. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.

12. If typhoon signal number 8 or above, or a "black" rainstorm warning is in effect at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at www.bnd-strategic.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.