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If you have sold or transferred all your shares in Sino Harbour Holdings Group Limited, you should at once hand this circular and the accompanying 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 transferee.



Sino Harbour Holdings Group Limited
漢港控股集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1663)

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

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the 2026 AGM to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37-39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 18 September 2026 at 10:00 a.m. (or any adjournment thereof) is set out on pages 18 to 23 of this circular.

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinoharbour.com.hk). If you are not able or do not intend to attend the 2026 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the 2026 AGM or its adjournment (as the case may be) if you so wish. If you attend, speak and vote at the 2026 AGM, the instrument appointing your proxy will be deemed to have been revoked.

31 July 2026

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“2025 AGM”	the AGM held on 19 September 2025
“2026 AGM”	the AGM to be held at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 18 September 2026 at 10:00 a.m. (or any adjournment thereof) to consider and, if appropriate, to approve the resolutions contained in the 2026 AGM Notice, which is set out on pages 18 to 23 of this circular, or its adjournment
“2026 AGM Notice”	the notice convening the 2026 AGM, which is set out on pages 18 to 23 of this circular
“AGM”	the annual general meeting of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Chairman”	the chairman of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Sino Harbour Holdings Group Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 1663)
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s)

DEFINITIONS

“Extension Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to the effect that the number of the Shares repurchased and cancelled under the Repurchase Mandate will be added to the total number of the Shares which may be allotted and issued under the Issue Mandate
“Extra Good”	Extra Good Enterprises Ltd., a company incorporated in the British Virgin Islands with limited liability and owned as to 52% by Mr. Wong and 48% by Ms. Chan
“FY2027”	the financial year of the Company ending 31 March 2027
“General Manager”	the general manager of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Auditor”	the independent auditor of the Company
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (including any sale and transfer of treasury shares out of treasury) during the relevant period not exceeding 20% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	27 July 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Mr. Wong”	Mr. WONG Lam Ping, the Executive Director, Chairman, Chief Executive Officer and General Manager
“Ms. Chan”	Ms. CHAN Heung Ling, the wife of Mr. Wong
“NED”	the non-executive Director
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“PRC”	the People’s Republic of China (which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to exercise all the powers of the Company to enable them to repurchase Shares during the relevant period not exceeding 10% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“Year”	the financial year ended 31 March 2026
“%”	per cent

LETTER FROM THE BOARD



Sino Harbour Holdings Group Limited

漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

Executive Directors:

WONG Lam Ping (*Chairman, Chief Executive Officer and General Manager*)

SHI Feng (*Deputy Chairman*)

WONG Lui

GAO Lan

Non-executive Director:

CHAN Kin Sang

Independent Non-executive Directors:

XIE Gang

HE Dingding

WONG Ping Kuen

Registered Office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal Place of Business in Hong Kong:

Room 1215, Tower B,
Hunghom Commercial Centre,
37-39 Ma Tau Wai Road,
Hunghom, Kowloon,
Hong Kong

31 July 2026

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The Directors will propose at the 2026 AGM the resolutions for, among other matters, (i) the grant of each of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; (iii) the proposed re-election of the retiring Directors; and (iv) the re-appointment of the Independent Auditor.

LETTER FROM THE BOARD

The purpose of this circular is to give you the 2026 AGM Notice and provide you with the information regarding the above resolutions to be proposed at the 2026 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the resolutions passed by the Shareholders at the 2025 AGM, among other things, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing of the relevant resolution; (b) a general and unconditional mandate to repurchase the Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing of the relevant resolution; and (c) the power to extend the general and unconditional mandate mentioned in (a) above by adding thereto the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase the Shares referred to (b) above.

The above general and unconditional mandates will expire at the conclusion of the 2026 AGM. At the 2026 AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with (including any sale or transfer of treasury shares out of treasury) the additional Shares not exceeding 20% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange not exceeding 10% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of the Shares which may be allotted and issued under the Issue Mandate by adding thereto such number of the Shares as repurchased under the Repurchase Mandate.

Subject to the approval of the above proposed resolutions by the Shareholders at the 2026 AGM, the Issue Mandate and the Repurchase Mandate will continue to be in force until: (a) the conclusion of the next AGM; (b) the expiration of the period within which the next AGM is required to be held by any applicable laws of Bermuda or the Bye-laws; or (c) the date on which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

On the basis that 2,464,000,000 Shares are in issue as at the Latest Practicable Date and assuming that no Shares are further issued or repurchased and cancelled or held in treasury prior to the 2026 AGM, if the Issue Mandate is exercised in full, the Directors will be authorised to allot, issue and deal with (including any sale or transfer of treasury shares out of treasury) a maximum of 492,800,000 new Shares, being 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolutions in relation thereto. The Directors wish to state that they have no immediate plan to allot and issue any new Shares under the Issue Mandate.

LETTER FROM THE BOARD

Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 2,464,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled or held in treasury after the Latest Practicable Date and up to the date of the 2026 AGM, the Company would be allowed to repurchase a maximum of 246,400,000 Shares, being 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the resolution in relation thereto.

Subject to the passing of the ordinary resolutions to grant each of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2026 AGM to extend the Issue Mandate by including the number of Shares repurchased and cancelled under the Repurchase Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information, which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the 2026 AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were four Executive Directors, namely Mr. WONG Lam Ping, Mr. SHI Feng, Mr. WONG Lui and Ms. GAO Lan (“**Ms. Gao**”), one NED, Mr. CHAN Kin Sang and three INEDs, namely Mr. XIE Gang (“**Mr. Xie**”), Mr. HE Dingding and Mr. WONG Ping Kuen (“**Mr. Ricky Wong**”).

In accordance with bye-law 84(1) of the Bye-laws, at each AGM one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. According to bye-law 84(2), a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Ms. Gao, Mr. Xie and Mr. Ricky Wong will retire by rotation at the 2026 AGM and, being eligible, will offer themselves for re-election at the 2026 AGM.

Pursuant to code provision B.2.3 of Part 2 the Corporate Governance Code set out in Appendix C1 to the Listing Rules, Mr. Xie has been serving as an INED for more than 9 years, and his re-election will be subject to a separate resolution to be approved by the Shareholders. Mr. Xie, who has never held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group, has confirmed his independence by reference to the factors set out in Rule 3.13 of the Listing Rules. The Board considers that Mr. Xie is still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The Board is not aware of any circumstances that may influence Mr. Xie in exercising his independent judgment.

LETTER FROM THE BOARD

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of Mr. Xie and Mr. Ricky Wong and assessed their independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that they remain independent. In addition, the Nomination Committee had also evaluated the performance of each of Ms. Gao, Mr. Xie and Mr. Ricky Wong (collectively, the “**Retiring Directors**”) during the Year and found their performance satisfactory. Further, the Nomination Committee is of the view that based on the perspectives, skills and experience of the Retiring Directors as set out in Appendix I to this circular, they can bring further contributions to the Board and enhance its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2026 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2026 AGM.

The biographical details of each of the Retiring Directors proposed to be re-elected at the 2026 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

PROCEDURES AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination Committee will recommend to the Board for the appointment of a Director (including an INED) in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to the following (collectively the “**Criteria**”):
 - (a) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (b) Commitment to responsibilities of the Board in respect of available time and relevant interest;
 - (c) Qualifications, including accomplishments and experience in the relevant industries in which the Group’s business is involved;
 - (d) Independence (for INEDs);
 - (e) Reputation for integrity;
 - (f) Potential contributions that the individual is able to bring to the Board; and
 - (g) Plan(s) in place for the orderly succession of the Board;

LETTER FROM THE BOARD

- iii. The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks and third party reference checks;
- iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
- v. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for the proposed appointment;
- vi. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
- vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a NED is considered, the Remuneration Committee will make the recommendation to the Board on the proposed remuneration package;
- viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee, and the Board will thereafter deliberate and decide on the appointment (as the case may be); and
- ix. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept his/her appointment as Director, as the case may be) with the relevant regulatory authorities, if required.

The Nomination Committee will evaluate and recommend the retiring Director(s) to the Board for re-appointment by giving due consideration to the Criteria including but not limited to:

- i. The overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings of the Company where applicable, in addition to the level of participation and performance on the Board and/or its committees; and
- ii. Whether the retiring Director(s) continue(s) to satisfy the Criteria.

The Nomination Committee will evaluate and recommend candidate(s) for the position(s) of the INED(s) by giving due consideration to the factors including but not limited to those set out in Rules 3.10(2) and 3.13 of the Listing Rules in addition to the Criteria.

LETTER FROM THE BOARD

RE-APPOINTMENT OF INDEPENDENT AUDITOR

An ordinary resolution will be proposed at the 2026 AGM to approve the re-appointment of BDO Limited (“**BDO**”), Certified Public Accountants, as the Independent Auditor for FY2027, to hold office until the conclusion of the next AGM and to authorise the Board to determine their remunerations for FY2027.

The estimated audit fee payable to BDO as the Independent Auditor for the audit of the consolidated financial statements of the Group for FY2027 is expected to be HK\$990,000 (exclusive of out-of-pocket expenses and statutory audit fee of the subsidiaries of the Company).

The estimated audit fee has been determined after due consideration and arm’s length negotiations between the Company and BDO after taking into account, among other things, the size, nature and complexity of the Group’s business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group’s operations, accounting policies or regulatory environment during FY2027, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

2026 AGM

The Company will convene the 2026 AGM at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 18 September 2026 at 10:00 a.m., at which the resolutions will be proposed for the purposes of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the Retiring Directors; and (iii) the re-appointment of the Independent Auditor.

A form of proxy for use by the Shareholders in connection with the 2026 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinoharbour.com.hk). If you are not able or do not intend to attend the 2026 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending, speaking and voting in person at the 2026 AGM or its adjournment (as the case may be) should he/she/it so wishes. If the Shareholder attends, speaks and votes at the 2026 AGM, the instrument appointing the proxy will be deemed to have been revoked. The record date for determining the entitlement of the Shareholders to attend, speak and vote at the 2026 AGM will be Friday, 18 September 2026.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the relevant resolutions to be proposed at the 2026 AGM.

LETTER FROM THE BOARD

VOTING BY POLL AT THE 2026 AGM

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 of the meeting, 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 2026 AGM and contained in 2026 AGM Notice will be voted by way of a poll by the Shareholders. An announcement on the poll results of the 2026 AGM will be made by the Company after the 2026 AGM in the manner 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 enquires, 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.

RECOMMENDATION

The Directors consider that, among other matters, (i) the grant of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the Retiring Directors; and (iii) the re-appointment of the Independent Auditor as set out in the 2026 AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the 2026 AGM Notice on pages 18 to 23 of this circular.

GENERAL

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Sino Harbour Holdings Group Limited
WONG Lam Ping
Chairman, Chief Executive Officer,
Executive Director and General Manager

The following are the biographical details of the Directors who will retire as required by the Bye-laws and the Listing Rules and are proposed to be re-elected at the 2026 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. GAO Lan (“Ms. Gao”), Executive Director

Ms. GAO Lan (高嵐), aged 60, has been appointed as an Executive Director since 13 August 2014 and is also a member of the Nomination Committee. Ms. Gao joined the Group in June 2010 as the director of marketing and administration. She has been re-designated as the Group’s director of marketing since November 2013 in order to concentrate on the Group’s marketing affairs.

Ms. Gao graduated from the Jiangxi Industrial University (江西工業大學) in the PRC, the predecessor of Nanchang University (南昌大學), in 1987 with a bachelor’s degree majoring in industrial and civil construction. She was certified as an engineer in 1994 and qualified as a class 2 constructor in 2003.

Ms. Gao has extensive experience in the construction and real estate development industry. She worked at the technology division of the real estate department of Nanchang City Municipal Engineering Development Co., Ltd. (南昌市市政工程開發有限公司) from 1987 to 1993. She joined Hainan Huan Li (Real Estate) Group (海南環立(地產)集團) in 1993, acting as the director of the chief executive officer’s office, and as the deputy general manager of Hainan Huan Li Real Estate Development Co. Ltd. (海南環立房地產開發有限公司). Ms. Gao was the deputy general manager of Shanghai Jing Ja Immovable Investment Consultant Co., Ltd. (上海經佳不動產投資諮詢有限公司) from 2001 to 2006. From 2006 to 2009, she was the deputy general manager of Nanchang Lan Di Consultant Co., Ltd. (南昌藍地顧問有限公司). Afterwards, she joined Jiangxi Jinhai Property Co., Ltd. (江西錦海置業有限責任公司) as the general manager from 2009 to 2010 before joining the Group.

Ms. Gao has entered into a service agreement with the Company for a term of three years commencing on 10 June 2026, which may be terminated by not less than six months’ written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of the Directors as set out in the Bye-laws. Ms. Gao is entitled to an annual remuneration of HK\$300,000. Her emolument was determined by the Board by reference to her responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee and the resolutions of the Shareholders at a general meeting. The aggregate emolument of Ms. Gao received from the Group for the Year amounted to RMB241,000. Ms. Gao is subject to retirement and re-election at the 2026 AGM in accordance with the Bye-laws.

Mr. XIE Gang (“Mr. Xie”), INED

Mr. XIE Gang (解剛), aged 61, became an INED on 4 July 2011. He is also the chairman of each of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee. Mr. Xie was the head representative of AXA Guangzhou representative office from 1995 to 2002, during which period he was responsible for the operation of the representative office and matters relating to establishing branch companies for AXA group. From 2003 to 2008, he was the manager of AXA-Minmetals Assurance Co., Ltd., Guangdong Branch in the PRC and was responsible for government relations, establishing new companies, recruitment, franchise development, risk management, marketing and sales, etc.. Mr. Xie graduated from the Xiamen University in the PRC with a bachelor’s degree in computer science in July 1988.

Mr. Xie has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Xie has entered into a letter of appointment with the Company for a term of one year commencing on 1 April 2026, which may be terminated by not less than one month’s written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of the Directors as set out in the Bye-laws. Mr. Xie is entitled to a director’s fee of HK\$120,000 per annum. His emolument was determined by the Board by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee and the resolutions of the Shareholders at a general meeting. The aggregate emolument of Mr. Xie received from the Group for the Year amounted to RMB109,000. Mr. Xie is subject to retirement and re-election at the 2026 AGM in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Xie was deemed to be interested in 5,902,663 Shares held by his wife, representing approximately 0.24% of the total number of Shares in issue, within the meaning of Part XV of the SFO.

Mr. WONG Ping Kuen (“Mr. Ricky Wong”), INED

Mr. WONG Ping Kuen (黃炳權), aged 39, became an INED on 1 June 2020. He is the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee. He is a member of the Hong Kong Institute of Certified Public Accountants and has over 13 years of experience in the accounting, finance and investment industry. He founded Credito Capital group in September 2015 and is currently the managing director of each of Credito Capital Consulting and Appraisal Limited, a private company incorporated in Hong Kong, and Beijing Credito Capital Investment Fund Management Co. Ltd., a private company incorporated in the PRC. Between December 2011 and July 2014, Mr. Ricky Wong worked in Iatia Ltd, a company previously listed on Australian Securities Exchange and he was responsible for its restructuring as financial controller. He also worked in Deloitte Touche Tohmatsu, Hong Kong from September 2008 to November 2011.

Mr. Ricky Wong was an independent director of AI Transportation Acquisition Corp (stock symbol: AITR) between 15 March 2023 and 17 April 2025, the issued shares of which were previously listed on Nasdaq Stock Exchange. Mr. Ricky Wong was an independent non-executive director of Flydoo Technology Holding Limited (formerly known as WWPKG Holdings Company Limited) (stock code: 8069) between 1 May 2023 and 29 December 2023, the issued shares of which are listed on GEM of the Stock Exchange.

Mr. Ricky Wong graduated from The Hong Kong University of Science and Technology in 2008 with a bachelor’s degree in accounting and information systems (double major). He obtained a master of business administration degree from Peking University, the PRC and a master of business administration degree from National University of Singapore in 2015 and he is currently a Doctor of FinTech candidate in The Hong Kong Polytechnic University.

Mr. Ricky Wong has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Ricky Wong has entered into a letter of appointment with the Company for a term of one year commencing on 1 June 2026, which may be terminated by not less than one month’s written notice served by either party on the other, and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Bye-laws. Mr. Ricky Wong is entitled to a Director’s fee of HK\$180,000 per annum. His emolument was determined by the Board by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee and the resolutions of the Shareholders at a general meeting. The aggregate emolument of Mr. Ricky Wong received from the Group for the Year amounted to RMB164,000. Mr. Ricky Wong is subject to retirement and re-election at the 2026 AGM in accordance with the Bye-laws.

Save as disclosed above, each of the above Directors (i) had not held any other directorships in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to her/him that as at the Latest Practicable Date: (a) she/he did not hold any other positions in the Company or any other members of the Group; (b) she/he did not have any relationship with any other Directors, senior management, substantial shareholder or Controlling Shareholder; and (c) she/he did not have any other interests in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2026 AGM granting the Repurchase Mandate.

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of Shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval of a particular transaction.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,464,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled or held in treasury after the Latest Practicable Date and up to the date of passing such resolution at the 2026 AGM, the Directors would be authorised to repurchase up to a maximum of 246,400,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution. The Repurchase Mandate, if granted at the 2026 AGM, will continue to be in force until (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Bye-laws or any applicable laws of Bermuda; or (iii) the date on which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its licensed securities dealer not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will 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; and (iii) take any other appropriate 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.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share if all or part of the Shares repurchased are cancelled. The Repurchase Mandate will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda and Hong Kong. Any repurchases by the Company may be made out of the capital paid up on the Shares to be repurchased, the funds of the Company which would otherwise be available for dividend or distribution or the proceeds out of any issue of new Shares made for the purpose of the repurchase and, in case of any premium payable on the repurchase out of the funds of the Company which would otherwise be available for dividend or distribution, from sums standing to the credit of the share premium account of the Company. Such repurchase may only be made if on the effective date of repurchase, there is no reasonable grounds for believing that the Company is, and after the repurchase will be, unable to pay its debts as they fall due.

6. IMPACT OF REPURCHASES

There may be a material adverse impact on the working capital or gearing position of the Company as compared with the position as at 31 March 2026, being the date of the latest published audited consolidated financial statements of the Company, in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

7. SHARE PRICES

During each of the 12 months preceding the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

Month	Traded market price per Share (HK\$)	
	Highest	Lowest
2025		
July	0.085	0.070
August	0.077	0.067
September	0.072	0.055
October	0.071	0.061
November	0.066	0.059
December	0.065	0.056
2026		
January	0.099	0.059
February	0.094	0.073
March	0.091	0.076
April	0.095	0.080
May	0.089	0.073
June	0.076	0.048
July (up to and including the Latest Practicable Date)	0.058	0.046

8. DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates of any of the Directors, have any present intention of selling any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries, nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

9. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda.

10. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

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

As at the Latest Practicable Date, to the best of the Directors' knowledge having made all reasonable enquiries:

- (i) Each of Mr. Wong and Ms. Chan was beneficially interested and deemed to be interested in 1,545,745,153 Shares, representing approximately 62.73% of the total number of Shares in issue; and
- (ii) Extra Good was beneficially interested in 1,011,885,120 Shares, representing approximately 41.07% of the total number of Shares in issue.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate and all the Shares repurchased are cancelled, assuming that the present shareholdings and capital structure of the Company remain the same, the interests and/or deemed interests of (i) Mr. Wong and Ms. Chan and (ii) Extra Good, in the Company would be increased to approximately 69.70% and 45.63% of the total number of Shares in issue, respectively and would become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by him/her/it.

The Directors have no intention to exercise the Repurchase Mandate with all the Shares repurchased being cancelled to an extent as may result in the number of the Shares held by the public being reduced to less than 25% of the total number of Shares in issue.

11. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Sino Harbour Holdings Group Limited 漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Sino Harbour Holdings Group Limited (the “**Company**” and the “**AGM**”, respectively) will be held at Room 1215, Tower B, Hunghom Commercial Centre, 37–39 Ma Tau Wai Road, Hunghom, Kowloon, Hong Kong on Friday, 18 September 2026 at 10:00 a.m. (or the adjournment thereof) to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

AS ORDINARY BUSINESSES

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the Company’s independent auditor for the year ended 31 March 2026;
2. (a) To re-elect Ms. GAO Lan as an executive Director; and
(b) To re-elect Mr. WONG Ping Kuen as an independent non-executive Director;
3. To re-elect Mr. XIE Gang as an independent non-executive Director;
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 March 2027;
5. To re-appoint BDO Limited as the Company’s independent auditor for the ensuing year and to authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESSES

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) of this resolution below) of all the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company (the “**Shares**”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) or securities convertible into or exchangeable for Shares, or options, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers 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 authorization given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the amended and restated bye-laws of the Company (the “**Bye-laws**”) in force from time to time, shall not exceed the aggregate of:
 - (i) 20 per cent of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of any Shares repurchased by the Company subsequent to the passing of this resolution (up to equivalent to 10 per cent of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of the passing of this Resolution), and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws, the applicable laws of Bermuda or any other applicable laws; or
- (iii) the date on which the authority set out in this resolution is revoked, varied or renewed by way of an ordinary resolution by the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of the Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).

Any reference to a/an allotment, issue, grant or offer of, or dealing in, Shares shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution below) of all powers of the Company to repurchase its shares (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, subject to and otherwise in accordance with the rules and regulations of the SFC and the Stock Exchange as amended from time to time, the amended and restated bye-laws of the Company (the “**Bye-laws**”) and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of the Shares which may be repurchased or agreed 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 per cent of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws, the applicable laws of Bermuda or any other applicable laws; or
 - (iii) the date on which the authority set out in this resolution is revoked, varied or renewed by way of an ordinary resolution by the shareholders of the Company in a general meeting.”
8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 6 and 7 set out in the notice convening this annual general meeting (the “**Notice**”), the general and unconditional mandate granted to the directors of the Company pursuant to resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares in the capital of the Company (the “**Shares**”) repurchased and cancelled by the Company pursuant to or in accordance with the authority granted under resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10 per cent of the total number of Shares in issue (excluding treasury shares, if any) at the date of the passing of this resolution.”

By Order of the Board
Sino Harbour Holdings Group Limited
WONG Lam Ping
Chairman, Chief Executive Officer,
Executive Director and General Manager

Hong Kong, 31 July 2026

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Principal Place of Business

in Hong Kong:
Room 1215, Tower B,
Hunghom Commercial Centre,
37-39 Ma Tau Wai Road,
Hunghom, Kowloon,
Hong Kong

Notes:

1. The register of members of the Company (the “**Register of Members**”) will be closed from Monday, 14 September 2026 to Friday, 18 September 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible for attending, speaking and voting at the AGM to be held on Friday, 18 September 2026, non-registered members of the Company (the “**Members**”) must lodge all duly completed and signed transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Friday, 11 September 2026. The record date for the Shareholders’ above entitlement will be Friday, 18 September 2026.
2. A Member entitled to attend and vote at the AGM convened by the Notice is entitled to appoint another person as his/her/its proxy to attend, speak and, on a poll, vote instead of him/her/it. A Member who is the holder of two or more Shares may appoint one or more proxies to attend the AGM, speak and, on a poll, vote on his/her/its behalf. A proxy needs not be a Member. If more than one proxy is so appointed, the appointment shall specify the number and class of the Shares in respect of which each such proxy is so appointed.
3. A form of proxy for use in connection with the AGM is enclosed. If you are unable to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending, speaking and voting in person at the AGM or its adjournment should he/she/it so wish and in such event, the authority of the proxy shall be deemed to be revoked.
4. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the AGM or its adjournment.
5. In the case of joint holders of any Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
6. In relation to the proposed resolutions numbered 2(a) and 2(b) and numbered 3 above, Ms. GAO Lan, Mr. WONG Ping Kuen and Mr. XIE Gang will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company’s circular dated 31 July 2026 (the “**Circular**”).
7. In relation to the proposed resolution numbered 5 above, the board of Directors (the “**Board**”) concurs with the views of the audit committee of the Board and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.
8. In relation to the proposed resolutions numbered 6 and 8 above, the Directors have no immediate plans to issue any new Shares.
9. In relation to the proposed resolution numbered 7 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.
10. In compliance with Rule 13.39(4) of the Listing Rules, voting on all the proposed resolutions set out in the Notice will be decided by way of a poll.

NOTICE OF ANNUAL GENERAL MEETING

11.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force or an “extreme condition” announcement is made within three hours before the time fixed for the holding of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled or the extreme condition does not exist within three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, the Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
12. The translation into Chinese language of the Notice is for reference only. In case of any inconsistency, the English version shall prevail.