
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Envision Greenwise Holdings Limited (the “Company”), you should at once hand this circular to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



ENVISION GREENWISE HOLDINGS LIMITED

晉景新能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

**(1) DECLARATION OF FINAL DIVIDEND,
(2) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(3) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM (as defined herein) to be held at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 28 August 2026 at 10:00 a.m. is set out in this circular. A form of proxy for use at the AGM (or any adjournment thereof) is also enclosed with this circular.

Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and in any event no less than 48 hours before the time appointed for holding the AGM (i.e., no later than 10:00 a.m. on Wednesday, 26 August 2026 or any adjournment thereof. 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.

5 August 2026

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT	9
APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	13
NOTICE OF AGM	AGM-1

DEFINITIONS

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 at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 28 August 2026 at 10:00 a.m. (Hong Kong time)
“AGM Notice”	the notice convening the AGM as set out on pages AGM-1 to AGM-5 of this circular
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Business Day(s)”	any day(s) (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Envision Greenwise Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange (Stock Code: 1783)
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961 as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	4 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company currently in force
“Nomination Committee”	the nomination committee of the Company
“Proposed Extension Mandate”	to extend the Proposed Issue Mandate to the Directors to issue and allot additional Shares by adding the number of Shares repurchased by the Company under the Proposed Repurchase Mandate
“Proposed Issue Mandate”	a general mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares, if any) as at the date of passing of the proposed ordinary resolution at the AGM
“Proposed Repurchase Mandate”	a general mandate to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding any treasury Shares, if any) as at the date of passing of the proposed ordinary resolution at the AGM
“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)”	ordinary share(s) of nominal or par value of HK\$0.005 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers (as amended from time to time)
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



ENVISION GREENWISE HOLDINGS LIMITED

晉景新能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

Executive Directors:

Mr. Kwok Chun Sing (*Chairman*)
Mr. Zhan Zhi Hao (*Chief Executive Officer*)
Ms. Kwok Ho Yee (*Chief Operating Officer*)
Mr. Tang Chi Kin

Non-executive Director:

Mr. Fei Yiping

Independent non-executive Directors:

Mr. Hau Wing Shing Vincent
Prof. Sit Wing Hang
Mr. Yu Chung Leung
Mr. Lam John Cheung-wah

Registered Office:

P. O. Box 500
Suite 210 2nd Floor
Windward III Regatta Office Park
Grand Cayman KY1-1106
Cayman Islands

*Headquarters, Head Office and
Principal Place of Business in
Hong Kong:*

Room 2901 & 09-10, 29/F.
China Resources Building
26 Harbour Road, Wanchai
Hong Kong

5 August 2026

To the Shareholders

Dear Sir or Madam,

**(1) DECLARATION OF FINAL DIVIDEND,
(2) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(3) PROPOSED RE-ELECTION OF DIRECTORS,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following matters to be put forward at the AGM for Shareholders' consideration and, if thought fit, approval of, among other things:

- (i) the declaration of final dividend;
- (ii) the grant of the Proposed Issue Mandate to the Directors;

LETTER FROM THE BOARD

- (iii) the grant of the Proposed Repurchase Mandate to the Directors;
- (iv) the grant of the Proposed Extension Mandate to the Directors;
- (v) the re-election of Directors.

DECLARATION OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended the payment of a final dividend of HK\$0.01 per Share for the year ended 31 March 2026 out of the share premium account of the Company. The proposed final dividend is subject to passing resolution numbered 2 set out in the AGM Notice by the Shareholders in the AGM and will be paid on or around Wednesday, 23 September 2026 to the Shareholders whose names appear on the register of members of the Company at the close of business Tuesday, 8 September 2026.

Pursuant to section 34(2)(a) of the Companies Act, the share premium account may be applied by the Cayman Islands company subject to the provisions, if any, of its memorandum or articles of association in such manner as the company may, from time to time, determine including, but without limitation, paying distributions or dividends to members. Provided that no distribution or dividend may be paid to members out of the share premium account unless, immediately following the date on which the distribution or dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to payment of the final dividend out of share premium account, the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the final dividend is proposed to be paid.

Pursuant to Article 154 of the Articles of Association, subject to the Companies Act and the Articles of Association, the Cayman Company in general meeting may declare Dividends in any currency but no dividends shall exceed the amount recommended by the Board. Pursuant to Article 155(c) of the Articles, the Board may in addition from time to time declare and pay special Dividends of such amounts and on such dates and out of such distributable funds of the Cayman Company as it thinks fit.

The final dividend is intended to be paid out entirely of the share premium account pursuant to the Articles of Association and in accordance with the Companies Act.

As at 31 March 2026, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the share premium account was HK\$971,685,000. The Board proposed to use an amount of HK\$28,893,423 standing to the credit of the share premium account for the payment of the final dividend. Following such payment there will be a remaining balance of HK\$942,791,577 standing to the credit of the share premium account.

Reasons for the payment of final dividend out of the share premium account

The Board considers it unnecessary to maintain the share premium account at its current level. The Directors consider that the declaration and proposed payment of the final dividend out of the share premium account is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the payment of final dividend out of the share premium account

The payment of the final dividend out of the share premium account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

The payment of the final dividend out of share premium account will not affect the underlying business, operations or management of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial.

Save as the aforesaid expenses, the Directors consider that the payment of final dividend out of share premium account will not have a material adverse effect on the financial position of the Company.

The payment of the final dividend out of the share premium account is conditional upon, among others, the following being fulfilled:

- (a) the passing of an ordinary resolution by the Shareholders to approve the payment of the final dividend out of the share premium account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the final dividend is paid will be, unable to pay its liabilities as they become due in the ordinary course of business.

In order to establish the identity of the Shareholders who are entitled to the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, 3 September 2026. The register of members of the Company will be closed from Friday, 4 September 2026 to Tuesday, 8 September 2026, both days inclusive, during which period no transfer of Shares will be registered.

PROPOSED GENERAL MANDATES

Pursuant to the resolutions of the then Shareholders passed on 19 September 2025, the Directors were granted by the then Shareholder (i) a general and unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the total number of Shares in issue as at the date thereof; (ii) a general and unconditional mandate to repurchase Shares up to 10% of the total number of Shares in issue as at the date thereof; and (iii) to extend the general and unconditional mandate mentioned in (i) above by the addition of an amount representing the total number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above. The existing general mandates will expire at the conclusion of the AGM.

LETTER FROM THE BOARD

It is therefore proposed to seek the Shareholders approval by way of ordinary resolutions to be proposed at the AGM to approve the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 5 to 6 set out in the AGM Notice for details of the Proposed Issue Mandate and Proposed Repurchase Mandate.

The Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate, if approved by the Shareholders at the AGM, will continue to be in force until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,889,342,280 Shares and the Company held no treasury shares. Assuming no further Shares are to be issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Proposed Issue Mandate will grant to the Directors an authority to issue up to 577,868,456 Shares and the Proposed Repurchase Mandate will grant the Directors an authority to repurchase up to 288,934,228 Shares.

An explanatory statement containing all relevant information relating to the Proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary, as required by the Listing Rules, to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate.

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises nine Directors, namely Mr. Kwok Chun Sing, Mr. Zhan Zhi Hao, Ms. Kwok Ho Yee, Mr. Tang Chi Kin, Mr. Fei Yiping, Mr. Hau Wing Shing Vincent, Prof. Sit Wing Hang, Mr. Yu Chung Leung and Mr. Lam John Cheung-wah.

Article 108 of the Articles of Association provides that at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those 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. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Kwok Chun Sing, Mr. Tang Chi Kin and Professor Sit Wing Hang shall retire at the AGM and being eligible, would offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Article 112 of the Articles of Associations provides that any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. Accordingly, Mr. Fei Yiping shall retire at the AGM and being eligible, would offer himself for re-election at the AGM.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Kwok Chun Sing, Mr. Tang Chi Kin, Mr. Fei Yiping and Professor Sit Wing Hang to the Board for it to recommend to Shareholders for re-election at the AGM. Biographical details of the Directors who are standing for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

The Board is of the view that the re-appointment of Professor Sit Wing Hang ("**Prof. Sit**") will contribute to the diversity of the Board. Prof. Sit has extensive experience in public administration and engineering, the Board considers that he would contribute valuable expertise to the Company's regulatory compliance.

In reviewing the structure, size and composition of the Board and in proposing individuals for re-election as Directors at the AGM, the Nomination Committee and the Board had also taken into account their respective contributions to the Board and their commitment to their roles, meritocracy and various aspects set out in the board diversity policy of the Company, including but not limited to gender, age, cultural, educational background, experience (professional or otherwise), skills and knowledge.

ANNUAL GENERAL MEETING

The AGM will be held at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 28 August 2026 at 10:00 a.m.. The AGM Notice is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and in any event no less than 48 hours before the time appointed for holding the AGM (i.e., no later than 10:00 a.m. on Wednesday, 26 August 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned thereof should you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The record date for determining Shareholders' right to attend and vote at the AGM is Friday, 28 August 2026. In order to be entitled to attend and vote at the AGM, 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 24 August 2026. For the purpose of determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 August 2026 to Friday, 28 August 2026 (both days inclusive), during which period no transfer of Shares will be registered.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM 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 (as defined in the Note to rule 13.39(4) of the Listing Rules) to be voted on by a show of hands.

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

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 Group. 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.

RECOMMENDATION

The Directors believe that the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favor of these resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text shall prevail over the Chinese text in this circular.

On behalf of the Board of
Envision Greenwise Holdings Limited
Kwok Chun Sing
Chairman and executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which is summarised below:

The Listing Rules provide that proposed repurchase of shares by such company must be approved in advance by way of an ordinary resolution, either of a specific approval of a particular transaction or of a general mandate to the Directors to make such repurchase.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 2,889,342,280 Shares and the Company did not have any treasury shares. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 288,934,228 Shares, representing 10% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of passing of the resolution, during the period from the date of the passing of the resolution to the earliest of the conclusion of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company immediately after the AGM is required to be held by the Articles of Association or any applicable laws or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting (“**Proposed Repurchase Period**”).

3. REASONS FOR THE REPURCHASE

The Directors believe that the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved at the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share. The Proposed Repurchase Mandate will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

If the Company repurchases any Shares pursuant to the Proposed 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 repurchase of Shares are made.

4. STATUS OF REPURCHASE OF SHARES

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 broker 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.

5. FUNDING OF REPURCHASE OF SHARES

Repurchase of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

6. GENERAL

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 March 2026) in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

7. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2025		
August	4.44	3.61
September	4.48	3.76
October	4.11	2.80
November	3.43	3.07
December	3.22	2.90
2026		
January	3.48	3.10
February	3.35	3.08
March	3.31	3.01
April	3.25	3.04
May	3.89	3.05
June	6.42	3.87
July	6.07	3.41
August (up to the Latest Practicable Date)	4.95	4.32

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will only exercise the powers of the Company to make repurchase pursuant to the Proposed Repurchase Mandate in the proposed resolution in accordance with the Listing Rules and all applicable laws, rules and regulations of the Cayman Islands from time to time in force, and the Articles of Association.

The Company confirms that neither the explanatory statement nor the Proposed Repurchase Mandate has any unusual features.

9. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

10. FROM CORE CONNECTED PERSONS

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

11. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to the Proposed 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 purposes of rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' 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.

As at the Latest Practicable Date, Mr. Kwok Chun Sing is interested in an aggregate of 1,301,738,000 Shares or approximately 45.05% of the issued share capital of the Company, in which (i) directly owns 180,000,000 Shares; (ii) through his wholly-owned company, Chun Yip International Investment Limited, interested in 1,096,898,000 Shares; and (iii) 24,840,000 Shares held by Marvel Sing Limited, which is a company incorporated in the BVI with limited liability being wholly-owned by Circle Corporate Services Limited, the trustee of Marvel Sing Trust, which is a discretionary trust established by Mr. Kwok as settlor, with Mr. Kwok being the beneficiary.

In the event that the Proposed Repurchase Mandate is exercised in full, assuming that the present shareholdings and capital structure of the Company remains the same, the aggregate interest in the Company held by Mr. Kwok Chun Sing would be increased to approximately 50.06% of the issued share capital of the Company and such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Currently, the Directors have no intention to exercise the powers of the Company to make repurchase of Shares. In any event, the Directors do not intend to exercise the Proposed Repurchase Mandate to an extent which will trigger the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

12. SHARES REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

DETAILS OF DIRECTORS FOR RE-ELECTION

The brief biographical details of the Directors proposed to be re-elected at the AGM are set out below.

Mr. Kwok Chun Sing (郭晉昇), M.H., J.P., (“Mr. Kwok”)

Mr. Kwok Chun Sing, M.H., J.P. (郭晉昇), aged 52, is the chairman of the Board and an executive Director. He was appointed as vice-chairman of the Board and executive Director on 12 August 2022. He was redesignated as the chairman of the Board on 11 January 2023. He is also the chairman of Nomination Committee. He has been awarded EMBA degree in Macau University of Science and Technology and has over 25 years of experience in the environmental technology and new energy industries. He founded the Hong Kong Recycling Chamber of Commerce in 2015 and has been serving as its president. Since 2021, he has been a director of CR Environmental Protection Technology Research (Shenzhen) Co., Ltd.* (華潤環保應用技術研究(深圳)有限公司).

In addition, Mr. Kwok currently also participates in community associations such as the co-founder of the Hong Kong Coalition, a member of the Chinese General Chamber of Commerce and a member of the Chinese People’s Political Consultative Conference of Qingyuan City, Guangdong Province. He was also a member of the 6th Election Committee for Chief Executive of Hong Kong. Mr. Kwok was awarded the Medal of Honor by the Government of the HKSAR and was appointed as a Justice of the Peace.

Mr. Kwok has entered into a service contract with the Company in relation to his appointment as executive Director for a term of three years commencing from 12 August 2022 and shall continue unless terminated by either party giving to the other not less than one month’s prior written notice.

Pursuant to the terms of the service contract, he is entitled to an annual remuneration of HK\$1,560,000, which 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 of the Company and the resolutions of the shareholders of the Company at a general meeting.

As at the Latest Practicable Date, Mr. Kwok is interested in (i) an aggregate of 1,301,738,000 Shares or approximately 45.05% of the issued share capital of the Company, in which 180,000,000 Shares is directly held by him and 1,096,898,000 Shares is held by Chun Yip International Investment Limited, a company wholly-owned by him; and (ii) 24,840,000 Shares held by Marvel Sing Limited, which is a company incorporated in the BVI with limited liability being wholly-owned by Circle Corporate Services Limited, the trustee of Marvel Sing Trust, which is a discretionary trust established by Mr. Kwok as settlor, with Mr. Kwok being the beneficiary.

Save as disclosed above, Mr. Kwok did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Kwok as an executive Director nor is there any other information required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. Tang Chi Kin (“Mr. Tang”)

Mr. Tang Chi Kin (鄧志堅), aged 63, was appointed as an executive Director on 24 January 2022. Mr. Tang is the director of Well Brand Development Limited and Smart Mind Construction Limited, companies incorporated in Hong Kong, which are principally engaged in construction. Mr. Tang is also serving as the chairman of the Hong Kong Industrial and Commercial Association Limited – Tai Po Branch and the vice-president of Hong Kong Hakka Associations.

Mr. Tang has over 30 years’ experience in working in the field of construction industry and he is responsible for broadening the business network and exploring new opportunities of development of the Group. Mr. Tang graduated from his secondary school in the Mainland China.

Mr. Tang has entered into a service contract with the Company in relation to his appointment as executive Director for an initial three years with effect from 24 January 2022 subject to early termination in accordance with the terms of the Service Agreement. Mr. Tang is also subject to retirement by rotation and re-election and other related provisions as stipulated in the Articles of Association and the Listing Rules. The remuneration of Mr. Tang has not yet been fixed and will be determined by the remuneration committee of the Company based on his duties and responsibilities, the Company’s performance and profitability, industry norm and general market conditions.

As at the Latest Practicable Date, Mr. Tang is (i) directly interested in 80,640,000 Shares, representing approximately 2.79% of the total issued share capital of the Company; and (ii) 24,840,000 Shares held by Strong Extend Limited. Strong Extend Limited is a company incorporated in the BVI with limited liability being wholly-owned by Circle Corporate Services Limited, the trustee of Strong Extend Trust, which is a discretionary trust set up by Mr. Tang Chi Kin as the settlor, with Mr. Tang being the beneficiary.

Save as disclosed above, Mr. Tang did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Tang as an executive Director nor is there any other information required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Mr. Fei Yiping (“Mr. Fei”)

Mr. Fei Yiping (費怡平), aged 63, was appointed as a non-executive Director on 16 January 2026. He has extensive knowledge and experience in management and accounting. Mr. Fei served as chief financial officer at CITIC Pacific Limited from May 2009 to December 2023. Mr. Fei served as a director of Grand Foods Holdings Limited (“Grand Foods”), the holding entity managing McDonald’s business in Mainland China, Hong Kong and Macau from July 2017 to November 2024, and as the chairperson and a member of the audit, compliance and risk management committee of the board of directors of Grand Foods from January 2018 to November 2024. Mr. Fei previously held various senior finance and executive positions at CITIC Group from 1991 to 2009.

Mr. Fei also served as (i) a non-executive director of Frontier Services Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 500), from March 2020 to September 2024; (ii) a non-executive director of CITIC Telecom International Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1883), from January 2010 to February 2013 and from June 2016 to May 2024; and (iii) a non-executive director of Dah Chong Hong Holdings Limited, a company previously listed on the Main Board of the Stock Exchange (stock code: 1828) and was withdrawn from listing on the Stock Exchange on 10 January 2020) from January 2010 to January 2020.

Mr. Fei received his master’s degree in business administration from the University of Edinburgh in the United Kingdom in December 1997 and received his bachelor’s degree in engineering from Beijing Institute of Iron (北京鋼鐵學院) (currently known as The University of Science and Technology Beijing (北京科技大學)) in the PRC in July 1985. Mr. Fei is a fellow certified practising accountant (FCPA) of CPA Australia.

Pursuant to the terms of the appointment letter entered into between the Company and Mr. Fei, Mr. Fei’s term of appointment as a non-executive Director is one year commencing from 16 January 2026, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Fei is entitled to a fixed director’s fee of HK\$180,000 per annum, which has been determined by the Board with reference to his duties, responsibilities, performance and results of the Group. Either the Company or Mr. Fei may terminate said appointment letter by giving no less than one month’s notice in writing to the other.

Save as disclosed above, Mr. Fei did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. Fei as a non-executive Director nor is there any other information required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

Prof. Sit Wing Hang, GBS, JP (“Prof. Sit”)

Prof. Sit Wing Hang, GBS, JP (薛永恒), aged 65, was appointed as an independent non-executive Director on 20 October 2023. He is also the chairman of the Remuneration Committee and member of each of the audit committee of the Company and the Nomination Committee. He joined the Hong Kong Government in 1984 and was promoted to the Director of Electrical and Mechanical Services and Electrical & Mechanical Services Trading Fund General Manager in 2017. He was in charge of electrical and mechanical safety and promotion of energy efficiency and conservation in Hong Kong, as well as the provision of engineering services for electrical and mechanical assets of the Hong Kong SAR Government. He served as the Secretary for Innovation and Technology of the Hong Kong SAR Government from April 2020 to 30 June 2022. Prof. Sit was awarded the Gold Bauhinia Star and was appointed as a Justice of the Peace by the Hong Kong SAR Government.

Prof. Sit is currently the Chief Executive and Secretary of the Hong Kong Institution of Engineers. He also serves as a Senior Advisor to the President and Vice-Chancellor and Honorary Professor of the Hong Kong Baptist University, and a Professor of Practice of the Hong Kong Polytechnic University.

Prof. Sit is an electrical engineer by profession and has over 40 years of experience in public administration. He is a fellow member of the Hong Kong Institution of Engineers. He was the President of the Hong Kong Institution of Facility Management and Chairman of the Biomedical Division of the Hong Kong Institution of Engineers.

Prof. Sit is also currently serving as an independent non-executive director of Regal Partners Holdings Limited (formerly known as Morris Home Holdings Limited), a company listed on the main board of the Stock Exchange (stock code: 1575) since July 2023, an independent non-executive director of Wai Yuen Tong Medicine Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 897) since December 2023, an independent non-executive director of Xiamen Jihong Co., Ltd, a company listed on the main board of the Stock Exchange (stock code: 2603) since February 2024, an independent non-executive director of China State Construction Development Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 830) since April 2025.

Pursuant to the terms of the appointment letter entered into between the Company and Prof. Sit, Prof. Sit’s term of appointment as an independent non-executive Director is one year commencing from 20 October 2023, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Prof. Sit is entitled to a fixed director’s fee of HK\$180,000 per annum, which has been determined by the Board with reference to his duties, responsibilities, performance and results of the Group. Either the Company or Prof. Sit may terminate said appointment letter by giving no less than one month’s notice in writing to the other.

The Board has received from Prof. Sit a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Prof. Sit also confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, Prof. Sit did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company, (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, or (iv) hold any directorship in any other listed company (whether in Hong Kong or overseas) in the last three years.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Prof. Sit as an independent non-executive Director nor is there any other information required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

NOTICE OF AGM



ENVISION GREENWISE HOLDINGS LIMITED

晉景新能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of shareholders of Envision Greenwise Holdings Limited (the “**Company**”) will be held at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 28 August 2026 at 10:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditor of the Company for the year ended 31 March 2026;
2. To declare a final dividend of HK\$0.01 per share of the Company (the “**Shares**”, each a “**Share**”) for the year ended 31 March 2026 out of the share premium account of the Company.
3.
 - (a) To re-elect Mr. Kwok Chun Sing as an executive Director;
 - (b) To re-elect Mr. Tang Chi Kin as an executive Director;
 - (c) To re-elect Mr. Fei Yiping as a non-executive Director;
 - (d) To re-elect Professor Sit Wing Hang as an independent non-executive Director; and
 - (e) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Baker Tilly Hong Kong Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration;

NOTICE OF AGM

To, as special business, consider and, if thought fit, pass the following resolutions (with or without amendments) as ordinary resolutions:

5. “THAT:

- (a) Subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 (the “**Shares**”) of par value HK\$0.005 each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any 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 and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (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 (excluding any treasury Shares, if any) as at the time of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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).”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is 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 to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, 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 to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares (excluding any treasury Shares, if any) as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF AGM

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- 7. “**THAT** conditional upon the passing of resolutions 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 5 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution 6 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares (excluding any treasury Shares, if any) as at the date of passing this resolution.”

On behalf of the Board of
Envision Greenwise Holdings Limited
Kwok Chun Sing
Chairman and executive Director

Hong Kong, 5 August 2026

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order 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 thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

NOTICE OF AGM

5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution No. 3, all applicable Directors will retire from office at the Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to the circular of the Company dated 5 August 2026.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 6 above is set out in Appendix I to the circular of the Company dated 5 August 2026.
8. The record date for determining Shareholders' right to attend and vote at the AGM is Friday, 28 August 2026. In order to be qualified to attend and vote at the Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 August 2026. The register of members of the Company will be closed from Tuesday, 25 August 2026 to Friday, 28 August 2026 (both days inclusive), during which period no transfer of shares will be effected.
9. A form of proxy for use by shareholders at the Meeting is enclosed.

As at the date of this notice, the Board comprises four executive Directors, namely, Mr. Kwok Chun Sing, Mr. Tang Chi Kin, Mr. Zhan Zhi Hao and Ms. Kwok Ho Yee, one non-executive Director, namely Mr. Fei Yiping and four independent non-executive Directors, namely, Mr. Hau Wing Shing Vincent, Mr. Yu Chung Leung, Mr. Lam John Cheung-wah and Prof. Sit Wing Hang.