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Tycoon Group Holdings Limited

滿貫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3390)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**Meeting**”) of Tycoon Group Holdings Limited (“**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 11 September 2026 at 11:30 a.m., to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the proposed revised annual caps in respect of the continuing connected transactions contemplated under the master sale and purchase agreement dated 28 March 2025 entered into between TALENT SMART HOLDINGS LIMITED and DYNASTY GARDEN LIMITED (“**2025 Master Sale and Purchase Agreement**”) (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) (as varied and supplemented by the Supplemental Agreement (as defined in the circular to the shareholders of the Company dated 21 August 2026 (“**Circular**”))), a copy of which is marked “B” and initialled by the chairman of the meeting for identification) for the two years ending 31 December 2026 and 31 December 2027 as set out in the Circular be and are hereby approved; and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the revised annual caps in respect of the continuing connected transactions contemplated under the 2025 Master Sale and Purchase Agreement (as varied and supplemented by the Supplemental Agreement) for the two years ending 31 December 2026 and 31 December 2027.”

On behalf of the Board
Tycoon Group Holdings Limited
滿貫集團控股有限公司
Mr. Wong Ka Chun Michael
*Chairman, Executive Director and
Chief Executive Officer*

Hong Kong, 21 August 2026

Registered Office:

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

*Head office and principal place of
business in Hong Kong:*

Room 14, 8/F
Wah Wai Centre
38-40 Au Pui Wan Street
Shatin, New Territories
Hong Kong

Notes:

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the Meeting. A proxy needs not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and to attend and vote in his stead at the Meeting.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he was solely entitled to vote, but if more than one of such joint holders are present at the Meeting, the most senior holder shall alone be entitled to vote, whether personally or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names stand in the register of members of the Company.
4. In order to be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 11:30 a.m. on Wednesday, 9 September 2026 or not less than 48 hours before the time appointed for holding of the adjourned or postponed Meeting (as the case may be). Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the Meeting or any adjournment or postponement thereof should such shareholder so wishes, and in such event, the instrument appointing a proxy previously submitted shall be deemed revoked.

5. For the purposes of determining eligibility of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time to lodge transfer documents for registration4:30 p.m. on Monday, 7 September 2026

Closure of register of members Tuesday, 8 September 2026 to
Friday, 11 September 2026 (both days inclusive)

Record dateFriday, 11 September 2026

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

6. If a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning is in force in Hong Kong at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be automatically postponed to a later date. When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the Company of the date, time and location of the rescheduled meeting.

As at the date of this notice, the Board comprises one executive Director, namely Mr. Wong Ka Chun Michael; four non-executive Directors, namely Mr. Cao Ran, Ms. Liang Yan, Ms. Li Ka Wa Helen and Mr. Lau Ka On David; and three independent non-executive Directors, namely Mr. Chung Siu Wah, Ms. Chan Ka Lai Vanessa and Mr. Mak Chung Hong (also known as Mak Tommy Chung Hong).