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HKE Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1726)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of HKE Holdings Limited (the "**Company**") will be held at 3:00 p.m. on 26 November 2026 at Unit 2414-2416, 24/F, China Merchants Tower Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements, the report of the directors of the Company (the "**Directors**" and each a "**Director**") and the independent auditor's report of the Company and its subsidiaries for the year ended 30 June 2026.

2. (A) To re-elect Mr. Lin Ho Man as an executive Director;

   (B) To re-elect Mr. Cheng Yiu Mo as a non-executive Director;

   (C) To re-elect Mr. Siu Man Ho Simon as an independent non-executive Director;

   (D) To re-elect Mr. Choi Tan Yee as an independent non-executive Director; and

   (E) To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

3. To re-appoint Moore CPA Limited as the independent auditor of the Company and to authorise the Board to fix their remuneration.

4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) "**THAT**:

(a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares (including the sale or transfer of treasury shares, if any) in the share capital of the Company or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors (including the sale or transfer of treasury shares, if any) pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for shares of the Company; (iv) the exercise of options granted under any share option scheme of the Company or similar arrangement for the time being adopted by the Company; or (v) any issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the second amended and restated articles of association of the Company, shall not exceed 20% of the aggregate number of shares of the Company (excluding treasury shares, if any) in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution, "Relevant Period" means the period from the 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; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the second amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

"Rights Issue" means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register 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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

(B) "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the applicable laws and requirements of the Listing Rules, the Securities and Future Commission or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of issued shares of the Company (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 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; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the second amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or

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

(C) "**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) above being passed, the unconditional general mandate referred to in the resolution numbered 4(A) above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company pursuant to the unconditional general mandate referred to in the resolution numbered 4(B) above, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company (excluding treasury shares, if any) in issue as at the date of passing of this resolution."

SPECIAL RESOLUTION

5. To consider and, if thought fit, pass the following resolution as a special resolution:

"**THAT** (i) the proposed amendments (the "**Proposed Amendments**") to the existing second amended and restated memorandum of association and the existing second amended and restated articles of association of the Company (collectively, the "**Existing M&A**"), the details of which are set out in Appendix III to the circular of the Company dated 23 October 2026, be hereby approved; (ii) the new third amended and restated memorandum of association and the new third amended and restated articles of association of the Company (collectively, the "**New M&A**") incorporating all the Proposed Amendments, copies of which have been produced to this meeting marked "B" for identification purpose and signed by the chairman of the AGM, be hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the Exiting M&A respectively with immediate effect and (iii) that any Director or company secretary or the registered office provider of the Company be hereby authorised to do all such acts and things and execute all such documents and (where required) under seal of the Company as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Amendments and the adoption of the New M&A and to attend to any necessary registration and/or filing for and on behalf of the Company."

By Order of the Board
HKE Holdings Limited
Lin Ho Man
Chairman and Executive Director

Hong Kong, 23 October 2026

Head Office and Principal Place of Business in Hong Kong:
Unit 2414-2416, 24/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Notes:

1. Any shareholder of the Company ("**Shareholder**") entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote on behalf of him/her/it. A Shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. A proxy needs not be a Shareholder.

2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share of the Company as if he/she/it were solely entitled thereto; but if more than one of such joint holders be 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 of the Company in respect of such share of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint registered holder(s).

3. In order to be valid, the form of proxy must be deposited 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, at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish and in such event, the instrument appointing a proxy shall be deemed to have been revoked.

4. For the purpose of determining the rights to attend and vote at the AGM, the register of members of the Company will be closed from 23 November 2026 to 26 November 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on 20 November 2026. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is 26 November 2026.

5. The mandates referred in the resolutions 4(A) and 4(B) above are mandates as contemplated by articles 67(vi) and 67(vii) of the second amended and restated articles of association of the Company, respectively.

6. There will be no food and beverage services and no distribution of gifts at the AGM.

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Lin Ho Man and Mr. Koh Lee Huat, two non-executive Directors, namely, Mr. Cheng Yiu Mo and Mr. Lim Kai Jia Kesley and four independent non-executive Directors, namely Mr. Siu Man Ho Simon, Prof. Pong Kam Keung, Mr. Choi Tan Yee and Ms. Lam Lam Nixie.