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



Chuanglian Holdings Limited

創聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2371)

**PROPOSALS FOR (I) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE
TO ISSUE SHARES; (II) RE-ELECTION OF RETIRING DIRECTORS;
(III) ELECTION OF NEW DIRECTOR;
(IV) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the annual general meeting of Chuanglian Holdings Limited (the “**Company**”) to be held at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 November 2026 at 3:00 p.m. (the “**AGM**”) to approve the matters referred to in this circular.

A form of proxy for the AGM is enclosed in this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy and return it to the Company at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, or the Company’s Hong Kong Share registrar and transfer office, Boardroom Share Registrar (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

26 October 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 November 2026 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM;
“Articles” or “Articles of Association”	the articles of association of the Company (as amended from time to time);
“Board”	the board of Directors;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Companies Act”	the Companies Act (as revised), formerly known as the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Company”	Chuanglian Holdings Limited;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares (including any sale or transfer of treasury shares, if any) not exceeding 20% of the issued Shares (excluding any treasury shares) as at the date of passing the resolution for approving the issue mandate;

DEFINITIONS

“Latest Practicable Date”	15 October 2026, being the latest practicable date prior to the printing of this circular;
“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 (as amended from time to time);
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, and as amended, supplemented or otherwise modified from time to time;
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution for approving the repurchase mandate;
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, 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; and
“%”	per cent.

LETTER FROM THE BOARD



Chuanglian Holdings Limited

創聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2371)

Executive Directors:

Mr. Gao Yongzhi (*Chief Executive Officer*)
Mr. Li Jia
Ms. Gao Rui

Independent Non-executive Directors:

Mr. Leung Siu Kee
Mr. Wu Yalin
Ms. Wang Shuping

Registered Office:

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

Principal Place of Business

in Hong Kong:

Rooms 2009-18, 20/F.
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

26 October 2026

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR (I) GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE
TO ISSUE SHARES; (II) RE-ELECTION OF RETIRING DIRECTORS;
(III) ELECTION OF NEW DIRECTOR;
(IV) RE-APPOINTMENT OF AUDITORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the extension of the Issue Mandate; (d) the re-election of retiring Directors; (e) election of new Director; and (f) re-appointment of auditors.

LETTER FROM THE BOARD

An explanatory statement contains all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders at the annual general meeting of the Company held on 18 December 2025. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant the Directors a new general and unconditional mandate to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of the AGM.

The Issue Mandate allows the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of treasury shares out of treasury) only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Memorandum and Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

As at the Latest Practicable Date, the Company had 688,378,950 Shares of HK\$0.1 each in issue. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 137,675,790 new Shares (including any sale or transfer of treasury shares out of treasury) under the Issue Mandate, representing 20% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing of the ordinary resolution in relation thereto.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders at the annual general meeting of the Company held on 18 December 2025. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of the AGM.

LETTER FROM THE BOARD

The Repurchase Mandate allows the Company to make repurchases of Shares (excluding any treasury shares) only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Memorandum and Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

As at the Latest Practicable Date, the Company had 688,378,950 Shares of HK\$0.1 each in issue. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 68,837,895 Shares (excluding any treasury shares) under the Repurchase Mandate, representing 10% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing of the ordinary resolution in relation thereto.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an amount representing the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the issued Shares (excluding any treasury shares) at the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS AND RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS

In accordance with article 86(3) of the Memorandum and Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after the Director's appointment, and shall then be eligible for re-election.

In accordance with article 87(1) of the Memorandum and Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), 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 at an annual general meeting of the Company at least once every three years.

LETTER FROM THE BOARD

Pursuant to the aforementioned, Ms. Gao Rui, who was appointed as an executive Director on 12 August 2026 to fill a casual vacancy, will hold office until the AGM and, being eligible, will offer herself for re-election at the AGM. Mr. Gao Yongzhi, being a Director retiring by rotation in accordance with article 87(1), will retire from office and, being eligible, will offer himself for re-election at the AGM. Mr. Wu Yalin, also retiring by rotation in accordance with article 87(1), has informed the Company that he will not seek re-election at the AGM in light of the new development and requirements of the Listing Rules, and he also understands and support the Company's corporate governance approach of conducting orderly Board refreshment. Accordingly, Mr. Wu Yalin will retire at the conclusion of the AGM. Mr. Wu Yalin has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to his retirement. Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

As all the independent non-executive Directors have served for more than nine years on the Board, the Company is required under the code provision B.2.4(a) of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, to disclose the length of tenure of each existing independent non-executive Director on a named basis. The length of tenure of each of the independent non-executive Director which as at the Latest Practicable Date were approximately as follows:

Name	Date of Appointment	Length of Tenure
Mr. Leung Siu Kee	22 December 2009	16 years
Ms. Wang Shuping	11 January 2013	13 years
Mr. Wu Yalin	30 December 2016	9 years

In considering whether an independent non-executive Director who has served on the Board for more than nine years remains independent, the nomination committee of the Company (the “**Nomination Committee**”) evaluated factors including (i) the experience and knowledge of the Director brings to the Company; (ii) the attendance, active participation and consistent ability to express independent views; and (iii) the provision of continuity and stability to Board level management, given the Director's deep insight into the business of the Company. The Nomination Committee specifically assessed the contributions and commitment of Mr. Leung Siu Kee, Ms. Wang Shuping and Mr. Wu Yalin, concluding that the three individuals possesses the required integrity, skills, and experience to continue in fulfilling their roles, and that their long tenure has not impaired their independence judgment. All three individuals meet the independence guidelines under Rule 3.13 of the Listing Rules, as they have never engaged in daily management that could interfere with their independence, and there is no evidence their tenure has compromised it. The Nomination Committee has considered the above factors and further assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules, and affirmed that Mr. Leung Siu Kee, Ms. Wang Shuping and Mr. Wu Yalin remain independent.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the composition of the Board, the qualifications, skill and experience, time arrangement and contributions of the retiring Directors with reference to the Company's board diversity policy and corporate strategy, recommended to the Board that Mr. Gao Yongzhi, and Ms. Gao Rui, who are retiring at the AGM, be nominated for re-election at the AGM. The Board has accepted the recommendation and believes that their re-election would be in the best interests of the Company and Shareholders as a whole. Each of the retiring Directors has abstained from voting at the relevant Nomination Committee and/or Board meeting on the respective propositions for their re-election by the Shareholders.

ELECTION OF NEW DIRECTOR

According to code provision B.2.4(b) of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if all the independent non-executive directors of an issuer have served more than nine years on the board, the issuer should appoint a new independent non-executive director on the board at the forthcoming annual general meeting. As disclosed in the preceding paragraphs, as at the Latest Practicable Date, all the independent non-executive Directors have served for more than nine years on the Board.

The Nomination Committee deploys multiple channels to identify suitable director candidates, including referrals from Directors, shareholders, management and advisors of the Company. Upon compilation and interview of potential candidates, the Nomination Committee will make recommendations based on the selection criteria and such other factors that it considers appropriate for consideration by the Board. The Board has the final authority on determining suitable director candidate for appointment.

The Nomination Committee has recommended, and the Board has accepted such recommendation of, the proposed election of Ms. Zhao Ming as a new independent non-executive Director.

The Nomination Committee has reviewed the structure and composition of the Board, the Board's diversity policy, as well as the qualifications, skills and experience of Ms. Zhao Ming. The Nomination Committee considers that Ms. Zhao Ming is independent and possesses the relevant experience and attributes that will complement the existing skills and diversity of the Board. The Nomination Committee is also of the view that Ms. Zhao Ming has the willingness and ability to devote sufficient time to the Board.

Ms. Zhao Ming has confirmed her independence with reference to the independence guidelines set out in Rule 3.13 of the Listing Rules. The biographical details of Ms. Zhao Ming, who is proposed to be elected as a new independent non-executive Director, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITORS

SHINEWING (HK) CPA Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company for the year ending 30 June 2027, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix its remuneration for the year ending 30 June 2027.

It is expected that the audit fee for the year ending 30 June 2027 will be in the range of approximately HK\$1,300,000 to HK\$1,600,000. This estimate is based on discussions between the Company and SHINEWING (HK) CPA Limited, taking into account the complexity of the Company's operations, the planned business activities for the period, the expected audit scope, the proposed audit timetable, and the resources required by SHINEWING (HK) CPA Limited to perform the audit. Barring any material changes to the Company's operations, engagement schedule, financial reporting framework or information technology infrastructure, as well as the emergence of any new accounting complexities or significant transactions, the final audit fee is not expected to deviate significantly from the estimated range. As SHINEWING (HK) CPA Limited is relatively familiar with the Group's financial position and affairs, the Board considers that the estimated fee is fair and reasonable based on the facts and circumstances known at the relevant time.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to article 66 of the Memorandum and Articles of Association. The results of poll will be published on the websites of the Stock Exchange and the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Friday, 13 November 2026 to Wednesday, 18 November 2026, both days inclusive. During such period, no share transfers will be effected. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM is Wednesday, 18 November 2026. In order to qualify for attending and voting at the AGM, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar and transfer office, Boardroom Share Registrar (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Thursday, 12 November 2026.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 November 2026 at 3:00 p.m. is set out in the accompanying notice of AGM in pages 17 to 21 of this circular, containing, *inter alia*, ordinary resolutions in relation to the granting of Issue Mandate and Repurchase Mandate and extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, re-election of retiring Directors, retirement of independent non-executive Director who has served for more than nine years, election of new Director and re-appointment of auditors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website at (www.chinahrt.com). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and delivered to the Company at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, or the Company's Hong Kong share registrar and transfer office, Boardroom Share Registrar (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wish.

RECOMMENDATION

The Board consider that the resolutions as set out in the notice of AGM including the granting of Issued Mandate and Repurchase Mandate, the extension of the Issue Mandate, re-election of retiring Directors, election of new Director, and re-appointment of auditors are all in the best interests of the Company and the Shareholders. The Board therefore recommend the Shareholders to vote in favour of all the resolutions at the AGM.

Yours faithfully,
On behalf of the Board
Chuanglian Holdings Limited
Gao Yongzhi
Chief Executive Officer and executive Director

This is an explanatory statement given to all Shareholders, as required by the Rule 10.06(1)(b) of the Listing Rules, to provide requisite information of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Under the Repurchase Mandate, the number of Shares that may repurchase shall not exceed 10% of the issued shares of the Company at the date of the passing of the relevant resolutions. As at the Latest Practicable Date, there were in issue an aggregate of 688,378,950 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate, and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 68,837,895 Shares (being 10% of the Shares in issue) during the period up to the next annual general meeting or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and Share price at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase of the Shares will benefit the Company and the Shareholders as a whole.

3. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 30 June 2026, the Directors consider that there might be material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. However, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels.

4. FUNDING OF REPURCHASES

Repurchase of the Shares will be funded out of the funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the applicable laws of the Cayman Islands and Hong Kong and the Listing Rules.

The Company is empowered by the Memorandum and Articles of Association to repurchase Shares. The Companies Act provides that Shares may only be purchased out of the profits of the Company or out of the proceeds of a new issue of Shares made for such purpose or, if so authorised by the the Memorandum and Articles of Association and subject to the provisions of the Companies Act, out of capital.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associations (as defined in the Listing Rules) have any present intention, in the event that the proposed resolution for the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company pursuant to the Repurchase Mandate.

At the Latest Practicable Date, no core connected person (as defined in the Listing Rules) 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 do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors confirmed that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase of its Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Memorandum and Articles of Association and any applicable laws of the Cayman Islands.

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

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, 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, or take any other 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.

The Directors consider that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. 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 a repurchase of Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined under the Takeovers Code), depending on the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

8. SHARE REPURCHASE MADE BY THE COMPANY

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

9. SHARE PRICES

The highest and lowest prices at which the Shares on Stock Exchange during each of the previous 12 months prior to the Latest Practicable Date were as follows:

Month	Traded Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
October	0.390	0.310
November	0.360	0.280
December	0.380	0.270
2026		
January	0.395	0.203
February	0.305	0.200
March	0.300	0.231
April	0.285	0.220
May	0.255	0.204
June	0.260	0.174
July	0.240	0.176
August	0.223	0.175
September	0.215	0.164
October (up to the Latest Practicable Date)	0.164	0.128

Note: The above share prices before 2 January 2026 have been adjusted having taken into account the share consolidation which became effective on 2 January 2026.

The biographical and other details of the retiring Directors standing for re-election and the new Director for election at the AGM as required by the Listing Rules are set out below:

Mr. GAO Yongzhi (“**Mr. Gao**”), aged 54, was appointed as an executive Director and chief executive officer on 25 February 2022 and 28 February 2022 respectively. He is also a director of a number of subsidiaries of the Company. Mr. Gao is a private investor and has extensive knowledge and years of experience in investment markets of the PRC and Hong Kong. He has rich experience in business negotiation and project management, and is familiar with the relevant investment environment and policies in PRC and Hong Kong as well as overseas.

Mr. Gao entered into a formal service contract with the Company for a fixed term of 3 years commencing from 25 February 2025 and can be terminated by either party with a written notice of not less than 1 month, but in any event subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the Memorandum and Articles of Association. Mr. Gao is entitled to a monthly emolument of HK\$30,000. This fee was determined after arm’s length negotiation between Mr. Gao and the Company, with reference to market conditions and his experience and qualifications.

As at the Latest Practicable Date, Mr. Gao is beneficially interested in 69,643,557 shares of the Company, representing approximately 10.12% of the total issued shares of the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, Mr. Gao did not (i) hold any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) hold any other positions in the Company or any of its subsidiaries; (iii) have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; (iv) have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; or (v) hold any other major appointments or qualification. There is no other information relating to Mr. Gao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter concerning Mr. Gao that needs to be brought to the attention of the Shareholders.

Ms. GAO Rui (“**Ms. Gao**”), aged 41, was appointed as an executive Director on 12 August 2026. She is currently the Chief Compliance Officer at Beijing Chuanglian Education Investment Company Limited*. Ms. Gao graduated from Beijing University of Chemical Technology with a Master’s degree in Project Management. She holds an Intermediate-level Professional Qualification Certificate for The Professional at Publishing and the qualification of Senior Enterprise Human Resource Management Professional. Since 2016, Ms. Gao has been with Beijing Chuanglian Education Investment Company Limited*, having held positions including director of the President’s Office, Vice President and Chief Compliance Officer. At the same time, Ms. Gao serves as the legal representative and/or director of several subsidiaries of the Company, including but not limited to Beijing Chuanglian Education Investment Co. Ltd.* (北京創聯教育投資有限公司), Beijing Chuanglian Guopei Cloud Technology Company Limited* (北京創聯國培雲科技有限公司), Beijing Shitu Online Education Consulting Company Limited* (北京事途在線教育諮詢有限公司), Tianjin Jinren Education Consulting Service Company Limited* (天津津人教育諮詢服務有限公司), Beijing Zhongjin Insurance Brokerage Limited* (北京中金保險經紀有限公司), Beijing Chuanglian Guochen Education Technology Company Limited* (北京創聯國辰教育科技有限公司) and Guopei Wang (Beijing) Education Technology Company Limited* (國培網(北京)教育科技有限公司). She is primarily responsible for corporate compliance management and possesses extensive experience in corporate management, project management, risk assessment and control, financial management and investment management.

Ms. Gao has entered into a formal service contract with the Company, which sets out the terms of her appointment as an executive Director and commenced on 12 August 2026 for a fixed term of one year. The appointment is subject to termination by either party with a written notice of not less than 1 month, and in any event to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Gao is entitled to a monthly salary of RMB30,000 (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits), which was determined upon negotiation between Ms. Gao and the Company at arm’s length on the basis of her previous experience and professional qualifications as well as the prevailing market condition.

As at the Latest Practicable Date, Ms. Gao did not hold any interest or was deemed to be interested in any shares of the Company (within the meaning of Part XV of the SFO).

Save as disclosed above, Ms. Gao did not (i) hold any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) hold any other positions in the Company or any of its subsidiaries; (iii) have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; (iv) have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; or (v) hold any other major appointments or qualification. There is no other information relating to Ms. Gao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter concerning Mr. Gao that needs to be brought to the attention of the Shareholders.

* *For identification purposes only*

The biographical details of **Ms. Zhao Ming** (“**Ms. Zhao**”), who is proposed to be appointed as an independent non-executive Director at the AGM, are set out below:

Ms. Zhao, aged 44, holds a master’s degree in accountancy and a bachelor’s degree in accountancy from South China University of Technology. She is a member of CPA Australia. Ms. Zhao has worked for a number of companies listed on the Stock Exchange and was mainly responsible for finance and mergers and acquisitions. She has over 18 years of working experience in finance, accounting, taxation, treasury and listed companies in Hong Kong and the PRC. She is currently the investment director of a private enterprise group in the PRC. Ms. Zhao was appointed as an independent non-executive director of Easyhold Group Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1703) on 10 March 2025.

Upon passing of the resolution in relation to the proposed appointment of Ms. Zhao as an independent non-executive Director, Ms. Zhao will enter into a formal service contract with the Company for a fixed term of 1 year commencing from the date thereof, which may be terminated by either party giving to the other not less than one month’s prior written notice. Her appointment shall be subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the Memorandum and Articles of Association. Ms. Zhao will be entitled to a monthly emolument of HK\$10,000, which was determined after arm’s length negotiation between Ms. Zhao and the Company, with reference to market conditions and her experience and qualifications.

Save as disclosed above, Ms. Zhao did not (i) hold any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) hold any other positions in the Company or any of its subsidiaries; (iii) have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; or (iv) hold any other major appointment or qualifications.

As at the Latest Practicable Date, Ms. Zhao is beneficially interested in 7,200 shares of the Company, representing approximately 0.001% of the total issued shares of the Company (within the meaning of Part XV of the SFO). Ms. Zhao has also confirmed that: (i) she meets the independence guidelines set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she 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 her independence at the time of her appointment. The Nomination Committee and the Board are of the view that Ms. Zhao has met the independence requirements set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information relating to Ms. Zhao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter concerning Ms. Zhao that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



Chuanglian Holdings Limited

創聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2371)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Chuanglian Holdings Limited (the “**Company**”) will be held at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 18 November 2026 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 30 June 2026;
2.
 - (a) To re-elect Mr. Gao Yongzhi as an executive director of the Company (the “**Director(s)**”);
 - (b) To re-elect Ms. Gao Rui as an executive Director;
 - (c) To elect Ms. Zhao Ming as an independent non-executive Director; and
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

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By way of special business of the Company, to consider and, if thought fit, pass with or without amendments, the following resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), 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 any sale or transfer of treasury shares (which shall have the meaning ascribed to it under Listing Rules) out of treasury) in the capital of the Company (the “**Shares**”) or securities convertible into such Shares, or options, warrants, or similar rights to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including 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 unissued Shares) during or after the end of the Relevant Period;
- (c) the aggregate number of Shares 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; (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part a dividend pursuant to the memorandum and articles of association of the Company (the “**Memorandum and 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, shall not exceed 20% of the aggregate number of the issued Shares (excluding any treasury shares) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

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- (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 by the Memorandum and Articles of Association or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company (the **“Shareholders”**) in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares open for a period fixed by the Company or the Directors to the Shareholders 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).

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

5. **“THAT:**

- (a) subject to paragraph (b) 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 on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission (the **“SFC”**) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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(b) the aggregate number of Shares 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 issued Shares (excluding any treasury shares) 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 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 by the memorandum and articles of association of the Company or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** conditional upon resolution Nos. 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares in the Company pursuant to the said resolution No. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate amount of Shares repurchased by the Company under the authority granted to the Directors pursuant to the said resolution No. 5, provided that such number shall not exceed 10% of the aggregate number of the issued Shares (excluding any treasury shares) at the date of passing of this resolution.”

On behalf of the Board
Chuanglian Holdings Limited
Gao Yongzhi
Chief Executive Officer and executive Director

Hong Kong, 26 October 2026

Registered office:

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

Principal place of business

in Hong Kong:
Rooms 2009-18, 20/F.
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

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Notes:

1. Any Shareholder entitled to attend and vote at the above meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/its and vote on his/her/its behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at the Company at Rooms 2009-18, 20/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong or the Company's Hong Kong share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the meeting.
3. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the above meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Share(s), any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such Share(s) as if he/she/it is solely entitled thereto, but if more than one of such joint holders are present at the above meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding of the Share(s).
5. The register of members of the Company will be closed from Friday, 13 November 2026 to Wednesday, 18 November 2026, both days inclusive, during which period no transfers of shares shall be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the above meeting is Wednesday, 18 November 2026. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 November 2026.

As at the date of this notice, the Board comprises Mr. Gao Yongzhi, Mr. Li Jia and Ms. Gao Rui as executive Directors; Mr. Leung Siu Kee, Mr. Wu Yalin and Ms. Wang Shuping as independent non-executive Directors.