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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular, 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 Newtrend Group Holding Co., Ltd., you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**新琪安集團股份有限公司**  
**(Newtrend Group Holding Co., Ltd.)**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2573)**

**(1) RESOLUTION ON GRANTING GENERAL MANDATE TO THE BOARD  
TO ISSUE NEW SHARES**  
**(2) RESOLUTION ON THE ELECTION OF NON-EMPLOYEE  
REPRESENTATIVE SUPERVISOR**  
**(3) RESOLUTION ON APPROVAL OF ADJUSTING BOARD MEMBERS  
COMPENSATION**  
**AND**  
**(4) NOTICE OF THE FIRST EXTRAORDINARY  
GENERAL MEETING IN 2026**

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A notice convening the EGM of Newtrend Group Holding Co., Ltd. to be held at Meeting Room No. 1 of Newtrend Group Holding Co., Ltd., No. 8, Huandaobei Road, Jinggangshan Economic and Technological Development Zone, Ji'an, Jiangxi, the PRC at 10:00 a.m. on Tuesday, 20 January 2026 is set out on pages EGM-1 to EGM-2 of this circular.

If you intend to attend the EGM by proxy, you are required to return the duly completed form of proxy attached hereto according to the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m. on Monday, 19 January 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed invalid.

\* All dates and times in this circular refer to Hong Kong dates and times.

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## CONTENTS

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	<i>Page</i>
<b>Definitions . . . . .</b>	<b>1</b>
<b>Letter from the Board . . . . .</b>	<b>3</b>
<b>Appendix I – Biography of Candidate for the Third Session of the Supervisory Board . . . . .</b>	<b>I-1</b>
<b>Notice of the First Extraordinary General Meeting in 2026 . . . . .</b>	<b>EGM-1</b>

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## DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors of the Company
“Company”	Newtrend Group Holding Co., Ltd. (新琪安集團股份有限公司), formerly known as Ji An Newtrend Technology Co., Ltd. (吉安市新琪安科技有限公司) and Newtrend Technology Co., Ltd. (新琪安科技股份有限公司), a company initially established in the PRC with limited liability on 8 September 2006, and converted into a joint stock company with limited liability on 4 December 2017, and the H Shares of which are listed on the Main Board of the Stock Exchange on 10 June 2025 (stock code: 2573)
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of our Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“EGM”	the extraordinary general meeting of the Company to be held in the form of an on-site meeting at Meeting Room No. 1 of Newtrend Group Holding Co., Ltd., No. 8, Huandaobei Road, Jinggangshan Economic and Technological Development Zone, Ji’an, Jiangxi, the PRC at 10:00 a.m. on Tuesday, 20 January 2026
“H Share(s)”	overseas-listed foreign shares in the share capital of our Company with a nominal value of RMB1.00 per H Share which is/are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“He Win”	He Win Hong Kong Holdings Co., Limited
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of EGM”	The notice of the EGM dated 31 December 2025 is set out on pages EGM-1 to EGM-2 of this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each, comprising H Shares and Domestic Shares
“Shareholder(s)”	Holders of Shares
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Board”	the board of Supervisors of the Company

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## LETTER FROM THE BOARD

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### 新琪安集團股份有限公司 (Newtrend Group Holding Co., Ltd.)

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 2573)

*Executive Directors:*

Mr. Wang Xiaoqiang (Chairman)  
Mr. Wang Hao  
Ms. Chen Lijun  
Mr. Wu Dingfeng  
Ms. Zuo Yue

*Registered address and principal place of business in the PRC:*

Jinggangshan Economic and Technological  
Development Zone  
Ji'an, Jiangxi  
the PRC

*Non-executive Directors:*

Mr. Xiao Fan

*Principal place of business in Hong Kong:*

1915, 19/F  
Lee Garden One  
33 Hysan Avenue Causeway Bay  
Hong Kong

*Independent non-executive Directors:*

Ms. Song Jingjin  
Ms. Li Ling  
Mr. Lo Kwing Yu

31 December 2025

*To the Shareholders*

Dear Sir or Madam,

- (1) RESOLUTION ON GRANTING GENERAL MANDATE TO THE BOARD  
TO ISSUE NEW SHARES**  
**(2) RESOLUTION ON THE ELECTION OF NON-EMPLOYEE  
REPRESENTATIVE SUPERVISOR**  
**(3) RESOLUTION ON APPROVAL OF ADJUSTING BOARD MEMBERS  
COMPENSATION  
AND**  
**(4) NOTICE OF THE FIRST EXTRAORDINARY  
GENERAL MEETING IN 2026**

#### INTRODUCTION

The purpose of this circular is to provide you with the Notice of the EGM and information on the resolutions to be considered at the EGM to enable you to make an informed decision on whether to vote for, against, or abstain from such resolutions at the EGM.

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## LETTER FROM THE BOARD

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### I. RESOLUTION ON GRANTING GENERAL MANDATE TO THE BOARD TO ISSUE NEW SHARES

A special resolution regarding the granting of a general mandate to the Board will be submitted to Shareholders for consideration and approval at the EGM.

To promptly seize market opportunities, the Board proposes that the Company's general meeting grant the Board a general and unconditional mandate to decide to issue, allot, grant, and deal with new Shares of the Company (including shares, securities convertible into Shares and/or options, warrants or similar rights to subscribe for such Shares or convertible securities) up to a maximum of 20% of the number of issued Shares of the Company (excluding treasury shares), either separately or concurrently (the "**General Mandate**").

#### (I) The Authorisations

Details of the General Mandate include but are not limited to:

1. To grant the Board of the Company the General Mandate during the Relevant Period (as defined below) to decide, based on market conditions and the Company's needs, to issue, allot, grant, and deal with new Shares of the Company (including shares, securities convertible into Shares and/or options, warrants, or similar rights to subscribe for such Shares or convertible securities), either separately or concurrently, conditionally or unconditionally, up to a maximum of 20% of the number of issued shares of the Company (excluding treasury shares) as of the date on which this resolution is approved by the general meeting, and to make or grant related decisions to exercise such rights.

As of the date of this circular, the Company had 96,231,234 Shares in issue. Therefore, subject to the General Mandate to issue shares being approved by the Shareholders by way of a special resolution and on the basis that the issued share capital remains unchanged from the date of this circular, up to the date of the EGM, the Board may separately or concurrently allot, issue, grant and deal with a maximum of 19,246,246 Shares (representing 20% of the total issued Shares of the Company, excluding any treasury shares (if any)) pursuant to the General Mandate to be granted by the Shareholders.

2. To authorise the Board of the Company, when exercising the aforesaid General Mandate, to formulate and implement specific plans, including but not limited to: (1) the type and number of securities and/or other similar rights to be issued, allotted, granted and dealt with; (2) the pricing method and/or price (including price range); (3) the recipients and whether to include existing Shareholders; (4) the commencement and closing dates; (5) the specific use of proceeds; (6) making or granting other decisions that may be necessary to exercise such rights; and (7) other content that should be included in specific plans as required by relevant laws, regulations and other normative documents, relevant regulatory authorities, and the exchange on which the Company is listed.

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## LETTER FROM THE BOARD

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3. To authorise the Board of the Company to engage intermediary institutions in respect of the issuance, allotment, granting and dealing with securities, to approve and execute all acts, documents and other relevant matters necessary or related thereto; to consider, approve and, on behalf of the Company, execute agreements related thereto, including but not limited to subscription agreements, placement agreements, underwriting agreements, and engagement agreements with intermediary institutions.
4. To authorise the Board of the Company to consider, approve, and, on behalf of the Company, execute the relevant statutory documents required to be submitted to the relevant regulatory authorities; to carry out approval procedures required by regulatory authorities and places in which the Company is listed, and to complete all necessary records, registrations and filings with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable).
5. To authorise the Board of the Company to amend, as required by domestic and overseas regulatory authorities, the related agreements and statutory documents.
6. To authorise the Board of the Company to approve the change in registered capital of the Company (if necessary) after the implementation of the specific plan, make appropriate and necessary amendments to the relevant contents of total share capital and shareholding structure in the Articles, and carry out the relevant approval, registration and filing procedures pursuant to domestic and overseas statutory requirements.
7. To approve that, subject to the Board of the Company having obtained the aforementioned authorisations and unless otherwise stipulated by laws and regulations, the Board may further delegate the aforementioned authorisations to the chairman of the Board and/or his/her authorised person(s), to jointly or severally sign, execute, amend, complete, and submit all agreements, contracts, and documents related to the General Mandate.
8. The Board of the Company may exercise the foregoing authorisations only in compliance with all applicable laws, regulations, and requirements of governmental or regulatory authorities.

### (II) Period of Authorization

The aforesaid authorisations shall not exceed the Relevant Period. “Relevant Period” as referred to in this resolution shall be the period commencing from the date on which this resolution is adopted by a special resolution of the general meeting until the conclusion of the Company’s next annual general meeting, or the date on which the authorisations set out herein are revoked or amended by a special resolution of any general meeting of the Company, whichever is earlier.

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## LETTER FROM THE BOARD

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If, during the Relevant Period, the Board or its authorised person(s) has signed necessary documents, completed necessary procedures or taken the relevant actions, and such documents, procedures or actions may need to be performed, carried out or continued at or after the end of the aforesaid Relevant Period until completion, the Relevant Period shall be extended accordingly.

### **II. RESOLUTION ON THE ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR**

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the election of non-employee representative supervisor.

The Company has received a nomination letter from Shareholder He Win, nominating Mr. Mao Yu as a candidate for non-employee representative Supervisor of the third session of the Supervisory Board. The election of Mr. Mao Yu is subject to the consideration and approval by the Shareholders at the EGM by way of an ordinary resolution. His term of office shall commence from the date on which the resolution for his election as a non-employee representative of the third session of the Supervisory Board is passed by Shareholders via an ordinary resolution at the EGM, and shall continue until the expiry of the term of the third session of the Supervisory Board. Pursuant to the Articles, Mr. Mao Yu is eligible for re-election upon the expiry of his term of office.

Reference is made to the announcement of the Company dated 31 December 2025 in relation to, among other things, the proposed change of Supervisor. As mentioned in the said announcement, Ms. Guo Lideng has tendered her resignation as a non-employee representative Supervisor of the Company due to personal work arrangement. Her resignation will take effect from the date on which the non-employee representative Supervisors of the third session of the Supervisory Board are elected at the EGM. Ms. Guo Lideng has confirmed that she has no disagreement with the Supervisory Board in any aspect, and there are no other matters in relation to her retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

Pursuant to Rule 13.51(2) of the Listing Rules, the biography of the above candidate for non-employee representative Supervisor required to be disclosed is set out in Appendix I to this circular.

Upon the approval by the Shareholders at the EGM by way of an ordinary resolution on the election of Mr. Mao as a non-employee representative Supervisor of the Company, the Company will enter into a service contract with Mr. Mao. During his term of office as a non-employee representative Supervisor of the Company, Mr. Mao will not receive any compensation from the Company.



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## LETTER FROM THE BOARD

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### III. RESOLUTION ON APPROVAL OF ADJUSTING BOARD MEMBERS COMPENSATION

An ordinary resolution regarding approval of adjusting Board members compensation will be proposed to Shareholders at the EGM.

To better coordinate and standardise the Company's compensation management system, attract and motivate talent, and ensure that compensation is fair, reasonable, lawful, and competitive, the following compensation adjustment plan for Board members is hereby proposed by the Board after consideration and approval by the remuneration committee of the Board:

The Board resolved to propose adjustments to the allowances of certain independent non-executive Directors, with Ms. Song Jingjin and Ms. Li Ling both receiving an annual allowance of RMB62,000 before tax. In addition, they shall not be entitled to any other remuneration or social security benefits from the Company, nor shall they participate in any internal performance evaluations linked to compensation within the Company.

### IV. THE FIRST EXTRAORDINARY GENERAL MEETING IN 2026

The EGM will be held in the form of an on-site meeting at Meeting Room No. 1 of Newtrend Group Holding Co., Ltd., No. 8, Huandaobei Road, Jinggangshan Economic and Technological Development Zone, Ji'an, Jiangxi, the PRC at 10:00 a.m. on Tuesday, 20 January 2026, to consider and, if thought fit, to approve the resolutions in respect of the matters described above. The Notice of the EGM is set out in this circular.

To determine the list of H Shareholders of the Company entitled to attend and vote at the EGM, the register of members of H Shares will be closed from Thursday, 15 January 2026 to Tuesday, 20 January 2026, both days inclusive, during which no transfer of H Shares will be registered. H Shareholders whose names appear on the register of members of the Company as of Tuesday, 20 January 2026 will be entitled to attend and vote at the EGM. To be eligible to attend and vote at the EGM, holders of H Shares of the Company must lodge all completed and signed transfer documents, together with the relevant share certificates and other appropriate documents, with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 14 January 2026 for registration.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish at that time. In such event, the instrument appointing a proxy shall be deemed invalid.

The resolutions to be proposed at the EGM will be voted on by way of poll.

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## LETTER FROM THE BOARD

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### RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolutions set out in the Notice of the EGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favor of the resolutions to be proposed at the EGM.

By order of the Board  
**Newtrend Group Holding Co., Ltd.**  
**Mr. Wang Xiaoqiang**  
*Chairman and Executive Director*

**SUPERVISOR CANDIDATE**

Mr. Mao, aged 32, has been working as an investment promotion specialist at Ji'an Industrial Investment Co., Ltd.\* (吉安市工業投資有限公司) since August 2024, and he has been appointed as a director at He Win Hong Kong Holdings Co., Limited (合贏香江控股有限公司) since May 2025. Mr. Mao also has the following working experience:

From January 2018 to March 2019, he was employed by Guangzhou Bangpin Intellectual Property Agency Co., Ltd.\* (廣州邦品知識產權代理有限公司) as an intellectual property consultant. He then served as an intellectual property consultant at Guangzhou Sino-Three Circles Patent & Trademark Agency Co., Ltd.\* (廣州三環專利商標代理有限公司) from March 2019 to January 2020. From January 2020 to March 2024, he served as an agent at Shanghai Deyou Real Estate Consulting Co. Ltd\* (上海德佑物業顧問有限公司).

He possesses relevant work experience in corporate investment promotion and operations, real estate investment promotion, and intellectual property consulting. He graduated and obtained his bachelor degree from Nanchang Institute of Science & Technology in Jiangxi Province, the PRC, in July 2017, specializing in automotive service engineering. Mr. Mao holds the Exam Pass Certificate for the Fund Qualification Examination (基金從業人員資格考試成績合格證) issued by the Asset Management Association of China.

Mr. Mao confirmed that, save as disclosed above, as of the Latest Practicable Date: (1) he does not hold any other position in the Company or any of its subsidiaries, nor has he held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (2) has no other major appointments and professional qualifications; (3) he does not have any relationship with any other Director, Supervisor, senior management, substantial shareholder, controlling shareholder of the Company; (4) he does not have any interests in the Shares of the Company as defined in Part XV of the Securities and Futures Ordinance; and (5) he does not have any matter regarding his proposed election as a non-employee representative Supervisor which shall be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter regarding his proposed election as a non-employee representative Supervisor that needs to be brought to the attention of the Shareholders.

\* For identification purpose only

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# NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2026

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## 新琪安集團股份有限公司 (Newtrend Group Holding Co., Ltd.)

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 2573)

### NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2026

**Notice is hereby given** that the first extraordinary general meeting in 2026 (the “**EGM**”) of Newtrend Group Holding Co., Ltd. (the “**Company**”) will be held in the form of an on-site meeting at Meeting Room No. 1 of Newtrend Group Holding Co., Ltd., No. 8, Huandaobei Road, Jinggangshan Economic and Technological Development Zone, Ji'an, Jiangxi, the PRC at 10:00 a.m. on Tuesday, 20 January 2026, to consider and, if thought fit, to approve the following resolutions:

#### SPECIAL RESOLUTION

- (1) To consider and approve the resolution on granting to the Board the General Mandate to issue new Shares

#### ORDINARY RESOLUTIONS

- (2) To consider and approve the resolution on the election of non-employee representative supervisor of the third session of the Supervisory Board
- (3) To consider and approve the resolution on adjusting Board members compensation

By order of the Board  
**Newtrend Group Holding Co., Ltd.**  
**Mr. Wang Xiaoqiang**  
*Chairman of the Board and Executive Director*

Ji'an, PRC, 31 December 2025

*Notes:*

#### 1. Closure of register of members and eligibility for attending and voting at the EGM

To determine the list of H Shareholders of the Company entitled to attend and vote at the EGM, the register of members of H Shares will be closed from Thursday, 15 January 2026 to Tuesday, 20 January 2026 (both days inclusive), during which no transfer of H Shares will be registered. H Shareholders whose names appear on the register of members of the Company as at Tuesday, 20 January 2026 will be entitled to attend and vote at the EGM. To be eligible to attend and vote at the EGM, holders of H Shares of the Company must lodge all completed and signed transfer documents, together with the relevant share certificates and other appropriate documents, with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 14 January 2026 for registration.

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# NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2026

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## 2. Proxy

Any Shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. However, the relevant proxy form must specify the class and number of Shares represented by each proxy. Shareholders attending in person or by proxy may cast one vote for each Share held. A proxy need not be a Shareholder of the Company but must attend the EGM in person to represent the relevant Shareholder. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director or duly authorised attorney. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised. In order to be valid, the proxy form together with the notarised power of attorney or other authorisation document (if any) must be deposited at the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders), or at the Company's headquarters and principal place of business in the PRC, at No. 8, Huandaobei Road, Jinggangshan Economic and Technological Development Zone, Ji'an, Jiangxi, the PRC (for domestic Shareholders) not less than 24 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m. on Monday, 19 January 2026) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes. In such circumstances, the instrument appointing a proxy shall be deemed invalid.

## 3. Voting by poll

According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. As such, the resolutions set out in this notice of EGM will be voted on by way of poll. The results of the poll will be published on the website of the Company ([www.newtrend-group.com](http://www.newtrend-group.com)) and the HKExnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) in accordance with the Listing Rules.

## 4. Registration procedures for attending the EGM

Shareholders shall produce their identification documents and stock account cards when attending the EGM. If a proxy attends the EGM on behalf of a shareholder, he/she should produce his/her identification document and a written power of attorney issued by the shareholder. If a representative of a corporate shareholder attends the EGM, such representative shall produce his/her identification document and valid proof that can prove his/her qualification as legal representative; and where he/she appoints a proxy to attend the meeting, the proxy shall produce his own identity card, and the written power of attorney legally issued by the legal representative of the corporate shareholder (except for shareholders that are Recognised Clearing Houses or their agents).

## 5. Other matters

The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM (and any adjournment thereof) shall produce their identity documents. Shareholders or their appointed proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.

Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 31 December 2025.

Details of the above resolution to be proposed at the EGM are set out in the circular of the Company dated 31 December 2025.

## 6. The dates and times set out in this notice are Hong Kong dates and times.

## 7. Contact details of the Company are set out as follows:

Address: No. 8, Huandaobei Road,  
Jinggangshan Economic and Technological  
Development Zone, Ji'an, Jiangxi, the PRC  
Tel: +86 796 8404916  
Contact: Zhengmo  
Email: [longteng@newtrend-group.com](mailto:longteng@newtrend-group.com)