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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Softcare Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or 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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Softcare Limited
樂舒適有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2698)

**PROPOSALS FOR
GENERAL MANDATE AND
REPURCHASE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS
RE-APPOINTMENT OF AUDITORS
DISTRIBUTION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Softcare Limited to be held at CONFERENCE ROOM NO. 1, 45/F, CITIC PLAZA, NO. 233 TIANHE NORTH ROAD, GUANGZHOU, PRC on Friday, 8 May 2026 at 3:00 p.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.softcarehome.com).

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 3:00 p.m. on Wednesday, 6 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

15 April 2026

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held on Friday, 8 May 2026 at 3:00 p.m. or any adjournment thereof, the notice of which is set out on pages 18 to 23 of this circular
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (As Revised), Cap. 22 of the Cayman Islands
“Company”	Softcare Limited (樂舒適有限公司) (formerly known as Sunda International Limited), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued and the number of treasury shares of the Company to be resold under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares or resell treasury shares of the Company not exceeding 20 per cent of the number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting the General Mandate

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 April 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Listing Date”	10 November 2025, being the date on which the Shares were first listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Board
“Notice”	the notice of the Annual General Meeting
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.0001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“treasury share(s)”	has the meaning as ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD



Softcare Limited 樂舒適有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2698)

Executive Directors:

Mr. Luo Jichao
Mr. Zhao Yongqiang

Non-executive Directors:

Mr. Shen Yanchang (*Chairman*)
Ms. Yang Yanjuan
Mr. Zhou Renwei (formerly known as Zhou Jun)

Independent Non-executive Directors:

Ms. Lou Aidong
Mr. Gao Jianming
Mr. Xu Jing

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Headquarters:

5WA 219
Second Floor
5 West A
Dubai Airport Freezone
United Arab Emirates

Principal place of business in

Hong Kong:
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

15 April 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATE AND
REPURCHASE MANDATE,
RE-ELECTION OF RETIRING DIRECTORS
RE-APPOINTMENT OF AUDITORS
DISTRIBUTION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the declaration of a final dividend of US8.88 cents per Share for the year ended 31 December 2025; and (iv) the re-appointment of Deloitte Touche Tohmatsu as auditor of the Company.

LETTER FROM THE BOARD

GENERAL MANDATE

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares or resell treasury shares of the Company, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate. An ordinary resolution no. 5(A) as set out in the Notice will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares or resell treasury shares of the Company not exceeding 20 per cent of the number of issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, there were 620,774,300 Shares in issue and the Company does not hold any treasury shares. Subject to the passing of the above resolution and on the basis that no further Shares are issued or repurchased and the Company does not have any treasury shares after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be allowed to issue and deal with new Shares or resell treasury shares of the Company involving a maximum of 124,154,860 Shares.

In addition, subject to a separate approval of the ordinary resolution no. 5(C) as set out in the Notice, the number of Shares repurchased by the Company under ordinary resolution no. 5(B) as set out in the Notice, if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20 per cent limit of the General Mandate as mentioned in the ordinary resolution no. 5(A) as set out in the Notice provided that such additional number shall not exceed 10 per cent of the issued Shares (excluding the treasury shares) as at the date of passing of the General Mandate and the Repurchase Mandate.

REPURCHASE MANDATE

In addition, an ordinary resolution no. 5(B) as set out in the Notice will be proposed at the Annual General Meeting to approve the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares (excluding the treasury shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, there were 620,774,300 Shares in issue and the Company does not hold any treasury shares. Subject to the passing of the above resolution and on the basis that no further Shares are issued or repurchased and the Company does not have any treasury shares after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 62,077,430 Shares.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 at least once every three years.

Accordingly, in accordance with the Articles of Association, Mr. Luo Jichao, Mr. Shen Yanchang and Ms. Lou Aidong shall retire by rotation at the Annual General Meeting.

The retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Recommendation of the Nomination Committee with respect to the Directors subject to re-election at the Annual General Meeting

The Nomination Committee has reviewed the structure and composition of the Board, the qualifications, skills, knowledge and experience, time commitment and contributions of the retiring Directors, having regard to the director nomination policy and the board diversity policy of the Company. The Nomination Committee is of the view that the retiring Directors have extensive experience in different fields and professions that are relevant to the Company's business. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended them to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended all retiring Directors to stand for re-election at the Annual General Meeting.

Ms. Lou Aidong, being the independent non-executive Director, has confirmed her independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Ms. Lou Aidong has demonstrated the ability to provide an independent, balanced and objective view to the Company's matters. The Nomination Committee and the Board thus considered that she is independent in accordance with the independence guidelines set out in the Listing Rules.

LETTER FROM THE BOARD

The Board is of the view that each of the Directors proposed to be re-elected has extensive working experience in the industry and will contribute to the Group in promoting diversity of the Board. The biographical details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

For attending and voting at the Annual General Meeting

For the purpose of determining the Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 5 May 2026 to Friday, 8 May 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch 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 Monday, 4 May 2026.

For the purpose of determining entitlement to the final dividend

If the payment of the final dividend is approved at the Annual General Meeting, for the purpose of determination of entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 14 May 2026 to Friday, 15 May 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for entitlement to the final dividend, all completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 13 May 2026.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 18 to 23 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among others, (i) the grant to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the declaration of a final dividend; and (iv) the re-appointment of Deloitte Touche Tohmatsu as auditor of the Company.

LETTER FROM THE BOARD

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.softcarehome.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. before 3:00 p.m. on Wednesday, 6 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, 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. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll. On a poll, every Shareholder present in person or by proxy or in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for, among others, the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the retiring Directors, the declaration of a final dividend and the re-appointment of Deloitte Touche Tohmatsu as auditor of the Company are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By order of the Board

Softcare Limited

Mr. Shen Yanchang

Chairman of the Board and Non-executive Director

APPENDIX I THE BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

EXECUTIVE DIRECTOR

Mr. Luo Jichao (羅繼超), aged 47, is the executive Director and Chief Executive Officer, responsible for the overall management and business operation and development of the Group. Mr Luo joined the Group on 20 June 2011, and was appointed as the executive Director on 20 January 2025. Mr. Luo is also currently a director of certain subsidiaries of the Company.

Mr. Luo has more than 23 years of experience in the FMCG industry. From July 2002 to June 2011, Mr. Luo held various positions in NICE Group Co., Ltd. (納愛斯集團有限公司), with his last position as a national key account senior manager. From June 2011 to November 2021, he served as a vice president of the FMCG segment at Guangzhou Sunda Trading Co., Ltd. (廣州市森大貿易有限公司).

Mr. Luo obtained a bachelor's degree in management from Zhengzhou University of Technology (鄭州工程學院)(currently known as Henan University of Technology (河南工業大學)) in the PRC in June 2002 and obtained his Executive Master of Business Administration (EMBA) from Sun Yat-Sen University (中山大學) in the PRC in December 2020.

APPENDIX I THE BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Luo had entered into a service contract with the Company with a term of three years since 2025 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The service contract is determinable by the Company within one year without payment of compensation (other than statutory compensation). The director's remuneration of Mr. Luo shall be determined by the Remuneration Committee and the Board with reference to his performance, duties and responsibilities with the Company, the remuneration policy of the Company, the operating results of the Group and the prevailing market condition.

As at the Latest Practicable Date, Mr. Luo was interested in 47,424,000 Shares (representing approximately 7.64% of the issued share capital of the Company) within the meaning of Part XV of the SFO through his controlled corporation.

NON-EXECUTIVE DIRECTOR

Mr. Shen Yanchang (沈延昌), aged 52, is the non-executive Director and Chairman of the Board. Mr. Shen is the founder of the Group and is primarily responsible for providing guidance and the formulation of business strategies for the overall management and operation of the Group. Mr. Shen is also currently a director of Sunda Enterprise Limited and Chaoyuet Holding Limited, being controlling shareholders of the Company, and a director of Softcare FM (MU) Limited and Kewor Limited, being subsidiaries of the Company.

Mr. Shen has over 28 years of experience in trading and corporate management in the Emerging Markets. From March 1997 to March 1999, Mr. Shen served as a procurement manager at Nigeria General Steel Mills Ltd (尼日利亞通用鋼鐵有限公司). Mr. Shen founded Guangzhou Sunda in February 2004 and served as a director and general manager at Guangzhou Sunda from April 2004 to February 2009. Since September 2019, he has been serving as the chairman and a director at Sunda Group Co., Limited.

Since September 2018, Mr. Shen has been appointed as a director of Keda Industrial, a company listed on the Shanghai Stock Exchange (stock code: 600499) and SIX Swiss Exchange (stock code: KEDA), where he is primarily responsible for the overall management and operational strategies of the overseas building materials business of the company. He is currently a director and/or legal representative of various subsidiaries of Keda Industrial.

Mr. Shen obtained his bachelor's degree in industrial automation from Harbin Engineering University (哈爾濱工程大學) in the PRC in July 1996 and his Executive Master of Business Administration (EMBA) from Sun Yat-sen University (中山大學) in the PRC in June 2010.

Mr. Shen is the spouse of Ms. Yang Yanjuan, a non-executive Director.

APPENDIX I THE BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Shen had entered into a letter of appointment with the Company with a term of three years since 2025 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The letter of appointment is determinable by the Company within one year without payment of compensation (other than statutory compensation). Pursuant to the letter of appointment, subject to any adjustments that may be made upon the recommendation of the Remuneration Committee, Mr. Shen is not entitled to any director's fee.

As at the Latest Practicable Date, Mr. Shen is interested in 331,739,500 Shares within the meaning of Part XV of the SFO (representing approximately 53.44% of the issued share capital of the Company) through his controlled corporation.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Lou Aidong (婁愛東), aged 59, is the independent non-executive Director, primarily responsible for providing independent opinion and judgment to the Board. Ms. Lou was appointed as the independent non-executive Director on June 18, 2025.

Ms. Lou has over 36 years of experience in practising corporate law and securities law in the PRC. Since July 1989, Ms. Lou held various positions in Beijing KangDa Law Firm (北京市康達律師事務所), where she is currently serving as the core principal of the firm's securities practice and was engaged in providing legal services to listed companies for their refinancing and merger and reorganization. From May 2008 to May 2010, Ms. Lou has served as a full-time member of the 10th and 11th stock issuance review committees (main board and small and medium-sized board) of the CSRC.

Ms. Lou has served directorships in certain listed companies. She served as an independent non-executive director of AUX International Holdings Limited (奧克斯國際控股有限公司), a company listed on the Stock Exchange (Stock Code: 2080) from May 2015 to August 2024; an independent director of Yunnan Metropolitan Real Estate Development Co. Ltd. (雲南城投置業股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600239) from December 2016 to April 2023; and an independent director of Hubei Kailong Chemical Group Company Limited (湖北凱龍化工集團股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002783) from January 2020 to February 2026. She has served as an independent director of Harbin Pharmaceutical Group Co., Ltd. (哈藥集團股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600664) since December 2020 and an independent director of Visionox Technology Inc. (維信諾科技股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 002387) since May 2021. Furthermore, Ms. Lou is also serving as an independent non-executive director of Huachuang Securities Co. Ltd. (華創證券有限責任公司) and an independent non-executive director of Beijing CH Auto Technology Co., Ltd. (北京長城華冠汽車科技股份有限公司).

**APPENDIX I THE BIOGRAPHICAL DETAILS OF RETIRING
DIRECTORS PROPOSED FOR RE-ELECTION**

Ms. Lou obtained her bachelor's degree in law from Peking University (北京大學) in the PRC in July 1989.

Ms. Lou had entered into a letter of appointment with the Company with a term of three years since 2025 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. The letter of appointment is determinable by the Company within one year without payment of compensation (other than statutory compensation). Ms. Lou is entitled to a director's remuneration of HK\$250,000 per annum which has been determined by the Remuneration Committee and the Board with reference to her performance, duties and responsibilities with the Company, the remuneration policy of the Company, the operating results of the Group and the prevailing market condition.

As at the Latest Practicable Date, Ms. Lou did not have any interest in the Shares within the meaning of Part XV of the SFO.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As of the Latest Practicable Date, the total number of Shares in issue was 620,774,300 Shares and the Company does not hold any treasury shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased and the Company does not have any treasury shares after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 62,077,430 Shares which represent 10% of the total number of issued Shares (excluding the treasury shares) during the period ending on 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 to be held by the Cayman Companies Act or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as treasury shares. Such repurchase of Shares for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. If the Company should hold the Shares repurchased as treasury shares, upon completion of the repurchase, it will withdraw them from CCASS and register the Shares repurchased in the Company's register of members in its own name as treasury shares. The Company will re-deposit its treasury shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it will complete the resale as soon as possible. The Company will, upon depositing any treasury shares in CCASS, give clear written instructions to its broker and share registrar that such Shares repurchased would be treated as treasury shares under the Listing Rules.

The repurchase of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Cayman Companies Act and the Listing Rules. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders. The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

If as a result of a repurchase of Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, CENTURY INDUSTRIAL LTD owned approximately 53.44% of the issued Shares. CENTURY INDUSTRIAL LTD was ultimately wholly owned by Mr. Shen Yanchang and Ms. Yang Yanjuan through their controlled entities.

In the event that the Directors should exercise in full the Repurchase Mandate, and assuming the Company does not have any treasury shares, the shareholding of CENTURY INDUSTRIAL LTD in the Company will be increased to approximately 59.38% of the issued Shares. Such increase would not give rise to an obligation to trigger a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than the prescribed minimum percentage of the issued share capital (excluding the treasury shares) would be in public hands. The minimum prescribed public float percentage of the Company at the time of listing is 15% of the total number of issued Shares (excluding the treasury shares). The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands. The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

SHARE REPURCHASE MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (including sale or transfer of treasury shares (as defined under the Listing Rules)) during the period from the Listing Date to the date of this circular. As of the date of this circular, the Company did not hold any treasury shares (as defined under the Listing Rules).

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange since the Listing Date and up to the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2025		
November	36.80	28.42
December	33.84	28.46
2026		
January	35.50	30.06
February	32.92	29.18
March	35.28	25.70
April (up to the Latest Practicable Date)	34.00	32.26

NOTICE OF ANNUAL GENERAL MEETING

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Softcare Limited
樂舒適有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2698)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Softcare Limited (the “**Company**”) will be held at CONFERENCE ROOM NO. 1, 45/F, CITIC PLAZA, NO. 233 TIANHE NORTH ROAD, GUANGZHOU, PRC on Friday, 8 May 2026 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary resolutions

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2025.
2. To declare a final dividend of US8.88 cents per share for the year ended 31 December 2025.
3. (a) To re-elect, each as a separate resolution, the following retiring directors of the Company:
 - (i) Mr. Luo Jichao as executive director;
 - (ii) Mr. Shen Yanchang as non-executive director; and
 - (iii) Ms. Lou Aidong as independent non-executive director.
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of directors of the Company to fix their remuneration.

5. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:
 - (A) **“THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company or to resell treasury shares of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

 - (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) together with the treasury shares of the Company resold by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;

- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of: (1) the conclusion of the next annual general meeting of the Company; (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

(b) “Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company 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 exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-back and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the total number of issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares or resell the treasury shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10 per cent of the total number of issued shares (excluding treasury shares) of the Company at the date of passing of the said resolutions.”

By order of the Board

Softcare Limited

Mr. Shen Yanchang

Chairman of the Board and Non-executive Director

Hong Kong, 15 April 2026

Registered office: Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands

Headquarters: 5WA 219, Second Floor, 5 West A, Dubai Airport Freezone, United Arab Emirates

Principal place of business in Hong Kong: 31/F Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (ii) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 3:00 p.m. on Wednesday, 6 May 2026) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iii) For the purpose of determining the shareholders' eligibility to attend and vote at the above meeting to be held on Friday, 8 May 2026, the register of members of the Company will be closed from Tuesday, 5 May 2026 to Friday, 8 May 2026 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for attending and voting at the above meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 4 May 2026.
- (iv) For the purpose of determination of entitlement to the final dividend, the register of members of the Company will be closed from Thursday, 14 May 2026 to Friday, 15 May 2026, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 13 May 2026.
- (v) In respect of ordinary resolution numbered 3(a) above, Mr. Luo Jichao, Mr. Shen Yanchang and Ms. Lou Aidong shall retire and, being eligible, offered themselves for re-election as directors of the Company. The biographical details of the retiring directors are set out in Appendix I to the circular of the Company dated 15 April 2026.
- (vi) In respect of ordinary resolution numbered 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company and its shareholders. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 15 April 2026.