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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, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **TAI HING GROUP 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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **TAI HING GROUP HOLDINGS LIMITED**

**太興集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6811)**

### **PROPOSED RE-ELECTION OF DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Tai Hing Group Holdings Limited to be held at 24/F., Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 22 May 2026 at 11:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, 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 holding of the Annual General Meeting 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 Annual General Meeting or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

27 April 2026



## 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 held at 24/F., Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 22 May 2026 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Tai Hing Group Holdings Limited (stock code: 6811), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Chun Fat”	Chun Fat Company Limited, a controlling shareholder of the Company
“Director(s)”	the director(s) of the Company
“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
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares) of not exceeding 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the proposed ordinary resolution as set out in Resolution No. 5(ii) of the notice of the Annual General Meeting
“Latest Practicable Date”	20 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular herein

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the proposed ordinary resolution as set out in Resolution No. 5(i) of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



**TAI HING GROUP HOLDINGS LIMITED**  
**太興集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6811)**

*Executive Directors:*

Mr. Chan Ka Keung (*Chairman*)  
Ms. Chan Shuk Fong (*Vice Chairman*)  
Mr. Yuen Chi Ming  
Mr. Ho Siu Fung

*Registered Office:*

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

*Non-Executive Director:*

Mr. Ho Ping Kee

*Head Office and Principal Place of*

*Business in Hong Kong:*  
13/F, Chinachem Exchange Square  
1 Hoi Wan Street  
Quarry Bay  
Hong Kong

*Independent Non-Executive Directors:*

Mr. Mak Ping Leung (alias: Mak Wah Cheung)  
Mr. Wong Shiu Hoi Peter  
Dr. Sat Chui Wan

27 April 2026

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 22 May 2026.

## LETTER FROM THE BOARD

### **2. PROPOSED RE-ELECTION OF DIRECTORS**

According to Article 83(3) of the Articles of Association, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first annual general meeting of the Shareholders and shall then be eligible for re-election. Accordingly, Mr. Chan Ka Keung and Mr. Ho Siu Fung shall retire from office at the forthcoming Annual General Meeting.

In accordance with Article 84 of the Articles of Association, Ms. Chan Shuk Fong, Mr. Yuen Chi Ming and Mr. Mak Ping Leung shall retire from office by rotation at the forthcoming Annual General Meeting.

All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee of the Company has considered the biographical details and other related particulars of the retiring Directors, with reference to the board diversity policy of the Company and their contributions to the Company during their tenure. The retiring Directors have extensive experience and knowledge in their respective professional and commercial fields, who can contribute valuable advice on the business and development of the Group and can also conform with the Company's board diversity policy.

The Nomination Committee of the Company had reviewed the independence of Mr. Mak Ping Leung. Mr. Mak Ping Leung, the independent non-executive Director, being eligible for re-election at the forthcoming Annual General Meeting, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. After due consideration, the Board confirmed that Mr. Mak Ping Leung continues to be considered as independent and will continue to make positive contribution to the Company's policies and performance with his independent advice, comments, judgement from his perspective based on substantial years of experience holding senior management roles in multi-media industry and corporate management areas and as such contributed to the diversity of Board to fulfill his role as independent non-executive Director.

The Board, upon the recommendation of the Nomination Committee, proposed Mr. Chan Ka Keung, Mr. Ho Siu Fung, Ms. Chan Shuk Fong, Mr. Yuen Chi Ming and Mr. Mak Ping Leung to stand for re-election as Directors at the Annual General Meeting.

Details of the Directors being subject to retirement by rotation and re-election, as required to be disclosed under Chapter 13 of the Listing Rules, are set out in Appendix I hereto.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 23 May 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual

## LETTER FROM THE BOARD

General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any treasury shares) of 971,419,000 as at the date of passing of the proposed ordinary resolution as set out in Resolution No. 5(i) of the notice of the Annual General Meeting (i.e. a total of 97,141,900 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

An explanatory statement required by the relevant rules of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 23 May 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares) of not exceeding 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the proposed ordinary resolution as set out in Resolution No. 5(ii) of the notice of the Annual General Meeting (i.e. a total of 194,283,800 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

As at the Latest Practicable Date, there were 971,419,000 Shares in issue. Subject to the passing of the ordinary resolutions to approve the general mandates at the Annual General Meeting and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, the Company would be allowed to issue up to a maximum of 194,283,800 Shares under the Issue Mandate and to repurchase up to a maximum of 97,141,900 Shares under the Repurchase Mandate.

#### **5. PROPOSED FINAL DIVIDEND**

The Board has proposed the payment of a final dividend of HK5.00 cents per share (2024: final dividend of HK2.50 cent per share and a special dividend of HK7.50 cents per share) for the year ended 31 December 2025 payable to the Shareholders whose names appear on the register of members of the Company on Monday, 1 June 2026, subject to the approval of the Shareholders at the forthcoming Annual General Meeting.

For determining the entitlement to the proposed final dividend for the year ended 31 December 2025, the register of members of the Company will be closed from Friday, 29 May 2026 to Monday, 1 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend for the year ended 31 December 2025, all transfer forms duly accompanied by the relevant share

## LETTER FROM THE BOARD

certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Thursday, 28 May 2026.

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

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 decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed hereto. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority to the Company's branch share registrar and transfer office in Hong Kong, 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 holding of the Annual General Meeting 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 Annual General Meeting or any adjournment thereof if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### 7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Repurchase Mandate and the Issuance Mandate and proposed final dividend are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

The notice of Annual General Meeting dated 27 April 2026 is set out in this circular.

Should there be any inconsistencies between the English text and the Chinese text of this circular, the English text of this circular will prevail over the Chinese text.

By Order of the Board  
**Tai Hing Group Holdings Limited**  
**Chan Ka Keung**  
*Chairman*

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:*

## **EXECUTIVE DIRECTORS**

### **(1) Mr. Chan Ka Keung (“Mr. KK Chan”)**

Mr. Chan Ka Keung, aged 45, is the Chairman of the Group, an executive Director, chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. He joined the Group in 2009 and was appointed as an executive Director in July 2025 and Chairman of the Board in November 2025. In this pivotal position, he is instrumental in shaping the Company’s overarching vision and aligning strategies and business plans with the Group’s annual objectives, budgets and action plans. His leadership ensures the integration of effective corporate governance while spearheading discussions on critical Company issues, thus driving sustainable growth. With over 16 years of dedicated service to the Group, Mr. KK Chan has held various important positions in the Group, where he is responsible for establishing and cultivating various brands and business segments, including both online platforms and secondary-line brand initiatives. He has successfully led the information technology team in developing multi-functional Group applications and system upgrades that enhance the customer experience. Mr. KK Chan’s oversight spans multiple departments, including property development, project and maintenance, and information technology. He has extensive operational and management experience.

Mr. KK Chan obtained a bachelor’s degree in Business Administration from De Montfort University in Leicester in the United Kingdom. He currently serves as the vice-convenor of the Industry Consultative Networks (Catering) under the Employees Retraining Record and holds membership in the Environmental Campaign Committee as well as the Food Business and Related Service Task Force under the Business Facilitation Advisory Committee. Additionally, he is the vice chairman of the Hong Kong Federation of Restaurants and Related Trades Limited (the “**HKFORT**”), founding chairman of the HKFORT Youth Committee, and Honorary Chairman of the Hong Kong O2O E-commerce Federation. He was awarded 全球華人傑出青年 (Global Outstanding Chinese Youth) by the Global Outstanding Chinese Association in 2016, Young Industrialist Awards of Hong Kong by the Federation of Hong Kong Industries in 2019 and Second Generation Legacy Award by Legacy Academy in 2020.

Mr. KK Chan is a nephew of our Vice Chairman of the Group, Ms. Chan Shuk Fong and the sole director of Chun Fat (a substantial shareholder of the Company).

Mr. KK Chan is currently a director of various subsidiaries of the Company.

Mr. KK Chan has entered into a service agreement with the Company for a term of two years commencing from 1 July 2025 and ending on 30 June 2027 (“**Mr. KK Chan’s Service Agreement**”), which can be terminated by either the Company or Mr. KK Chan by giving at least three months’ notice in writing to the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association or any applicable laws from time to time whereby he shall vacate his office.

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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Under Mr. KK Chan's Service Agreement, Mr. KK Chan is entitled to receive a director's fee of HK\$150,000 per annum and discretionary bonus. With respect to his executive role, Mr. KK Chan is also entitled to receive from the Group monthly basic salary and allowance of HK\$380,000 and a discretionary bonus. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

As at the Latest Practicable Date, (i) Chun Fat held 538,449,500 Shares and Mr. KK Chan is interested in 166,458 shares of Chun Fat in the capacity as executor or administrator, representing approximately 83.23% of the issued share capital of Chun Fat and (ii) Mr. KK Chan is interested in 7,631,000 Shares beneficially and 541,076,500 Shares in the capacity of executor or administrator within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) respectively. Save as disclosed above, Mr. KK Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations.

Save as disclosed above, Mr. KK Chan has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

**(2) Mr. Ho Siu Fung ("Mr. Ho")**

Mr. Ho Siu Fung, aged 63, is the Chief Operating Officer and an executive Director of the Company. He joined the Group in 1999 and was appointed as a general manager and director of Chinese Gourmet of the Company in 2018. He was promoted as Chief Operating Officer in July 2025, and was appointed as an executive director in January 2026. He is currently responsible for the overall operational development strategies, quality control, food safety, as well as the formulation and implementation of occupational safety standards for the Group's diverse culinary brands across Hong Kong and Chinese Mainland. Additionally, Mr. Ho leads the operations team in the expansions into new markets, including Macau and overseas. By continuously refining operational management practices and strategies, Mr. Ho has pioneered the deployment of automated food production systems across all restaurant departments. Notably, the automated wok-frying machine he developed in earlier years has effectively standardised food quality and production standards, significantly boosting production efficiency as well as controlling labour costs. Under Mr. Ho's stewardship, the Group's operations team has consistently garnered accolades for exceptional service and commitment to sustainable catering practices over the years. Notably, Trusty Congee King (Wan Chai) and Sing Kee Seafood Restaurant have achieved recommendations from the Michelin Guide for 16 and 11 consecutive years, respectively.

Mr. Ho obtained a diploma in Business Management from The Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in 1993. Prior to joining our Group, Mr. Ho served in several catering groups holding operational and management roles. He is currently a member of the Board of Directors for The Association for Hong Kong Catering Services Management Ltd. (HKCSM) and serves on the Professional Education and Training Committee of the Hong Kong College of Technology (HKCT). He possesses over 40 years' experience in catering management.

Mr. Ho Siu Fung is currently a director of various subsidiaries of the Company.

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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Mr. Ho has entered into a service agreement with the Company for a term commencing from 1 January 2026 to 30 June 2027 (“**Mr. Ho’s Service Agreement**”), both days inclusive, which can be terminated by either the Company or Mr. Ho by giving at least three months’ notice in writing to the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association or any applicable laws from time to time whereby he shall vacate his office. Under Mr. Ho’s Service Agreement, Mr. Ho is entitled to receive a director’s fee of HK\$150,000 per annum and a discretionary bonus. With respect to his role as the Chief Operating Officer of the Company, Mr. Ho is entitled to receive from the Group monthly basic salary and allowance of HK\$325,000 and a discretionary bonus. Mr. Ho’s remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

As at the Latest Practicable Date, Mr. Ho is interested in 21,795,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, Mr. Ho is not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations.

Save as disclosed above, Mr. Ho has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company.

**(3) Ms. Chan Shuk Fong (“Ms. Chan”)**

Ms. Chan Shuk Fong, aged 61, is the Vice Chairman of the Board, an executive Director and a member of the Remuneration Committee and Nomination Committee and authorized representative of the Company. Ms. Chan joined the Board in 2018 and was appointed as Vice Chairman in November 2025. She plays a pivotal role in supporting the Chairman of the Board by overseeing board affairs and collaboratively formulating strategic plans and key decisions. Her responsibilities encompass capital financing, investor relations, compliance management, asset management, corporate affairs, marketing, administration and talent management, and sustainability, all aimed at ensuring robust corporate governance.

Ms. Chan served as a director and General Manager in Hong Kong Wing On Travel Service Limited prior to joining our Group. She obtained a master’s degree in Business Administration from Asia International Open University (Macau) and a postgraduate diploma in Training from the Faculty of Social Science from the University of Leicester in United Kingdom.

With a steadfast commitment to enhancing the Group’s brand image and driving business development, Ms. Chan has been leading the organization to obtain over 100 prestigious awards in various areas including corporate governance, brand management, marketing and promotion, product and service excellence, environmental protection, and corporate social responsibility. Additionally, she has received numerous accolades for her individual contributions to leadership, notably being conferred the Fellowship 2026 and also named Professional Marketer of the Year 2020 by the Hong Kong Institute of Marketing, recognizing her significant impact on market strategy development, and was awarded Asian Outstanding Leaders Awards for Women by the Asian College of Knowledge Management in

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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2018 and 矚目非凡領袖大獎2017 (Outstanding Leader Award 2017\*) by Weekend Weekly and Economic Digest magazines in 2017 as well as the Leaders of Excellence Award by Capital Magazine in 2014.

Ms. Chan is currently Chairman of Quality Tourism Services Association, a member of General Committee of The Chamber of Hong Kong Listed Companies and a member of the Advisory Board of Continuing and Professional Studies of The Chinese University of Hong Kong. She previously held public office positions such as a member of the board of directors of the Hong Kong Federation of Restaurants and Related Trades, an Honorary Advisor of Hong Kong Smart Catering Association, a member of the Solicitors Disciplinary Tribunal Panel in Hong Kong, a committee member of the Industry Advisory Committee on Long Term Business of the Insurance Authority and a member of the Consumer Council.

Ms. Chan is an aunt of our Chairman, Mr. KK Chan. Ms. Chan is currently a director of various subsidiaries of the Company.

Ms. Chan has entered into a service agreement with the Company for a term commencing from 13 June 2025 and ending in 30 June 2027 (“**Ms. Chan’s Service Agreement**”) which can be terminated by either the Company or Ms. Chan by giving at least three months’ notice in writing to the other. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association or any applicable laws from time to time whereby she shall vacate her office. Under Ms. Chan’s Service Agreement, Ms. Chan was entitled to receive a director’s fee of HK\$150,000 per annum and discretionary bonus. With respect to her executive role, Ms. Chan is also entitled to receive from the Group monthly basic salary and allowance of HK\$349,200 and a discretionary bonus. Her remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

As at the Latest Practicable Date, Ms. Chan personally held 12,769,000 Shares. Save as disclosed above, Ms. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Chan has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

**(4) Mr. Yuen Chi Ming (“Mr. Yuen”)**

Mr. Yuen Chi Ming, aged 72, is an executive Director of the Company. Mr. Yuen joined the Board in 2018. Mr. Yuen is one of the founders of our Group. He has over 40 years of experience in the food and beverage industry, during which he gained substantial experience on the aspects of 5-S, food and occupational safety. He is mainly responsible for financial approval and 5-S recommendations of the Group.

\* For identification purpose only.

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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During his services, Mr. Yuen has worked in various functional departments including operation of our restaurants and food factories. Under his leadership, the Group has adopted the 5-S (Structurise, Systematise, Sanitise, Standardise and Self discipline) workplace management philosophy to enhance environmental hygiene, food quality and operational efficiency. The Group has won many external safety-related recognitions with Mr. Yuen's guidance, including the 5-S Grand Prize Winner (Catering Group) awarded by the HK 5-S Association in 2017, the Food Safety Excellence Award by the International Food Safety Association in 2017 and the 2018/2019 Catering Industry Safety Award Scheme Group Safety Performance Gold Award in the Cha Chaan Teng Category by the Labour Department in 2018.

Mr. Yuen obtained the 5-S Assessor Gold Belt and Black Belt Certificate by the HK 5-S Association. Mr. Yuen is currently a director of various subsidiaries of the Company.

Mr. Yuen has entered into a service agreement with the Company for a term of one year commencing from 1 July 2025 (“**Mr. Yuen's Service Agreement**”) which can be terminated by either the Company or Mr. Yuen by giving at least three months' notice in writing to the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association or any applicable laws from time to time whereby he shall vacate his office. Under Mr. Yuen's Service Agreement, Mr. Yuen was entitled to receive a director's fee of HK\$150,000 per annum and discretionary bonus. With respect to his executive role, Mr. Yuen is also entitled to receive from the Group monthly basic salary of HK\$57,800 and a contract-end gratuity. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

As at the Latest Practicable Date, Chun Fat held 538,449,500 Shares, and Mr. Yuen directly holds 13,676 shares of Chun Fat, representing approximately 6.84% of the issued share capital of Chun Fat. Save as disclosed above, Mr. Yuen was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Yuen has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

##### **(5) Mr. Mak Ping Leung (“Mr. Mak”)**

Mr. Mak Ping Leung (alias: Mak Wah Cheung), aged 76, is an independent non-executive Director, the chairman of Remuneration Committee and a member of Audit Committee and Nomination Committee of the Company. Mr. Mak joined the Board in 2019.

<b>APPENDIX I      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
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Mr. Mak is one of the founders of Hong Kong Economic Times Holdings Limited (a company listed on the Stock Exchange, stock code: 423) (“HKET”), and was its managing director and an executive director from 2005 to 2020 as well as the publisher of HKET and Sky Post. He was responsible for formulating business strategies and oversees publishing, recruitment advertising and printing production at HKET. He was the Bureau Chief of the European Bureau of Wen Wei Po in London, before being promoted to Deputy General Manager and Standing Committee Member of the Management Committee.

In 1988, Mr. Mak was elected as one of the Ten Outstanding Young Persons of Hong Kong in the selection organised by Junior Chamber International Hong Kong. Mr. Mak won the Outstanding Entrepreneurship Award at the Asia Pacific Entrepreneurship Awards 2012 organised by Enterprise Asia and was an honorary advisor of Hong Kong Institute of Marketing.

Mr. Mak is currently an independent non-executive director of Clifford Modern Living Holdings Limited (a company listed on the Stock Exchange, stock code: 3686). Mr. Mak was an independent non-executive director of Zhong Ji Longevity Science Group Limited (formerly known as “Asia Pacific Silk Road Investment Company Limited”) (a company listed on the Stock Exchange, stock code: 0767) from 2020 to 2021.

Mr. Mak obtained a Bachelor of Arts degree from the University of Hong Kong.

Mr. Mak has entered into a letter of appointment with the Company for appointment of a term commencing from 13 June 2025 and ending on 30 June 2027 (“**Mr. Mak’s Letter of Appointment**”) which can be terminated by either the Company or Mr. Mak by giving at least one month’s notice in writing to the other. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association or any applicable laws from time to time whereby he shall vacate his office. Under Mr. Mak’s Letter of Appointment, Mr. Mak is entitled to receive a director’s fee of HK\$240,000 per annum. His remuneration is determined with reference to the prevailing market conditions, duties and responsibilities in the Company.

As at the Latest Practicable Date, Mr. Mak was not interested in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Mak has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, in connection with the re-election of Mr. KK Chan, Ms. Chan Shuk Fong, Mr. Yuen Chi Ming, Mr. Ho Siu Fung and Mr. Mak Ping Leung as Directors, there are no other matters that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

*This appendix serves as an explanatory statement, as required by the Listing Rules to provide the Shareholders with requisite information to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 971,419,000 Shares, with no treasury shares.

Subject to the passing of the ordinary resolution set out in Resolution No. 5(i) of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total number of 97,141,900 Shares, representing 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its memorandum and articles of association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared to the financial position of the Company disclosed in its latest published audited consolidated financial statements) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share 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.

**5. SHARES PRICES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2025</b>		
April	1.02	0.90
May	1.04	0.90
June	0.96	0.89
July	0.97	0.91
August	1.06	0.92
September	1.18	1.02
October	1.16	1.09
November	1.15	1.04
December	1.12	1.06
<b>2026</b>		
January	1.14	1.04
February	1.12	1.04
March	1.24	1.06
April ( <i>up to the Latest Practicable Date</i> )	1.10	1.07

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement set out in this Appendix II nor the Share Repurchase Mandate has any unusual features.

The Company may cancel the 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 the avoidance of doubt, pursuant to the applicable laws of the Cayman Islands, treasury shares must be held in the name of the Company.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange (in which case such shares will cease to be classified as treasury shares under the applicable laws of the Cayman Islands), the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited 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.

## **7. TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Share Repurchase Mandate or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

As at the Latest Practicable Date, Chun Fat was interested in 538,449,500 Shares representing approximately 55.43% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interest of Chun Fat would be increased to approximately 61.59% of the issued share capital of the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

## **8. SHARE REPURCHASE MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of its shares (whether on the Stock Exchange or otherwise).

## NOTICE OF ANNUAL GENERAL MEETING



# TAI HING GROUP HOLDINGS LIMITED 太興集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6811)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “**Meeting**”) of Tai Hing Group Holdings Limited (the “**Company**”) will be held at 24/F., Tower I, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 22 May 2026 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the Directors and independent auditor for the year ended 31 December 2025.
2. To declare a final dividend of HK5.00 cents per share for the year ended 31 December 2025.
3.
  - (i)
    - (a) To re-elect Mr. Chan Ka Keung as an executive director of the Company.
    - (b) To re-elect Mr. Ho Siu Fung as an executive director of the Company.
    - (c) To re-elect Ms. Chan Shuk Fong as an executive director of the Company.
    - (d) To re-elect Mr. Yuen Chi Ming as an executive director of the Company.
    - (e) To re-elect Mr. Mak Ping Leung (alias: Mr. Mak Wah Cheung) as an independent non-executive director of the Company.
  - (ii) To authorize the board of directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint Ernst & Young as auditor and to authorize the Board to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

(i) “**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (“**Directors**”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution No. 5(i):

“Relevant Period” means the period from 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 articles of association of the Company (the “**Articles of Association**”) or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(ii) “**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares (including any sale or transfer

## NOTICE OF ANNUAL GENERAL MEETING

of treasury shares out of treasury) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as hereinafter defined) in accordance with all applicable laws, rules and regulations;

- (b) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association,

shall not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution No. 5(ii):

“Relevant Period” means the period from 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 Articles of Association or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such

## NOTICE OF ANNUAL GENERAL MEETING

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 recognized regulatory body or any stock exchange).”

- (iii) “**THAT** conditional upon the passing of the ordinary resolutions Nos. 5(i) and 5(ii) as set out in the notice convening this Meeting (the “**Notice**”), the general mandate referred to in the resolution set out in ordinary resolution No. 5(ii) of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury shares out of treasury) by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in ordinary resolution No. 5(i) of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**Tai Hing Group Holdings Limited**  
**Chau Ching Hang**  
*Company Secretary*

Hong Kong, 27 April 2026

*Notes:*

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
2. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned meeting (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 Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

4. For determining the eligibility to attend and vote at the Meeting or any adjournment thereof, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Meeting, all transfer forms duly accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Monday, 18 May 2026.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Meeting), the register of members of the Company will be closed from Friday, 29 May 2026 to Monday, 1 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend for the year ended 31 December 2025, all transfer forms duly accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Thursday, 28 May 2026.
6. The estimated audit fee for financial year ending 31 December 2026 shall be in the range of HK\$2,700,000 to HK\$2,800,000. The fee was determined based on the complexity, nature and scope of business and the scope of audit and the audit timetable of the Group.
7. If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 9:30 a.m. on Friday, 22 May 2026, the Meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.