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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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**CINESE INTERNATIONAL GROUP HOLDINGS LIMITED**  
**富盈環球集團控股有限公司**

*(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)*  
**(Stock Code: 1620)**

**PROPOSALS FOR**  
**GRANT OF GENERAL MANDATES TO ISSUE SHARES AND**  
**REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE**  
**AND**  
**RE-ELECTION OF DIRECTORS**  
**AND**  
**RE-APPOINTMENT OF AUDITOR**  
**AND**  
**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF**  
**ASSOCIATION OF THE COMPANY AND ADOPTION OF THE NEW**  
**MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the 2026 AGM to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 25 June 2026 at 10:00 a.m. is set out on pages 28 to 33 of this circular.

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cighl.com](http://www.cighl.com)). If you are not able or do not intend to attend the 2026 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment (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 2026 AGM or its adjournment if you so wish. If you attend and vote at the 2026 AGM, the instrument appointing your proxy will be deemed to have been revoked.

4 June 2026

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
Introduction .....	5
Issue Mandate .....	5
Repurchase Mandate .....	5
Extension of Issue Mandate to Issue Shares .....	6
Re-election of Directors .....	6
Re-appointment of Auditor .....	7
Proposed Amendments to the Memorandum and Articles of Association of the Company and Adoption of the New Memorandum and Articles of Association .....	8
2026 AGM .....	8
Voting by Poll at the 2026 AGM .....	9
Responsibility Statement .....	9
Recommendation .....	9
General .....	9
Miscellaneous .....	10
 <b>APPENDIX I — BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED FOR                     RE-ELECTION</b> .....	 11
 <b>APPENDIX II — EXPLANATORY STATEMENT</b> .....	 14
 <b>APPENDIX III — PROPOSED AMENDMENTS TO THE ARTICLES OF                     ASSOCIATION</b> .....	 17
 <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	 28

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## DEFINITIONS

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

“2025 AGM”	the AGM held on 26 June 2025
“2026 AGM”	the AGM to be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 25 June 2026 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 28 to 33 of this circular, or its adjournment
“AGM”	the annual general meeting of the Company
“Annual Report”	the annual report of the Company for the Year
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairperson”	the chairperson of the Board
“Chief Executive Officer”	the chief executive officer of the Company
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Cinese International Group Holdings Limited, an exempted company incorporated in the province of Ontario, Canada on 8 August, 2017 and registered by way of continuation in the Cayman Islands as an exempted company with limited liability on 20 October, 2017, whose Shares in issue are listed and traded on the Stock Exchange (Stock Code: 1620)
“Companies Act”	the Companies Act (Revised) of the Cayman Islands, as amended, supplemental and/or otherwise modified from time to time
“Controlling Shareholder(s)”	the controlling shareholder (having the meaning ascribed thereto under the Listing Rules) of the Company, which refers to Tomorrow Technology, Tomorrow Holding and Mr. Liu
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Kou”	Dr. Kou Chung Yin Mariana (高頌妍), the Chairperson and the Executive Director

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## DEFINITIONS

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“Executive Director(s)”	the executive Director(s)
“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 PRC
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares of the Company) not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	2 June 2026, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Memorandum of Association / Memorandum”	the memorandum of association of the Company, as amended, supplemented or otherwise modified from time to time
“Mr. Liu”	Mr. Liu Xue Bin (劉學斌), the Executive Director and one of the Controlling Shareholders
“New Memorandum and Articles of Association”	the further amended and restated memorandum and articles of association of the Company incorporating and consolidating all Proposed Amendments
“Nomination Committee”	the nomination committee of the Board
“Non-executive Director”	the non-executive Director
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Amendments”	proposed amendments to the existing Memorandum and Articles of Association which is currently in effect as set out in Appendix III to this circular

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## DEFINITIONS

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“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2026 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of issued Shares (excluding treasury shares, if any) as at the date of passing the resolution granting such mandate
“Retiring Directors”	Mr. Liu and Mr. Liu Jiefeng
“SFC”	the Securities and Futures Commission in Hong Kong
“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)”	the ordinary share(s) of nominal value of HK\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tomorrow Holding”	Tomorrow Education Holding Limited (明日教育控股有限公司), a company incorporated in the British Virgin Islands on 27 March 2020, the shares of which are wholly-owned by Mr. Liu
“Tomorrow Development”	Tomorrow Education Development Limited (明日教育發展有限公司), a company incorporated in the British Virgin Islands on 28 October 2024, the shares of which are wholly-owned by Mr. Liu Jiefeng
“Tomorrow Technology”	Tomorrow Education Technology Limited (明日教育科技有限公司), a company incorporated in the British Virgin Islands on 9 April 2020, the shares of which are owned as to 70% by Tomorrow Holding and 30% by Tomorrow Development
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“Year”	the year ended 31 December 2025
“%”	per cent

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LETTER FROM THE BOARD

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**CINESE INTERNATIONAL GROUP HOLDINGS LIMITED**

**富盈環球集團控股有限公司**

*(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)*

**(Stock Code: 1620)**

*Executive Directors:*

Dr. Kou Chung Yin Mariana (*Chairperson*)

Mr. Liu Xue Bin

Mr. Liu Jiefeng (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Tan Wentao

Mr. Lo Ying Kit

Ms. Kwan Ka Yee

*Registered Office:*

4th Floor, Harbour Place

103 South Church Street

PO Box 10240

Grand Cayman, KY1-1002

Cayman Islands

*Headquarters and Principal Place of*

*Business in Hong Kong:*

2nd Floor, Terns Centre Tower II,

251 Queen's Road Central,

Hong Kong

4 June 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GRANT OF GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE  
AND  
RE-ELECTION OF DIRECTORS  
AND  
RE-APPOINTMENT OF AUDITOR  
AND  
PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF  
ASSOCIATION OF THE COMPANY AND ADOPTION OF THE NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The Directors will propose at the 2026 AGM the resolutions for, among other matters, (i) the grant of each of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of the Directors, (iv) the re-appointment of auditor of the Company, (v) the proposed amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association; and (vi) the notice of AGM.

The purpose of this circular is to give you notice of the 2026 AGM and provide you with the information regarding the above resolutions to be proposed at the 2026 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

### ISSUE MANDATE

Given that the general mandate granted to the Directors to allot, issue and deal with Shares by the Shareholders at the 2025 AGM will lapse at the conclusion of the 2026 AGM, an ordinary resolution will be proposed at the 2026 AGM to grant the Issue Mandate to the Directors. Based on 1,200,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 240,000,000 Shares (including any sale or transfer of treasury shares of the Company), being 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2026 AGM. The Issue Mandate, if granted at the 2026 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company.

### REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares by the Shareholders at the 2025 AGM will lapse at the conclusion of the 2026 AGM, an ordinary resolution will be proposed at the 2026 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 1,200,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Company would be allowed to repurchase a maximum of 120,000,000 Shares, being 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2026 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders in a general meeting of the Company.

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## LETTER FROM THE BOARD

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An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

### **EXTENSION OF ISSUE MANDATE TO ISSUE SHARES**

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2026 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

### **RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, there were three Executive Directors, namely Mr. Liu, Dr. Kou and Mr. Liu Jiefeng; and three INEDs, namely Mr. Tan Wentao, Mr. Lo Ying Kit and Ms. Kwan Ka Yee.

Pursuant to article 109(a) of the Articles of Association, each of Mr. Liu and Mr. Liu Jiefeng will retire at the 2026 AGM, and being eligible, will offer themselves for re-election at the 2026 AGM.

Pursuant to Article 113 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director, provided that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the first AGM of the Company after his appointment and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an AGM. Accordingly, Mr. Lo Ying Kit, who was appointed by the Board as a Director on 28 November 2025, shall hold office until the 2026 AGM and, being eligible, offer himself for re-election at the AGM, but he shall not be taken into account in determining the number of Directors who are to retire by rotation at the 2026 AGM.

### **Nomination of Directors**

The Nomination Committee is responsible for reviewing the structure, size and diversity (including without limitation, gender, age, cultural and educational background, skills, knowledge and professional experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships, and considering candidates on merit and against objective criteria with due regard to the Board diversity policy (the "**Policy**"). The committee is also responsible for reviewing the Policy and the measurable objectives, the progress on achieving the objectives, assessing the independence of the INEDs and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular, the Chairperson and the Chief Executive Officer.

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## LETTER FROM THE BOARD

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The criteria for the committee to select and recommend a candidate for directorship include the candidate's reputation for integrity, qualifications, skills and knowledge, experience, commitment in respect of available time, independence and gender diversity.

### **Recommendation of the Nomination Committee**

The Nomination Committee had evaluated the performance of each of the Retiring Directors and Mr. Lo Ying Kit for the Year and found their performance satisfactory. In view of the qualifications and experience of the Retiring Directors and Mr. Lo Ying Kit, the proposed re-election of the Retiring Directors and Mr. Lo Ying Kit will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Therefore, the Nomination Committee nominated the Retiring Directors and Mr. Lo Ying Kit to the Board for it to propose to Shareholders for re-election at the 2026 AGM.

Furthermore, the Nomination Committee has also reviewed and assessed the confirmation of independence of each of the INEDs and is of the view that all of them are independent having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the Retiring Directors and Mr. Lo Ying Kit stand for re-election as Directors at the 2026 AGM. As a good corporate governance practice, each of the Retiring Directors and Mr. Lo Ying Kit should abstain from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2026 AGM.

The biographical details of each of the Retiring Directors and Mr. Lo Ying Kit to be re-elected at the 2026 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) and Mr. Lo Ying Kit is disclosed in the Corporate Governance Report included in the Annual Report.

### **RE-APPOINTMENT OF AUDITOR**

The Board proposes to re-appoint BDO Limited as auditor of the Company at the 2026 AGM with a term of one year, and authorize the Board to determine the specific matters, including but not limited to its remunerations, in relation to such appointment.

The estimated audit fee payable to BDO Limited for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending December 31, 2026 is expected to be in the range of approximately HKD1.0 million to HKD1.2 million (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and BDO Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit

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## LETTER FROM THE BOARD

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(covering the consolidated financial statements prepared in accordance with IFRS Accounting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as required for the audit. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 4 June 2026. As set out in the said announcement, the Board proposes to seek approval from the Shareholders at the AGM for the Proposed Amendments for the purposes of, among others, (i) enabling the Company to hold hybrid and electronic meetings; (ii) permitting electronic voting; (iii) align with other relevant requirements of the Listing Rules; and (iv) make other consequential and housekeeping amendments.

Details of the Proposed Amendments are set out in Appendix III to this circular and the Proposed Amendments and the adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the 2026 AGM.

The Company has received a confirmation from its legal adviser to Cayman Islands laws confirming that the New Memorandum and Articles of Association is not inconsistent with the laws of the Cayman Islands.

### **2026 AGM**

The Company will convene the 2026 AGM at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 25 June 2026 at 10:00 a.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of the Directors, (iv) the re-appointment of auditor of the Company, (v) the proposed amendments to the Articles of Association and adoption of the New Articles of Association; and (vi) the notice of AGM. The notice convening the 2026 AGM is set out on pages 28 to 33 of this circular.

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cighl.com](http://www.cighl.com)). If you are not able or do not intend to attend the 2026 AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its

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## LETTER FROM THE BOARD

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adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2026 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2026 AGM, the instrument appointing the proxy will be deemed to have been revoked.

### VOTING BY POLL AT THE 2026 AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the 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. Therefore, all resolutions to be proposed at the 2026 AGM and contained in the notice of the 2026 AGM will be voted by way of a poll by the Shareholders.

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATION

The Directors consider that the resolutions to be proposed at the 2026 AGM and as set out in the notice of 2026 AGM for approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of the Directors, (iv) the re-appointment of auditor of the Company, (v) the proposed amendments to the Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association; and (vi) the notice of AGM. are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the notice of the 2026 AGM on pages 28 to 33 of this circular.

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

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**LETTER FROM THE BOARD**

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**MISCELLANEOUS**

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**Cinese International Group Holdings Limited**  
富盈環球集團控股有限公司  
**Dr. Kou Chung Yin Mariana**  
*Chairperson and Executive Director*

*The following are the biographical details of the Directors proposed for re-election at the 2026 AGM.*

**MR. LIU XUE BIN (EXECUTIVE DIRECTOR)**

**Mr. Liu Xue Bin** (“**Mr. Liu**”), aged 53, was appointed as an Executive Director on 19 July 2021. Mr. Liu is responsible for overall strategic planning and business development of the Group. Mr. Liu is a recognised educator, philanthropist and entrepreneur. He is a co-founder and currently a director of Guangdong Guangzheng Educational Group Co., Ltd\* (廣東光正教育集團有限公司), a company which principally engages in the provision of premium primary and secondary education in the PRC. He is also an executive director and one of the controlling shareholders of Wisdom Education International Holdings Company Limited (光正教育國際控股有限公司) (HKSE: 6068), an education group listed on the Main Board of the Stock Exchange which currently principally engages in the school-related supply chain business and provision of comprehensive educational services to students of primary, middle and high schools and other customers in the PRC, since June 2016. Mr. Liu also holds interest in other companies that are engaged in other businesses, including but not limited to, real estate, construction and hotel in the PRC.

Mr. Liu completed a graduate programme on project management from the Economics Department of Peking University in March 2004. He was awarded the World Outstanding Chinese Award (世界傑出華人獎) by United World Chinese Association Limited (世界華人協會) in 2007. In 2020, he was also recognised as an individual with outstanding achievement on the 40th anniversary of private education in Guangdong (廣東民辦教育四十周年突出貢獻人物) by the Guangdong Province Private Education Association (廣東省民辦教育協會).

Mr. Liu has entered into a service contract with the Company in relation to this appointment as an Executive Director for a term of three years commencing on 19 July 2024, which may be terminated by either party giving to the other at least three months’ written notice expiring at the end of the initial term or any subsequent calendar month. Mr. Liu is entitled to a remuneration of HK\$ 1,200,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. Mr. Liu’s appointment is subject to retirement by rotation at the AGM, and he shall be eligible for re-election in accordance with the Articles of Association. For the Year, no emoluments received by Mr. Liu from the Group. Details of Liu’s remuneration are set out in Note 9 to the consolidated financial statements in the Annual Report.

**MR. LIU JIEFENG (EXECUTIVE DIRECTOR)**

**Mr. Liu Jiefeng**, aged 34, was appointed as a Non-executive Director on 19 July 2021 and re-designated as an Executive Director on 29 August 2025. Mr. Liu Jiefeng is responsible for overseeing the operations, strategic management, finance functions and business development of the Group. Mr. Liu Jiefeng is also the Chief Executive Officer of the Company. Prior to joining the Group, Mr. Liu Jiefeng has more than 10 years of experience in business management and business administration. From March 2014 to October 2014, Mr. Liu Jiefeng was a general manager’s assistant at Dongguan Fuying Hotel Management Co., Ltd.\* (東莞市富盈酒店管理有限公司), where he was principally responsible for assisting the general manager on the day-today business operations. From

November 2014 to March 2016, Mr. Liu Jiefeng then joined Dongguan Fuying Real Estate Development Co., Ltd\* (東莞市富盈房地產開發有限公司), a PRC based property developer, as a chairman assistant, where he was responsible for the liaison with and coordination between different departments within the group. Mr. Liu Jifeng then served as the deputy manager of Andres International Education Group\* (安德烈斯教育集團) (“Andres Education”) until August 2025. Andres Education is an education group that provides nursery programmes in the PRC, and Mr. Liu Jifeng was primarily responsible for formulating the annual investment plan and overseeing the daily operations of kindergartens that are operated by the group. Mr. Liu Jiefeng obtained his master’s degree in business administration from City University in Malaysia in 2019.

Mr. Liu Jiefeng has entered into a service contract with the Company in relation to this appointment as an Executive Director for a term of three years commencing on 29 August 2025, which may be terminated by either party giving to the other at least three months’ written notice expiring at the end of the initial term or any subsequent calendar month. Mr. Liu Jiefeng is entitled to a remuneration of RMB 500,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. Mr. Liu Jiefeng’s appointment is subject to retirement by rotation at the AGM, and he shall be eligible for re-election in accordance with the Articles of Association. For the Year, the total emoluments received by Mr. Liu Jiefeng from the Group amounted to approximately HK\$104,000, which included contributions to defined contribution plan. Details of Liu Jiefeng’s remuneration are set out in Note 9 to the consolidated financial statements in the Annual Report.

#### **MR. LO YING KIT (INDEPENDENT NON-EXECUTIVE DIRECTOR)**

**Mr. Lo Ying Kit (“Mr. Lo”)**, aged 43, was appointed as an Independent non-Executive Director on 28 November 2025. Mr. Lo is a seasoned entrepreneur in the child education and publishing industry with more than 20 years of experience in business management. Mr. Lo is currently the director of Dr-Max Limited, a child education and learning materials publisher, primarily responsible for overall management and strategic planning of the company. At the same time, Mr. Lo is also the director and general manager of Parenting Headline Limited, a child education and parenthood focused media company, primarily responsible for its overall operation and management. Mr. Lo has been accredited as a fellow member of The Hong Kong Institute of Directors since March 2015.

Mr. Lo has entered into a letter of appointment with the Company in relation to his appointment as an Independent Non-executive Director for a term of three years commencing on 28 November 2025, which may be terminated by giving at least three months’ written notice to the Company served by Mr. Lo. He is entitled to a remuneration of HK\$100,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. His appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association. For the Year, the total emoluments received by Mr. Lo from the Group amounted to approximately HK\$9,000. Details of Mr. Lo’s remuneration are set out in Note 9 to the consolidated financial statements in the Annual Report.

**GENERAL**

Save as disclosed above, there is no other matter concerning the re-election of each of the Retiring Directors and Mr. Lo Ying Kit that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

*This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2026 AGM granting the Repurchase Mandate.*

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **1. SHAREHOLDERS' APPROVAL**

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

### **2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person of the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2026 AGM, the Directors would be authorised to repurchase up to a maximum of 120,000,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or the Companies Act or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **4. REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

The Company may cancel the Shares repurchased or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. The Company will ensure compliance with the Listing Rules in respect of any treasury shares held by it as a result of the repurchases.

## 5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

## 6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2025, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

## 7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

Month	Traded Price Per Share (HK\$)	
	Highest	Lowest
<b>2025</b>		
May	0.077	0.042
June	0.068	0.055
July	0.123	0.055
August	0.228	0.108
September	0.165	0.096
October	0.140	0.102
November	0.108	0.080
December	0.118	0.096
<b>2026</b>		
January	0.118	0.096
February	0.143	0.080
March	0.110	0.088
April	0.128	0.088
May	0.143	0.100
June (up to the Latest Practicable Date)	0.121	0.113

**8. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2026 AGM.

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

**9. EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Tomorrow Technology was beneficially interested in 900,000,000 Shares, representing 75% of the total number of the issued Shares. Tomorrow Technology is beneficially owned as to 70% by Tomorrow Holding (which is wholly-owned by Mr. Liu, an Executive Director) and 30% by Tomorrow Development (which is wholly-owned by Mr. Liu Jiefeng, a Non-executive Director). By virtue of the SFO, Mr. Liu is deemed to be interested in the 900,000,000 Shares held by Tomorrow Technology, representing 75% of the total number of Shares in issue. In the event that the Directors will exercise in full the Repurchase Mandate, the proportionate shareholding interest/deemed shareholding interests in the Company of Mr. Liu, Tomorrow Holding and Tomorrow Technology would be increased to approximately 83.3% of the total number of the issued Shares. On the basis of the aforesaid increase of shareholding/deemed shareholding interests in the Company held by Mr. Liu, Tomorrow Holding and Tomorrow Technology, the Directors are not aware of any consequence which may result in a Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the total amount of Shares in issue in the public hands falling below the prescribed minimum percentage of 25%. As required by the Listing Rules, a listed issuer shall maintain the said minimum public float. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the total number of issued Shares.

**10. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

The following are the changes to the current Memorandum and Articles of Association introduced by the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Memorandum and Articles of Association.

Clause No.	Provisions in the New Memorandum of Association (showing changes to the current Memorandum of Association)	Remark
2	The registered office of the Company is at <u>Ascentium Harneys Fiduciary (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.</u>	

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
1(b)	<b><i>black rainstorm warning</i></b> has the meaning given to it under the <u>Interpretation and General Clauses Ordinance</u> ;	New definition
	<b><i>electronic</i></b> has the meaning given to it in the <u>Electronic Transactions Act</u> ;	New definition
	<b><i>electronic communication</i></b> means a communication sent, transmitted, conveyed or otherwise made available to the intended recipients of the communication in <u>electronic format</u> ;	New definition
	<b><i>electronic facilities</i></b> means, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever <u>providing attendance at or participation in (or both attendance at and participation in) a general meeting by electronic communication as determined by the Board pursuant to these Articles</u> ;	New definition
	<b><i>electronic means</i></b> includes <u>sending or otherwise making available to the intended recipients of the communication in electronic format</u> ;	New definition
	<b><i>electronic meeting</i></b> means a general meeting held and conducted wholly and exclusively <u>by virtual attendance and participation by members and/or proxies by means of electronic facilities</u> ;	New definition
	<b><i>Electronic Transactions Act</i></b> means the <u>Electronic Transactions Act (Revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor</u> ;	New definition
	<b><i>gale warning</i></b> has the meaning given to it under the <u>Interpretation and General Clauses Ordinance</u> ;	New definition
	<b><i>hybrid meeting</i></b> means a general meeting convened for the (i) <u>physical attendance by Shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations</u> ; and (ii) <u>virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities</u> ;	New definition
	<b><i>Interpretation and General Clauses Ordinance</i></b> means the <u>Interpretation and General Clauses Ordinance, Cap. 1 of the Laws of Hong Kong as amended from time to time</u> ;	New definition
	<b><i>Meeting Location(s)</i></b> shall have the meaning ascribed to it in <u>Article 71A</u> ;	New definition
<b><i>physical meeting</i></b> means a general meeting held and conducted by <u>physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations</u> ;	New definition	
<b><i>Principal Meeting Place</i></b> shall have the meaning ascribed to it in <u>Article 65</u> ;	New definition	

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
1(c)	<p>(iii) subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that company shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; <del>and</del></p> <p>(iv) <u>references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force; and</u></p> <p>(v) <u>references to writing shall, unless the contrary intention appears, be construed as including without limitation printing, lithography, photography and other modes of representing words or figures in a visible form, including electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or notice and the Shareholder's election comply with all applicable laws, rules and regulations.</u></p>	
1(d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such Shareholders as, being entitled so to do, vote in person ( <u>whether physically or by virtual attendance with the use of electronic facilities</u> ) or by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.	
1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person ( <u>whether physically or by virtual attendance with the use of electronic facilities</u> ) or by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.	
1(h)	<u>References to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting), in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.</u>	New Article
1(i)	<p><u>A reference to a meeting:</u></p> <p>(a) <u>shall mean a meeting convened and held in any manner permitted by these Articles and any Shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Companies Act and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly; and</u></p> <p>(b) <u>shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 66A or 66B.</u></p>	New Article

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
1(j)	References to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Companies Act or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.	New Article
1(k)	Any reference to the term <b>place</b> within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a <b>place</b> for the delivery, receipt or payment of monies, whether by the Company or by Shareholders, shall not preclude the use of electronic means for such delivery or payment. For the avoidance of doubt, references to a place in the context of meetings shall include physical, electronic or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments or postponements, or any other references to a <b>place</b> shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term <b>place</b> is out of context, unnecessary or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision.	New Article
5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of at least three-fourths of the issued Shares of that class or with the approval of a resolution passed by at least three-fourths of the votes cast by the holders of the Shares of that class present and voting in person (whether physically or by virtual attendance with the use of electronic facilities) or by proxy at a separate meeting of such holders. To every such separate meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, provided that:</p> <p>(ii) any holder of Shares of the class present in person (whether physically or by virtual attendance with the use of electronic facilities) (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>	
62	At all times during the Relevant Period, the Company shall for each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and such annual general meeting shall be held within six Months after the end of the Company's financial year (or such longer period as may be authorised by the HK Stock Exchange). The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of <del>such</del> telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.	

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
65	An annual general meeting of the Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify <u>the place, the day, the hour and the agenda of the meeting and (a) the date and time of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 71A, the principal place of the meeting (the <i>Principal Meeting Place</i>), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) the particulars of the resolutions to be considered at that meeting and details for Shareholders to attend the meeting virtually with the use of electronic facilities (if applicable) and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</u>	
66A	If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board in its absolute discretion considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place or by means of electronic facilities specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) in accordance with Article 66C.	New Article
66B	The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning, a black rainstorm warning or extreme conditions (or the equivalent in the location of the relevant meeting) is/are in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 66C.	New Article

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
66C	<p>Where a general meeting is postponed in accordance with Article 66A or 66B:</p> <p>(a) <u>the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the HK Stock Exchange's Website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 66B;</u></p> <p>(b) <u>if only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the Shareholders of details of such change in such manner as the Board may determine;</u></p> <p>(c) <u>subject to Article 71, unless already specified in the original notice of the meeting, the Board shall determine the date, time, place (if applicable) and electronic facilities (if applicable) for the reconvened meeting and at least seven (7) clear days' notice shall be given for the reconvened meeting in accordance with these Articles. Such notice shall specify the date, time, place (if applicable) and electronic facilities (if applicable) at which the postponed meeting will be reconvened, and the date and time by which instruments of proxy shall be submitted in order to be valid at such reconvened meeting (provided that any instrument of proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new instrument of proxy); and</u></p> <p>(d) <u>only the business set out in the notice of the original meeting shall be considered at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be considered at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be considered at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 65.</u></p>	New Article
68	<p>For all purposes the quorum for a general meeting shall be two Shareholders present in person (whether physically or by virtual attendance with the use of electronic facilities) (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.</p>	

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
69	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person <u>(whether physically or by virtual attendance with the use of electronic facilities)</u> <del>(or, in the case of a Shareholder being a corporation by its duly authorised representative)</del> or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.	
70	The chairman (if any) of the Company or if he is absent or declines to take the chair at such meeting, the Vice chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or Vice chairman, or, if at any general meeting neither of such chairman or Vice chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be chairman of the meeting. <u>If the chairman of a general meeting participates in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with the foregoing provision of this Article) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u>	
71	<del>Subject to Article 70, the</del> The chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the <del>place, the day and the hour</del> <u>details</u> of the adjourned meeting as set out in Article 65 shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.	

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
71A	<p>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the <b>Meeting Location(s)</b>) determined by the Board. Any Shareholder or any proxy attending and participating in such way or any Shareholder or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</p>	New Article
71B	<p>All general meetings are subject to the following and, where appropriate, all references to a Shareholder or Shareholders in this Article shall include a proxy or proxies respectively:</p> <p>(a) <u>where a general meeting is held at more than one meeting location and/or is held as a hybrid meeting, such meeting shall be deemed to have commenced once it has commenced at the Principal Meeting Place;</u></p> <p>(b) <u>Shareholders present in person or by proxy at a Meeting Location and/or Shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and such meeting shall be duly constituted and its proceedings shall be valid, provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Shareholders at all Meeting Locations and Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u></p> <p>(c) <u>where Shareholders attend a meeting by being present at one of the Meeting Locations or where Shareholders participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or, in the case of an electronic meeting or a hybrid meeting, the inability of one or more Shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, any business conducted therein or any action taken pursuant to such business, provided that there is a quorum present throughout the meeting; and</u></p> <p>(d) <u>where any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or where a general meeting is held as a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging the instrument appointing a proxy, shall apply by reference to the Principal Meeting Place, and in the case of an electronic meeting, the time for lodging the instrument appointing a proxy shall be as stated in the notice for the meeting.</u></p>	New Article

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
71C	<p>The Board and, at any general meeting, the chairman of the meeting, may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as he/she/it shall in his/her/its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at one Meeting Location shall be entitled to attend at other Meeting Location(s), and the entitlement of any Shareholder to attend the meeting or adjourned meeting or postponed meeting at a Meeting Location or other Meeting Location(s) shall be subject to any such arrangement as may be for the time being in force and/or stated in the notice of meeting or adjourned meeting or postponed meeting.</p>	New Article
71D	<p>If it appears to the chairman of the general meeting that:</p> <p>(a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate to give all persons entitled to do so a reasonable opportunity to participate at the meeting or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</p> <p>(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</p> <p>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</p> <p>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting,</p> <p>then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for an indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</p>	New Article

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
72	<p>(a) at least two Shareholders present in person (<u>whether physically or by virtual attendance with the use of electronic facilities</u>) <del>(or, in the case of a Shareholder being a corporation, by its duly authorised representative)</del> or by proxy for the time being entitled to vote at the meeting;</p> <p>(b) any Shareholder or Shareholders present in person (<u>whether physically or by virtual attendance with the use of electronic facilities</u>) <del>(or, in the case of a Shareholder being a corporation, by its duly authorised representative)</del> or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</p> <p>(c) any Shareholder or Shareholders present in person (<u>whether physically or by virtual attendance with the use of electronic facilities</u>) <del>(or, in the case of a Shareholder being a corporation, by its duly authorised representative)</del> or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.</p>	
73	<p>Where a resolution is voted on by a show of hands (<u>whether physically or by virtual attendance with the use of electronic facilities</u>) as <u>permitted under the Listing Rules</u>, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against such resolution.</p>	
76	<p>In the case of an equality of votes, whether on a show of hands or on a poll (<u>whether physically or by virtual attendance with the use of electronic facilities</u>), the chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.</p>	
79	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a poll every Shareholder present in person (<u>whether physically or by virtual attendance with the use of electronic facilities</u>) <del>(or, in the case of a Shareholder being a corporation, by its duly authorised representative)</del> or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (provided that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (<u>whether physically or by virtual attendance with the use of electronic facilities</u>) <del>(or, in the case of a Shareholder being a corporation, by its duly authorised representative)</del> or by proxy shall (save as provided otherwise in this Article) have one vote. On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</p>	

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
80	All Shareholders (including a Shareholder which is a Clearing House (or its nominee(s))) shall have the right to (i) speak at a general meeting and (ii) vote at a general meeting <u>(whether physically or by virtual attendance with the use of electronic facilities)</u> , except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted. No powers shall be taken to freeze or otherwise impair any of the rights attaching to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.	
86	Any Shareholder (including a Shareholder which is a Clearing House (or its nominee(s))) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote in his place. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder. On a poll or a show of hands votes may be given either personally <u>(whether physically or by virtual attendance with the use of electronic facilities)</u> , <del>or,</del> in the case of a Shareholder being a corporation, by its duly authorised representative, <del>or</del> by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise as if it were an individual Shareholder.	
89	The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be <u>sent to the Board by electronic means or</u> deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid, <u>provided always that the chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly delivered.</u> No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person <u>(whether physically or by virtual attendance with the use of electronic facilities)</u> , <del>or,</del> in the case of a Shareholder being a corporation, its duly authorised representative <del>)</del> at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.	

Article No.	Provisions in the New Articles of Association (showing changes to the current Articles of Association)	Remark
93	<p>(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual Shareholder. References in these Articles to a Shareholder present in person <u>(whether physically or by virtual attendance with the use of electronic facilities)</u> at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 94) authorise such person or persons as it thinks fit to act as its representative or representatives, who enjoy rights equivalent to the rights of other members, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Shareholders, provided that if more than one person is so authorised, the <u>instrument appointing a proxy or</u> authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and vote individually on a show of hands or on a poll.</p>	

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## NOTICE OF ANNUAL GENERAL MEETING

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### CINESE INTERNATIONAL GROUP HOLDINGS LIMITED

### 富盈環球集團控股有限公司

*(Incorporated in Ontario, Canada and continued in the Cayman Islands with limited liability)*

**(Stock Code: 1620)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting ( the “**2026 AGM**”) of Cinese International Group Holdings Limited (the “**Company**”) will be held at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 25 June 2026 at 10:00 a.m. (or the adjournment thereof) for the following purposes:

#### AS ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2025;
2.
  - (a) To re-elect Mr. Liu Xue Bin as an executive director of the Company;
  - (b) To re-elect Mr. Liu Jiefeng as an executive director of the Company;
  - (c) To re-elect Mr. Lo Ying Kit as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. To re-appoint BDO Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix its remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) in the capital of the Company (including any sale or

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## NOTICE OF ANNUAL GENERAL MEETING

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transfer of treasury shares of the Company), securities convertible into or exchangeable for Shares, or options or similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise, and including any sale or transfer of treasury shares of the Company) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares upon the exercise of subscription or conversion or exchange rights attached to any warrants of the Company or any instruments which are convertible into or exchangeable for the Shares; or (iv) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements

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## NOTICE OF ANNUAL GENERAL MEETING

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of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) in issue on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with any other applicable laws, the Code on Share Buy-backs issued by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of the Cayman Islands; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT conditional upon Resolutions numbered 5 and 6 set out in the notice convening this meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to Resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing this Resolution.”

### AS SPECIAL RESOLUTION

8. To consider and, if thought fit, to pass the following resolution as special resolution of the Company:

“THAT:

- (a) the proposed amendments (the “**Proposed Amendments**”) to be made to the memorandum and articles of association of the Company currently in force (the “**Existing Memorandum and Articles of Association**”) as detailed in Appendix III to the circular of the Company dated 4 June 2026 be and are hereby approved;
- (b) the further amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) incorporating the Proposed Amendments, a copy of which has been produced to the AGM, marked “A” and initialled by the chairman of the AGM for identification purpose, be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association with immediate effect; and
- (c) any one director of the Company, the registered office provider of the Company or the company secretary of the Company be and is hereby authorised severally to do all such acts as he/she/it deems fit to effect the adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By Order of the Board  
**Cinese International Group Holdings Limited**  
富盈環球集團控股有限公司  
**Dr. Kou Chung Yin Mariana**  
*Chairperson and executive Director*

4 June 2026

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## NOTICE OF ANNUAL GENERAL MEETING

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*Registered Office:*

4th Floor, Harbour Place  
103 South Church Street  
PO Box 10240  
Grand Cayman, KY1-1002  
Cayman Islands

*Headquarters and Principal Place of Business in Hong Kong:*

2nd Floor, Terns Centre Tower II,  
251 Queen's Road, Central,  
Hong Kong

*Notes:*

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the 2026 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the 2026 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the 2026 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2026 AGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the 2026 AGM, the register of members of the Company (“**Register of Members**”) will be closed from Friday, 19 June 2026 to Thursday, 25 June 2026 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the 2026 AGM, non-registered Members must lodge all duly completed signed transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Thursday, 18 June 2026.
5. In relation to the proposed resolution numbered 2 above, Mr. Liu Xue Bin and Mr. Liu Jiefeng will retire as directors of the Company (the “**Directors**”) at the 2026 AGM, and Mr. Lo Ying Kit shall hold office until the 2026 AGM, and, with the aforementioned directors being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 4 June 2026 (the “**Circular**”).
6. In relation to the proposed resolution numbered 4 above, the board of Directors (the “**Board**”) concurs with the views of the audit committee of the Board and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.
7. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares (including any sale or transfer of treasury shares of the Company) under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Directors have no immediate plans to issue any new Shares.

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## NOTICE OF ANNUAL GENERAL MEETING

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8. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.
9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the poll results of the 2026 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.
10. In case of joint holders of a Share, any one of such joint holders may vote at the 2026 AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the 2026 AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the executive Directors are Mr. Liu Xue Bin, Dr. Kou Chung Yin Mariana and Mr. Liu Jiefeng, and the independent non-executive Directors are Mr. Tan Wentao, Mr. Lo Ying Kit and Ms. Kwan Ka Yee.*