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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 stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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

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KINGDOM

KINGDOM HOLDINGS LIMITED

金達控股有限公司

*(Incorporated in the Cayman Islands with limited liability and
carrying on business in Hong Kong as "Kingdom (Cayman) Limited")*

(Stock Code: 528)

RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES; RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED FOR MORE THAN NINE YEARS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 13 June 2025 at 3:30 p.m. is set out on pages 22 to 27 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<https://www.kingdom-china.com>). Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 3:30 p.m. on Wednesday, 11 June 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

References to time and dates in this circular are to Hong Kong time and dates.

24 April 2025

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 13 June 2025 at 3:30 p.m. and the notice of which is set out on pages 22 to 27 of this circular, or where the context so admits, any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by the HKSCC
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (Cap 22) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Kingdom Holdings Limited (金達控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the Issuance Mandate

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue, and otherwise deal with new Shares (including any sale and transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution
“Latest Practicable Date”	15 April 2025, being the latest practicable date for ascertaining certain information contained in 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
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“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)”	share(s) of HK\$0.01 each of the Company
“Share Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares in issue up to a maximum of 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Shares Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the same meaning ascribed to it under the Listing Rules as amended from time to time
“%”	per cent

LETTER FROM THE BOARD

KINGDOM

KINGDOM HOLDINGS LIMITED

金達控股有限公司

*(Incorporated in the Cayman Islands with limited liability and
carrying on business in Hong Kong as “Kingdom (Cayman) Limited”)*

(Stock Code: 528)

Executive Directors:

Mr. REN Weiming (*Chairman*)
Mr. SHEN Yueming
Mr. ZHANG Hongwen
Mr. REN Zhong

Non-executive Director:

Mr. NGAN Martin

Independent Non-executive Directors:

Mr. LAU Ying Kit
Mr. YAN Jianmiao
Ms. ZHANG Chan
Mr. FAN Lei

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

Room 1912, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

24 April 2025

To: The Shareholders

Dear Sirs or Madams

**RENEWAL OF
GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES;
RE-ELECTION OF DIRECTORS AND CONTINUOUS
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED FOR MORE THAN NINE YEARS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

LETTER FROM THE BOARD

At the Annual General Meeting, resolutions will be proposed for the Shareholders to approve, amongst others, (i) the granting of the Issuance Mandate, the Share Buy-back Mandate and the Extension Mandate; and (ii) the re-election of retiring Directors and continuous appointment of independent non-executive Directors, namely Mr. YAN Jianmiao and Mr. LAU Ying Kit who will be or have been serving the Company for more than nine years.

RENEWAL OF GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES

At the annual general meeting of the Company held on 14 June 2024, ordinary resolutions were passed granting general mandates to the Directors (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution; (ii) to buy back Shares up to 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution; and (iii) to have the power to extend the general mandate mentioned in (i) above by an additional number representing such number of Shares bought back under the mandate mentioned in (ii) above. Such general mandates will expire at the conclusion of the forthcoming Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed:

- (a) to grant the Issuance Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares (including any sale and transfer of treasury shares) not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing the resolution. The Issuance Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 629,678,000 Shares in issue as at the Latest Practicable Date and assuming there will be no change to the total number of issued Shares prior to the date of the Annual General Meeting and the Company will not have any treasury shares on the date of the Annual General Meeting, the Directors will be authorised to allot, issue and deal with up to 125,935,600 Shares under the Issuance Mandate;

LETTER FROM THE BOARD

- (b) to grant the Share Buy-back Mandate to the Directors to exercise the powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Share Buy-back Mandate, the maximum number of Shares that the Company may buy back shall not exceed 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing the resolution. The Share Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. As at the Latest Practicable Date, the number of Shares in issue is 629,678,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Share Buy-back Mandate and assuming there will be no change to the total number of issued Shares prior to the Annual General Meeting and the Company will not have any treasury shares on the date of the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 62,967,800 Shares, being 10% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the resolution in relation thereof; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the Issuance Mandate and the Share Buy-back Mandate, to extend the total number of Shares to be issued and allotted under the Issuance Mandate by an additional number representing such number of Shares bought back under the Share Buy-back Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution for approving the grant of the Share Buy-back Mandate at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors. The executive Directors of the Company are Mr. REN Weiming, Mr. SHEN Yueming, Mr. ZHANG Hongwen and Mr. REN Zhong; the non-executive Director of the Company is Mr. NGAN Martin; and the independent non-executive Directors of the Company are Mr. LAU Ying Kit, Mr. YAN Jianmiao, Ms. ZHANG Chan and Mr. FAN Lei.

LETTER FROM THE BOARD

Pursuant to article 83(3) of the Articles of Association, any Director appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. In accordance with article 83(3) of the Articles of Association, each of Mr. REN Zhong, Mr. NGAN Martin, Ms. ZHANG Chan and Mr. FAN Lei, being appointed by the Board on 13 December 2024, shall be subject to retirement at the forthcoming annual general meeting. Also, in accordance with article 84(2) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years and be eligible for re-election. Any Director appointed by the Board pursuant to article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. In accordance with article 84(2) of the Articles of Association, Mr. YAN Jianmiao and Mr. LAU Ying Kit shall retire from office by rotation at the Annual General Meeting. All retiring Directors, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

Pursuant to code provision B.2.3 of the corporate governance code (the “CG Code”) set out in Part 2 of the Appendix C1 to the Listing Rules, if an independent non-executive director has served more than nine years, such director’s further appointment should be subject to a separate resolution to be approved by shareholders. Mr. YAN Jianmiao and Mr. LAU Ying Kit, being independent non-executive Directors who were appointed on 30 May 2016 and 13 November 2006, respectively, will have served the Company for more than nine years as at the date of the AGM. Therefore, separate resolutions will be proposed for their re-appointment at the AGM. The Company has received from each of Mr. YAN Jianmiao and Mr. LAU Ying Kit a written confirmation of their independence pursuant to rule 3.13 of the Listing Rules, and each of Mr. YAN Jianmiao and Mr. LAU Ying Kit has not engaged in any executive management of the Group. Taking into consideration of their independent scope of work in the past years, the Board considers that each of Mr. YAN Jianmiao and Mr. LAU Ying Kit would independently fulfill his role as independent non-executive Director despite the fact that each of them will be or have been serving the Company for more than nine years if re-elected. Each of Mr. YAN Jianmiao and Mr. LAU Ying Kit has the required character and integrity to act as a Director of the Company and possesses extensive experience and professional knowledge in international economics and international trade to bring objective judgement to the Board.

With respect to Ms. ZHANG Chan and Mr. FAN Lei, the Nomination Committee has reviewed the written confirmation of independence of each of them and assessed their independence based on the independence criteria as set out in rule 3.13 of the Listing Rules, and is satisfied that each of them remains independent in accordance with rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by each of the retiring Directors, the qualifications, skills and experience, time commitment and contribution of each of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy, director nomination policy and corporate strategy. The Nomination Committee has recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. REN Zhong as executive Director, Mr. NGAN Martin as non-executive Director, Ms. ZHANG Chan, Mr. FAN Lei, Mr. YAN Jianmiao and Mr. LAU Ying Kit as independent non-executive Directors.

The biographical details of such retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 13 June 2025 at 3:30 p.m. for the purpose of considering and if thought fit, approving the resolutions proposed in the notice of the Annual General Meeting as set out on pages 22 to 27 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 3:30 p.m. on Wednesday, 11 June 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. At the Annual General Meeting, the chairman of the Annual General Meeting will therefore demand a poll for every resolution put to vote at the Annual General Meeting pursuant to Article 66 of the Articles of Association. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that (i) the granting of the Issuance Mandate, the Share Buy-back Mandate and the Extension Mandate; and (ii) the re-election of retiring Directors and continuous appointment of independent non-executive Directors who will be or have been serving for more than nine years are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By Order of the Board
Kingdom Holdings Limited
Mr. REN Weiming
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Share Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARES IN ISSUE

As at the Latest Practicable Date, there was a total of 629,678,000 Shares in issue and the Company did not have any treasury shares. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares are issued, allotted, bought back or cancelled during the period from the Latest Practicable Date to the Annual General Meeting, the Company will be allowed under the Share Buy-back Mandate to buy-back a maximum of 62,967,800 Shares, being 10% of the total number of Shares in issue of the Company (excluding treasury shares) as at the date of the passing of the relevant resolution.

2. REASONS FOR SHARE BUY-BACK

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders. When exercising the Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share of the Company. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. Share buy-backs will only be made if the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

As compared with the financial position of the Company as at 31 December 2024 (as disclosed in its latest audited financial statements for the year ended 31 December 2024), the Directors consider that there may be material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-back were to be carried out in full during the proposed buy-back period. In the circumstances, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

3. FUNDING OF SHARE BUY-BACK

The Company is empowered by its Articles of Association to buy back its Shares. In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and laws of the Cayman Islands. The laws of the Cayman Islands and the Articles of Association provide that payment for a share buy-back may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or subject to the Companies Act, out of capital of the Company. The amount of premium payable on buy-back of Shares may only be paid out of either the profits or subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the buy-backs by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back may (i) be treated by the Company as cancelled or (ii) be held by the Company as treasury shares, and in each case the aggregate amount of authorised share capital would not be reduced.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell 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 Share Buy-back Mandate is granted by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the powers of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. In addition, the Company has confirmed that neither the explanatory statement as set out in this appendix nor the proposed share buy-backs pursuant to the Share Buy-back Mandate have any unusual features.

6. EFFECT OF TAKEOVERS CODE

If, as a result of a buy-back of Shares by the Company pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Ren Weiming, the chairman of the Company, an executive Director and a controlling Shareholder (as defined under the Listing Rules), together with Kingdom Investment Holdings Limited, a controlling Shareholder and a company beneficially owned as to approximately 76.38% by Mr. Ren Weiming, hold approximately 51.94% of the total number of issued Shares. Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and that the Company does not have any treasury shares, in the event that the Directors exercise in full the Share Buy-back Mandate if so approved at the Annual General Meeting, the shareholding of Mr. Ren Weiming, together with Kingdom Investment Holdings Limited, would be increased to approximately 57.71% of the then total number of issued Shares, and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. In any case, the Company has no intention to exercise the Share Buy-back Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the number of Shares held by the public being reduced to less than 25% of the total number of issued Shares.

7. SHARE BUY-BACKS BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICES

During the period from 1 April 2024 to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	1.28	1.13
May	1.26	1.11
June	1.35	1.13
July	1.27	1.02
August	1.30	1.14
September	1.32	1.15
October	1.34	1.15
November	1.35	1.18
December	1.25	1.14
2025		
January	1.25	1.07
February	1.21	1.05
March	1.22	1.07
April (up to the Latest Practicable Date)	1.23	1.01

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

REN ZHONG (任中)

Mr. Ren Zhong (“**Mr. Ren**”), aged 37, was appointed as an executive Director on 13 December 2024. Mr. Ren has been an employee of the Group since May 2022. He was appointed as the general manager of our subsidiary in Ethiopia in June 2022, as the director of marketing of the Group in January 2023, and as a director of the subsidiary of the Company in Egypt in December 2024. Prior to joining the Group, Mr. Ren worked at Ernst & Young as an auditor from 2012 to 2014 and was a risk control manager of Interconnect Financial Leasing (Shanghai) Co., Ltd* (匯通融資租賃(上海)有限公司) from 2014 to 2022. He graduated from Seton Hall University in New Jersey, the United States with a bachelor’s degree in accounting in 2012. Mr. Ren is the son of Mr. Ren Weiming, who is the chairman of the Board and has interests in a total of 327,062,000 shares of the Company, representing approximately 51.94% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above and as at the Latest Practicable Date, Mr. Ren did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Ren has entered into a director’s service contract with the Company for a term of three years and similar to other executive Directors, he will not receive any director’s fee for his appointment as an executive Director. Based on his director’s service contract, his appointment as an executive Director can be terminated by either party by giving not less than one month’s prior notice in writing to the other or by mutual agreement between the Company and Mr. Ren. Mr. Ren is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2024, Mr. Ren received from the Group remuneration in the total amount of RMB335,000. Mr. Ren annual remuneration for 2025 comprises basic salary of RMB25,000 per month plus performance bonuses based on the sales revenue and profit after tax of the Group. He is entitled to RMB300,000 year end bonus if profit after tax of the Group is less than RMB100,000,000 or RMB500,000 year end bonus if profit after tax of the Group is greater than RMB100,000,000 in 2025, subject to performance adjustments. There will be no bonus in case the Group suffered a loss after tax of the year. Mr. Ren’s remuneration is determined by the Board upon the recommendation from the Remuneration Committee with reference to the remuneration benchmark in the industry and his experience, duties and responsibilities and the prevailing market conditions.

Mr. Ren will retire as an executive Director and, being eligible, offer himself for re-election by way of a separate resolution at the Annual General Meeting.

NGAN MARTIN (顏錦棠)

Mr. Ngan Martin (“**Mr. Ngan**”), aged 38, was appointed as a non-executive Director on 13 December 2024. Mr. Ngan is the managing director of Millionfull Company Limited (“**Millionfull**”), and a director of each of Wise Vantage Limited and Billions Investment Limited. Millionfull is a company incorporated in Hong Kong and is engaged in the trading of flax and flax mixed fiber textiles. Both Wise Vantage Limited and Billions Investment Limited are property investment companies. Mr. Ngan graduated from Simon Fraser University in Canada with a bachelor’s degree in economics in 2009. He has been serving as a director of The Hong Kong General Chamber of Textiles Limited (“**HKGCOT**”) since 2022 and a vice chairman of HKGCOT since 2024. Mr. Ngan is the son of Mr. Ngan Kam Wai Albert, who is a substantial shareholder of the Company and has interests in a total of 67,418,000 shares of the Company, representing approximately 10.71% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above and as at the Latest Practicable Date, Mr. Ngan did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Ngan has entered into a letter of appointment with the Company as a non-executive Director for a term of three years commencing from 13 December 2024 and the appointment can be terminated by either party by giving not less than one month’s prior notice in writing to the other or by mutual agreement between the Company and Mr. Ngan. Mr. Ngan is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Ngan, in his capacity as a non-executive Director, is entitled to a director’s fee of HK\$120,000 per annum pursuant to his letter of appointment with the Company. His director’s fee was determined by the Board upon the recommendation from the Remuneration Committee with reference to his experience, duties and responsibilities and the prevailing market conditions.

Mr. Ngan will retire as a non-executive Director and, being eligible, offer himself for re-election by way of a separate resolution at the Annual General Meeting.

ZHANG CHAN (張嬋)

Ms. Zhang Chan (“**Ms. Zhang**”), aged 37, was appointed as an independent non-executive Director on 13 December 2024. Ms. Zhang has been a consulting director of Aon Enterprise Solutions (Shanghai) Co., Ltd. since February 2023, specialized in development of customized human resources (“**HR**”) policy reports across multiple regions, focusing on crafting localization strategies for supporting the globalization of Chinese enterprises. She worked as a freelance consultant for multiple clients in Shanghai from January 2022 to December 2022. Prior to that, Ms. Zhang was employed by the Group as the vice general manager of our subsidiary in Ethiopia, in charge of HR and public relations in Ethiopia from October 2018 to December 2021. She also worked as a Project Manager of Aon Hewitt Consulting in Shanghai from July 2012 to April 2015. Ms. Zhang graduated from Sun Yat-Sen University in Guangzhou, China with a bachelor’s degree in applied psychology in June 2009, obtained her Master of Education in Applied Psychology from East China Normal University, Shanghai, China in June 2012, and a Master of Development Studies in Social and Political Sciences from University of Sydney in Australia in December 2017.

As at the Latest Practicable Date, Ms. Zhang did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Zhang has entered into a letter of appointment with the Company as an independent non-executive Director for a term of three years commencing from 13 December 2024 and the appointment can be terminated by either party by giving not less than one month’s prior notice in writing to the other or by mutual agreement between the Company and Ms. Zhang. Ms. Zhang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Zhang, in her capacity as an independent non-executive Director, is entitled to a director’s fee of HK\$120,000 per annum pursuant to her letter of appointment with the Company. Her director’s fee was determined by the Board upon the recommendation from the Remuneration Committee with reference to her experience, duties and responsibilities and the prevailing market conditions.

Ms. Zhang will retire as an independent non-executive Director and, being eligible, offer herself for re-election by way of a separate resolution at the Annual General Meeting.

FAN LEI (范磊)

Mr. Fan Lei (“**Mr. Fan**”), aged 41, was appointed as an independent non-executive Director on 13 December 2024. Mr. Fan has over 20 years of securities management experience and he has been the managing director of StormHarbour Securities (Hong Kong) Limited (“**StormHarbour**”), a corporation licensed to carry on Type 1 (Dealing in Securities), Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities under the SFO since June 2019. Mr. Fan is also the responsible officer for the Type 4 and Type 9 regulated activities of StormHarbour approved by the Securities and Futures Commission (the “**SFC**”) under section 126(1) of the SFO since 3 February 2020. He was a responsible officer of Grand Cartel Hong Kong Asset Management Limited from 27 April 2016 to 31 October 2017 and LERTHAI Asset Management Limited from 20 November 2017 to 21 January 2019. Mr. Fan obtained his Master of Accounting (graduated with honors) from Guanghua School of Management, Peking University in June 2013.

As at the Latest Practicable Date, Mr. Fan did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Fan has entered into a letter of appointment with the Company as an independent non-executive Director for a term of three years commencing from 13 December 2024 and the appointment can be terminated by either party by giving not less than one month’s prior notice in writing to the other or by mutual agreement between the Company and Mr. Fan. He shall hold office until the Annual General Meeting and be eligible for re-election as an independent non-executive Director by the Shareholders in the same meeting in accordance with the Articles of Association. Mr. Fan is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Fan, in his capacity as an independent non-executive Director, is entitled to a director’s fee of HK\$120,000 per annum pursuant to his letter of appointment with the Company. His director’s fee was determined by the Board upon the recommendation from the Remuneration Committee with reference to his experience, duties and responsibilities and the prevailing market conditions.

Mr. Fan will retire as an independent non-executive Director and, being eligible, offer himself for re-election by way of a separate resolution at the Annual General Meeting.

**CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED FOR MORE THAN NINE YEARS****YAN JIANMIAO (嚴建苗)**

Mr. Yan Jianmiao (“**Mr. Yan**”), aged 59, has been appointed as an independent non-executive Director since 30 May 2016 and will be serving for the Company for more than nine years upon his proposed re-election at the AGM. Mr. Yan is currently a professor of the Department of International Economics of Zhejiang University (“**ZJU**”), a director of China Society of World Economics (CSWE), an executive director of Zhejiang International Economics and Trade Association and a researcher of the Center for Research of Private Economy (CRPE) of ZJU. Prior to holding these positions, Mr. Yan served as a deputy director in the Department of International Trade of Hangzhou University and a director of the Department of International Economics of ZJU. Mr. Yan is currently an independent director of Baida Group Co., Ltd. (Stock Code: 600865), a company listed on the Shanghai Stock Exchange and Rongsheng Petrochemical Co., Ltd. (Stock Code: 002493), a company listed on the Shenzhen Stock Exchange. Mr. Yan graduated from Hangzhou University in 1985 with a Bachelor of Economics degree. He obtained a master’s degree in economics from the Shanghai Academy of Social Sciences in 1988. Mr. Yan was a senior visiting scholar of Le Havre Business School in France in 1997 and obtained a PhD in Economics from ZJU in 2005.

As at the Latest Practicable Date, Mr. Yan did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Mr. Yan has extensive experience in the field of international trade and international economics. His participations in the Board bring independent judgments on issues relating to the Group’s accounts, internal controls, risk management, nomination of directors, conflicts of interests and other management matters. The Board considered the re-election of Mr. Yan as independent non-executive Director can safeguard the interests of the Shareholders, and his background especially his international trade and international economics experience would complement and enhance the diversity of the Board. The Board also noted that Mr. Yan had not engaged in any executive management of the Group. The Nomination Committee and the Board have considered his independent scope of works in the past years, received and reviewed the annual written independence confirmation of Mr. Yan and assessed his independence based on the independence guidelines set out in rule 3.13 of the Listing Rules and noted that he remains independent with reference to the factors set out in rule 3.13. In assessing the independence of Mr. Yan, the Board and the Nomination Committee have also considered the independent nature of his role and duties and the character and judgement demonstrated by his commitment and contribution during his years of service and other relevant factors. Based on the above, the Board, upon the recommendation of the Nomination Committee, considers Mr. Yan to be independent and believes that he should be re-elected even after his nine years of services in the Company as an independent non-executive Director and should continue to contribute effectively to the Board and safeguard the interests of the Shareholders.

Mr. Yan has entered into a service contract with the Company for a term of three years commencing on 30 May 2022 and is entitled to a director's fee of HK\$120,000 per annum. His director's fee is determined with reference to the remuneration benchmark in the industry and the prevailing market conditions. Mr. Yan is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Yan will retire as an independent non-executive Director and, being eligible, offer himself for re-election by way of a separate resolution at the Annual General Meeting.

LAU YING KIT (劉英傑)

Mr. Lau Ying Kit (“**Mr. Lau**”), aged 51, is an independent non-executive Director and has been serving the Company for over nine years since his appointment on 13 November 2006. Mr. Lau joined the Group in November 2006. Mr. Lau is the finance and investor relations director and the company secretary of Dalipal Holdings Limited (Stock Code: 01921), a company listed on the Main Board of the Stock Exchange. He is also currently an independent non-executive director of United Strength Power Holdings Limited (Stock Code: 02337), Sinco Pharmaceuticals Holdings Limited (Stock Code: 06833) and KangLi International Holdings Limited (Stock Code: 06890), all of which are companies listed on the Main Board of the Stock Exchange. From 16 May 2012 to 30 September 2020, Mr. Lau was an independent non-executive director of Xiezhong International Holdings Limited (Stock Code: 03663) which was privatized by way of a scheme of arrangement and delisted from the Main Board of the Stock Exchange on 5 July 2021, and from 20 December 2013 to 15 February 2022, he was an independent non-executive director of China Wood Optimization (Holding) Limited (Stock Code: 01885) which was a company listed on the Main Board of the Stock Exchange until the cancellation of its listing on 16 May 2023. Mr. Lau is a fellow member of the Hong Kong Institute of Certified Public Accountants and holds a master's degree in finance from the City University of Hong Kong. He has extensive experience in financial and accounting in China and Hong Kong.

As at the Latest Practicable Date, Mr. Lau did not have any interests in securities of the Company within the meaning of Part XV of the SFO. Mr. Lau has been serving as an independent non-executive Director for more than nine years since his appointment on 13 November 2006.

Mr. Lau has been an independent non-executive Director for over nine years. The Board, however, believes that an individual's independence cannot be determined arbitrarily on the basis of a set period of time. The Nomination Committee and the Board have considered his independent scope of works in the past years, received and reviewed the annual written independence confirmation of Mr. Lau, and assessed his independence based on the independence guidelines set out in rule 3.13 of the Listing Rules and noted that he remains independent with reference to the factors set out in rule 3.13. In assessing the independence of Mr. Lau, the Board and the Nomination Committee have also considered the independent nature of his role and duties and the character and judgement demonstrated by his commitment and contribution during his years of service and other relevant factors. Mr. Lau has extensive experience in the accounting field. His participation in the Board brings independent judgments on issues relating to the Group's accounts, internal controls, risk management, nomination of directors, conflicts of interests and other management matters. Mr. Lau has not engaged in any executive management in the Company nor in any relationships which would interfere with the exercise of his independent judgement. The Board is of the view that despite his years of service, Mr. Lau maintains an independent mindset and provides invaluable expertise, knowledge, experience, professionalism, continuity and stability to the Board, and the Company has benefited greatly from his contribution and valuable insights derived from his in-depth knowledge of the Company, and his background especially his accounting experience would complement and enhance the diversity of the Board. Based on the above, the Board, upon the recommendation of the Nomination Committee, considers Mr. Lau to be independent and believes that he should be re-elected even after his more than nine years of services in the Company as an independent non-executive Director and should continue to contribute effectively to the Board and safeguard the interests of the Shareholders.

Mr. Lau has entered into a service agreement with the Company for a term of three years commencing from 1 January 2025 and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. He is entitled to a director's fee of HK\$144,000 per annum which is determined with reference to the remuneration benchmark in the industry and the prevailing market conditions.

Mr. Lau will retire as an independent non-executive Director and, being eligible, offer himself for re-election by way of a separate resolution at the Annual General Meeting.

Others

Save as disclosed above, each of the Directors proposed to be re-elected at the Annual General Meeting (i) has no other relationship with any Director, senior management or substantial or controlling Shareholder; (ii) has not held any other position with the Company or any of its subsidiaries; and (iii) has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years.

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

** For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

KINGDOM

KINGDOM HOLDINGS LIMITED

金達控股有限公司

*(Incorporated in the Cayman Islands with limited liability and
carrying on business in Hong Kong as “Kingdom (Cayman) Limited”)*

(Stock Code: 528)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**” or “**AGM**”) of Kingdom Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 13 June 2025 at 3:30 p.m. for the following purposes:

ORDINARY BUSINESS

To consider and if thought fit, approve the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements for the year ended 31 December 2024 together with the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company (the “**Auditors**”) thereon;
2. To declare a final dividend of HK\$0.05 per ordinary share of the Company for the year ended 31 December 2024;
3. To re-elect Mr. REN Zhong as executive Director;
4. To re-elect Mr. NGAN Martin as non-executive Director;
5. To re-elect Ms. ZHANG Chan as independent non-executive Director;
6. To re-elect Mr. FAN Lei as independent non-executive Director;
7. To re-elect Mr. YAN Jianmiao as independent non-executive Director;
8. To re-elect Mr. LAU Ying Kit as independent non-executive Director;
9. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;

NOTICE OF ANNUAL GENERAL MEETING

10. To re-appoint Ernst & Young as Auditors to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;

SPECIAL BUSINESS

11. To consider and, if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (including any sale of transfer of treasury shares) of the Company 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) shall be in addition to any other authorisation gives to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same; and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

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

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

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such 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 of any regulatory body or any stock exchange in, any territory outside Hong Kong).”;

12. To consider and, if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

(c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation and subdivision shall be the same; and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

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

13. To consider and, if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions nos. 11 and 12 above, the general mandate to the Directors pursuant to resolution no. 11 be and is hereby extended by the addition thereto of the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 12, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution.”

By Order of the Board
Kingdom Holdings Limited
Mr. REN Weiming
Chairman

Hong Kong, 24 April 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (3) Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.
- (4) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior 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 of the Company in respect of the joint holding.
- (5) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 3:30 p.m. on Wednesday, 11 June 2025) or any adjournment thereof. The form of proxy will be published on the website of the Stock Exchange.
- (6) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 6 June 2025 to Friday, 13 June 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 5 June 2025.
- (7) For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Tuesday, 24 June 2025 to Wednesday, 25 June 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 23 June 2025.
- (8) Shareholders of the Company whose names appear on the register of members of the Company on Friday, 13 June 2025 are entitled to attend and vote at the Annual General Meeting or any adjourned meetings, and shareholders whose names appear on the register of members of the Company on Wednesday, 25 June 2025 are entitled to the proposed final dividend.

NOTICE OF ANNUAL GENERAL MEETING

- (9) (a) Subject to paragraph (b) below, if a tropical cyclone typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
- (b) If a black rainstorm warning signal is cancelled at or before three hours before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
- (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
- (d) After considering their own situations, the Shareholders should decide on their own as to whether they will attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
- (10) References to time and dates in this circular are to Hong Kong time and dates.

As at the date of this notice, the executive Directors of the Company are Mr. REN Weiming, Mr. SHEN Yueming, Mr. ZHANG Hongwen and Mr. REN Zhong; the non-executive Director of the Company is Mr. NGAN Martin; and the independent non-executive Directors of the Company are Mr. LAU Ying Kit, Mr. YAN Jianmiao, Ms. ZHANG Chan and Mr. FAN Lei.