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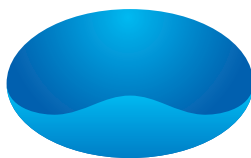
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

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**CHINA HUIRONG FINANCIAL HOLDINGS LIMITED**

**中國匯融金融控股有限公司**

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

**(Stock code: 1290)**

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
PROPOSED DECLARATION OF A FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of China Huirong Financial Holdings Limited to be held at the meeting room of the Company, 6th Floor, Building A, No. 288 Yingchun Road, Suzhou, Jiangsu Province, PRC on Thursday, 28 May 2026 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 26 May 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cnhuirong.com>).

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

30 April 2026

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## DEFINITIONS

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

“Annual General Meeting”	The annual general meeting of the Company to be held at the meeting room of the Company, 6th Floor, Building A, No. 288 Yingchun Road, Suzhou, Jiangsu Province, PRC on Thursday, 28 May 2026 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Annual General Meeting on pages 22 to 25 of this circular
“Articles of Association”	the articles of association of the Company currently in force and adopted by special resolution passed on 12 June 2023 and as amended, supplemented or modified from time to time
“Board”	the board of Directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	China Huirong Financial Holdings Limited 中國匯融金融控股有限公司, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company, its subsidiaries and the PRC Operating Entity (the financial results of which have been consolidated and accounted for as the subsidiary of the Company by virtue of certain contractual arrangements) or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries (or before such associated companies of the Company), the business operated by such subsidiaries or their predecessors (as the case may be)
“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

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## DEFINITIONS

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“Issuance Mandate”	the general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares (if any)) of not exceeding 20% of the total number of issued Shares (excluding treasury shares (if any)) as at the date of passing of the ordinary resolution No. 10 contained in the notice of Annual General Meeting as set out on pages 22 to 25 of this circular
“Latest Practicable Date”	24 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“PRC Operating Entity”	Suzhou Wuzhong Pawnshop Co., Ltd.* (蘇州市吳中典當有限責任公司), a limited liability company established under the laws of the PRC on 21 December 1999, formerly known as Wuxian Wuzhong Pawnshop Co., Ltd.* (吳縣市吳中典當行有限公司), a company not owned by the Company but the financial results of which have been consolidated and accounted for as a subsidiary of the Company by virtue of certain contractual arrangements
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	the general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares (if any)) as at the date of passing of the ordinary resolution No. 9 contained in the notice of Annual General Meeting as set out on pages 22 to 25 of this circular
“Shareholder(s)”	holder(s) of Share(s)

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## DEFINITIONS

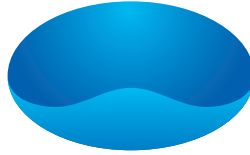
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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“Wuzhong Group”	Jiangsu Wuzhong Group Co. Limited* (江蘇吳中集團有限公司)

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LETTER FROM THE BOARD

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**CHINA HUIRONG FINANCIAL HOLDINGS LIMITED**

**中國匯融金融控股有限公司**

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

**(Stock code: 1290)**

*Executive Directors:*

Wu Min  
Qiu Wei  
Zhang Changsong  
Yao Wenjun

*Registered Office:*

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

*Non-executive Director:*

Deng Linyan

*Principal Place of Business in  
the PRC and Head Office:*

9/F, Building A,  
288 Yingchun Road,  
Suzhou, Jiangsu Province, PRC

*Independent Non-executive Directors:*

Tse Yat Hong  
Feng Ke  
Liang Jianhong

*Principal Place of Business in  
Hong Kong:*

23/F, No. 238 Des Voeux Road  
Central, Hong Kong

Hong Kong, 30 April 2026

To the Shareholders,

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
PROPOSED DECLARATION OF A FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

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

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## LETTER FROM THE BOARD

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

According to Articles 84(1) and (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, 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 the annual general meeting at least once every three years. Any Directors so to retire shall be those of the Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

In accordance with the Articles of Association and in the opinion of the Board, Mr. Wu Min, Mr. Feng Ke (“**Mr. Feng**”) and Mr. Tse Yat Hong (“**Mr. Tse**”) will retire as Directors at the Annual General Meeting. All the above-mentioned Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, if an independent non-executive director serves an issuer for more than nine years, any further appointment of such an independent non-executive Director should be subject to a separate resolution to be approved by Shareholders. As each of Mr. Feng and Mr. Tse has served as an independent non-executive Director for more than nine years since their respective appointment in October 2013, separate resolutions will be proposed at the Annual General Meeting to further appoint each of Mr. Feng and Mr. Tse as an independent non-executive Director.

The Company has received annual written confirmations from Mr. Feng and Mr. Tse, respectively, confirming their independence in accordance with Rule 3.13 of the Listing Rules. During their tenure, Mr. Feng and Mr. Tse gave impartial views and comments during the meetings of Board and Board committees and were not involved in the daily management of the Company nor in any relationship or circumstances which would materially interfere with their exercise of independent judgment.

In addition, throughout the past few years, Mr. Feng and Mr. Tse have been holding the directorships in other listed companies. Notwithstanding such, they remained responsible for the performance of their functions and discharged their duties to the Company. Mr. Feng and Mr. Tse have actively attended the meetings of the Board and the Board committees held in the past years and the current financial year. Details of the attendance records are set out in the Corporate Governance Report contained in the 2025 Annual Report of the Company.

Mr. Feng and Mr. Tse have confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as an independent non-executive Director of the Company. With their background and experience, Mr. Feng and Mr. Tse are fully aware of the responsibilities and expected time involvements in the Company.

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## LETTER FROM THE BOARD

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The Nomination Committee, having assessed the independence and contributions of Mr. Feng and Mr. Tse, is of the view that they would continue to bring balance of views as well as knowledge, experience, expertise and independent judgment to the Board as well as the Board committees they currently serve. Their extensive knowledge and experience of the Company's business as well as their skills and expertise are essential to providing independent advice to the Board and to making informed judgments on consistency issues. It is believed that they are valuable additions to the diversity of the Board and have and will contribute positively to the Board's decision-making. There is also no evidence that their tenure of over nine years has compromised or would compromise their continued independence.

Based on the foregoing, the Board, having considered the recommendation of the Nomination Committee, believes that the independence and positions of Mr. Feng and Mr. Tse held outside of the Company will not affect them in maintaining their current roles in, and their functions and responsibilities for, the Company. The Board considers that each of Mr. Feng and Mr. Tse remains independent in accordance with Rule 3.13 of the Listing Rules and committed in spite of their other roles and length of service, and their tenure of over nine years does not and would not affect their independent judgment. With reference to the qualifications and working experience of Mr. Feng and Mr. Tse as set out in Appendix I to this circular, the Board is of the view that Mr. Feng and Mr. Tse can bring technical knowledge and business insights to the Board and contribute to the Board's diversity.

In accordance with Articles 83(2) of the Articles of Association, subject to the Articles of Association and the Companies Act of the Cayman Islands, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an additional member to the existing Board.

As recommended by the Nomination Committee, the Board has nominated Mr. Fang Wenxu ("Mr. Fang") as a candidate for election as a non-executive Director. Mr. Fang has given written notice to the Company indicating that he is willing to accept the nomination and election.

Therefore, the Board proposed to present an ordinary resolution at the Annual General Meeting to elect Mr. Fang as a non-executive Director with effect from the date of passing this resolution.

The Nomination Committee has also reviewed (i) the structure and composition of the Board; (ii) the confirmations and disclosures given by the Directors; (iii) the qualifications, skills and experience, time commitment and contribution of the retiring Directors and the proposed non-executive Director; and (iv) the independence of all independent non-executive Directors, with reference to the nomination principles, the Company's board diversity policy and corporate strategy, and has recommended to the Board on the re-election of all the retiring Directors and the election of the non-executive Director. The Company considers that the retiring Directors to be re-elected and the proposed non-executive Director to be elected will bring valuable business experience, knowledge and professionalism to the Board for its operational efficiency and diversity.

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## LETTER FROM THE BOARD

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Details of the retiring Directors proposed for re-election and the proposed Director for election at the Annual General Meeting are set out in Appendix I and Appendix II to this circular, respectively.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 28 May 2025, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. Therefore, in order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares (if any)) as at the date of passing of the ordinary resolution No. 9 contained in the notice of the Annual General Meeting (i.e. 109,033,500 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

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

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

At the annual general meeting of the Company held on 28 May 2025, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. Therefore, in order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of treasury shares (if any)) of not exceeding 20% of the total number of issued Shares (excluding treasury shares (if any)) as at the date of passing of the ordinary resolution No. 10 contained in the notice of Annual General Meeting (i.e. 218,067,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the aggregate number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

### **5. PROPOSED DECLARATION OF A FINAL DIVIDEND**

The Board has recommended the payment of a final dividend of HK\$0.03 per Share for the year ended 31 December 2025, conditional upon the passing of the ordinary resolution No. 2 by the Shareholders at the Annual General Meeting.

In order to determine the entitlement of the proposed final dividend (subject to the approval by Shareholders at the forthcoming Annual General Meeting), the register of members of the Company will be closed from Thursday, 4 June 2026 to Friday, 5 June 2026 (i.e. the record date)

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## LETTER FROM THE BOARD

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(both dates inclusive), during which period no transfer of Shares will be registered. The final dividend will be paid to the Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 5 June 2026 and the final dividend will be paid on or before Tuesday, 30 June 2026.

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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Wednesday, 3 June 2026.

### **6. RE-APPOINTMENT OF THE AUDITOR OF THE COMPANY**

The Board proposed to present an ordinary resolution at the Annual General Meeting to re-appoint RSM Hong Kong as auditor of the Company and to authorise the Board to fix its remuneration. RSM Hong Kong will provide the Company with the review work in connection with the Company's interim financial report(s) and the audit work in connection with the Company's annual financial report(s) (subject to the approval by Shareholders at the forthcoming Annual General Meeting). The estimated total remuneration for such services is RMB1,800 thousand (with a fluctuation range of  $\pm 5\%$ ). The above remuneration was determined after full discussion with the auditor, taking into account the complexity of the Company's business, the expected scope of audit and resources involved, and by reference to the remuneration in prior years.

### **7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting to be held at the meeting room of the Company, 6th Floor, Building A, No. 288 Yingchun Road, Suzhou, Jiangsu Province, PRC on Thursday, 28 May 2026 at 10:00 a.m. is set out on pages 22 to 25 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, *inter alia*, the re-election and election of Directors, granting of the Share Buy-back Mandate and the Issuance Mandate, the extension of the Issuance Mandate and the declaration of a final dividend.

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. 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.

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026 (i.e. the record date) (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Thursday, 21 May 2026.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.cnhuirong.com>). To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 26 May 2026) or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person if you so wish.

### 8. RECOMMENDATION

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

Yours faithfully  
By Order of the Board  
**China Huirong Financial Holdings Limited**  
**Wu Min**  
*Chairman of the Board*

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

**(1) Mr. Wu Min (“Mr. Wu”)**

*Position and Experience*

**Mr. Wu Min (吳敏)**, aged 57, is the chairman of the Company and was appointed as an executive Director on 17 May 2012. Mr. Wu has been the chief executive officer of the Company from the listing of the Shares on the Main Board of the Stock Exchange to 17 October 2021. Mr. Wu is responsible for convening and presiding over the board meetings regularly and making decisions on key issues of our Company, such as determining the Company’s macroscopic development direction, researching into relevant national policies and avoiding the systemic risks in our industry. Upon joining our Group in 26 January 2011, Mr. Wu has been the general manager of the PRC Operating Entity. He possesses approximately 30 years of experience in commercial banking, finance and management. Mr. Wu worked in various positions in the Suzhou branch of the Industrial and Commercial Bank of China from 1985 to 2011, including being the President and Secretary of the Committee of Communist Party of China of the Wuzhong branch between 2005 and 2011. Mr. Wu graduated from Jiangsu Radio and TV University (江蘇廣播電視大學), majoring in finance, in July 1994; from the Party School of the Central Committee of Communist Party of China Correspondence Institute (中共中央黨校函授學院), majoring in executive management, in December 2001 and from the School of Business of Soochow University (蘇州大學商學院) in October 2003, where he completed a postgraduate course in finance and from China Europe International Business School in November 2017, where he completed an EMBA degree. In November 2000, Mr. Wu obtained the Intermediate Economist qualification (中級經濟師任職資格) issued by the Ministry of Personnel of the PRC (中國人事部).

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu did not hold any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

Mr. Wu entered into a service contract with the Company on 28 May 2024 for a term of three years, unless terminated by not less than two calendar months’ notice in writing served by either party on the other. He is also subject to retirement by rotation and be eligible for reelection at the annual general meeting in accordance with the Articles of Association.

*Relationships*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wu does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, 1,840,000 shares of the Company (representing 0.17% of the issued share capital of the Company) were held by Mr. Wu personally within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

*Director's Emoluments*

According to the service contract entered between the Company and Mr. Wu, the basic emolument for Mr. Wu is RMB764,000 and HK\$600,000 per annum. The Director's emoluments are recommended by the remuneration committee of the Company with reference to salaries paid by comparable companies, his time commitment and responsibilities, the performance of the Group, and determined based on the remuneration and compensation packages of the Directors and senior management of the Company.

*Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders*

There is no other information which is discloseable nor is Mr. Wu involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

**(2) Mr. Tse Yat Hong (“Mr. Tse”)***Position and Experience*

**Mr. Tse Yat Hong** (謝日康), aged 56, was appointed as an independent non-executive Director on 6 October 2013 and was appointed as a lead independent non-executive Director on 28 May 2025. Mr. Tse is a Fellow of the Hong Kong Institute of Certified Public Accountants and a FCPA of CPA Australia. Mr. Tse graduated from Monash University in Australia in April 1992 with a bachelor's degree in science. From June 2000 to May 2019, Mr. Tse served as the chief financial officer of Shenzhen International Holdings Limited (the shares of which are listed on the Stock Exchange (Stock code: 00152)). From August 2000 to

March 2008, Mr. Tse was also the company secretary of Shenzhen International Holdings Limited. Mr. Tse served as the joint company secretary of Shenzhen Expressway Company Limited from September 2004 to September 2007. Prior to that, Mr. Tse worked in the audit profession in one of the international accounting firms for years.

Mr. Tse currently holds the directorships as follows:

- independent non-executive director of China Bohai Bank Co., Ltd. (渤海銀行股份有限公司) (the shares of which are listed on the Stock Exchange (Stock code: 09668)) since June 2020; and
- independent non-executive director of Radiance Holdings (Group) Company Limited (金輝控股(集團)有限公司) (the shares of which are listed on the Stock Exchange (Stock Code: 09993)), since October 2020.

In addition, Mr. Tse held the following directorships in various listed companies in the last 3 years:

- independent non-executive director of E-Star Commercial Management Company Limited (星盛商業管理股份有限公司) (the shares of which are listed on the Stock Exchange (Stock Code: 06668)), from January 2021 to May 2024; and
- independent non-executive director of Sky Light Holdings Limited (天彩控股有限公司) (the shares of which are listed on the Stock Exchange (Stock code: 03882)), from December 2017 to November 2022.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tse did not hold any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of Service*

Mr. Tse entered into a letter of appointment with the Company on 28 May 2023 for a term of three years, unless terminated by not less than two calendar months' notice in writing served by either party on the other. He is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Articles of Association.

#### *Relationships*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Tse does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Tse was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

*Director's Emoluments*

According to the letter of appointment entered between the Company and Mr. Tse, the basic emoluments for Mr. Tse is HK\$330,000 per annum. The Director's emoluments are recommended by the remuneration committee of the Company with reference to salaries paid by comparable companies, his time commitment and responsibilities and performance of Group, and determined based on the remuneration and compensation packages of the Directors and senior management of the Company.

*Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders*

Based on the annual written confirmation provided to the Company by Mr. Tse regarding his independence in accordance with Rule 3.13 of the Listing Rules, the Board, having considered and assessed the independence of Mr. Tse, believes that Mr. Tse remains independent and has the character, independence and experience necessary to discharged his functions and responsibilities of the independent non-executive director if he is re-elected on the Annual General Meeting.

There is no other information which is discloseable nor is Mr. Tse involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Tse that need to be brought to the attention of the Shareholders.

**(3) Mr. Feng Ke (“Mr. Feng”)***Position and Experience*

**Mr. Feng Ke** (馮科), aged 54, was appointed as an independent non-executive Director on 6 October 2013. Mr. Feng graduated from Guangdong University of Finance (廣東金融學院) majoring in international finance in July 1993; from Guangdong Academy of Social Sciences (廣東省社會科學院) with a master's degree in economics in July 1999; and from Peking University School of Economics (北京大學經濟學院) with a doctor's degree in political economics in July 2002. Mr. Feng worked successively as an associate professor and a full professor at School of Economics of Peking University from 2010. Mr. Feng was the assistant manager of Golden Eagle Asset Management Co., Ltd (金鷹基金管理有限公司) from November 2002 to January 2006.

Mr. Feng currently holds directorships as follows:

- independent non-executive director of Zhuguang Holdings Group Co. Ltd. (珠光控股集團有限公司) (the shares of which are listed on the main board of the Stock Exchange (Stock Code: 01176)), since June 2015;
- independent director of Guangzhou Yuexiu Enterprises Holdings Limited (廣州越秀資本控股集團股份有限公司) (the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000987)), since September 2023; and
- independent director of China Hainan Rubber Industry Group Co., Ltd. (海南天然橡膠產業集團股份有限公司) (the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 601118)), since January 2024.

In addition, Mr. Feng held the following directorships in various listed companies in the last 3 years:

- non-executive director of Guangdong-Hong Kong Greater Bay Area Holdings Limited (粵港灣控股有限公司) (the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 01396)), from June 2022 to February 2023;
- independent non-executive director of Asian Capital Resources (Holdings) Limited (亞洲資產(控股)有限公司) (the shares of which are listed on the GEM of the Stock Exchange (Stock Code: 08025)), since October 2008, redesignated as executive director from September 2013 to March 2023;
- independent director of Aotecar New Energy Technology Co., Ltd. (奧特佳新能源科技股份有限公司) (the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 002239)), from July 2021 to April 2023;
- independent director of Tianjin Guangyu Development Co., Ltd. (天津廣宇發展股份有限公司) (the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000537)), from June 2018 to December 2023; and
- independent non-executive director of Liaoning Cheng Da Co., Ltd. (遼寧成大股份有限公司) (the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 600739)), from August 2021 to February 2025.

Save as disclosed above, as at the Latest Practicable Date, Mr. Feng did not hold any other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

Mr. Feng entered into a letter of appointment with the Company on 28 May 2023 for a term of three years, unless terminated by not less than two calendar months' notice in writing served by either party on the other. He is also subject to retirement by rotation and be eligible for re-election at the annual general meeting in accordance with the Articles of Association.

*Relationships*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Feng does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Feng was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

*Director's Emoluments*

According to the letter of appointment entered between the Company and Mr. Feng, the basic emoluments for Mr. Feng is HK\$300,000 per annum. The Director's emoluments are recommended by the remuneration committee of the Company with reference to salaries paid by comparable companies, his time commitment and responsibilities and performance of Group, and determined based on the remuneration and compensation packages of the Directors and senior management of the Company.

*Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders*

Based on the annual written confirmation provided to the Company by Mr. Feng regarding his independence in accordance with Rule 3.13 of the Listing Rules, the Board, having considered and assessed the independence of Mr. Feng, believes that Mr. Feng remains independent and has the character, independence and experience necessary to discharged his functions and responsibilities of the independent non-executive director if he is re-elected on the Annual General Meeting.

There is no other information which is discloseable nor is Mr. Feng involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Feng that need to be brought to the attention of the Shareholders.

The following are details of the proposed director to be elected at the Annual General Meeting.

(1) **Mr. Fang Wenxu (“Mr. Fang”)**

*Position and Experience*

**Mr. Fang Wenxu** (方文旭), aged 44, served as a staff member of the Small and Medium Enterprises Bureau of Suzhou Municipal Bureau of Economy and Trade (蘇州市經貿委中小企業局) from July 2005 to July 2007. From July 2007 to March 2010, Mr. Fang was an employee of Industrial and Commercial Bank of China Suzhou Branch (中國工商銀行蘇州分行). From March 2010 to March 2023, Mr. Fang acted as the Vice President of Suzhou Tianlihe Automotive Industry Co., Limited (蘇州天利和汽車實業有限公司). Since March 2023, Mr. Fang has served as a director of Jiangsu Wuzhong Group Co., Ltd (江蘇吳中集團有限公司).

Mr. Fang graduated from the Law School of Nanjing Normal University (南京師範大學) in June 2004 with a Bachelor of Laws degree.

As at the Latest Practicable Date, Mr. Fang did not hold any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of Service*

If Mr. Fang is elected as a non-executive Director at the forthcoming Annual General Meeting, the Company will enter into a letter of appointment with him for a term of three years which may be terminated by not less than two calendar months’ notice in writing served by either party on the other. His appointment will be subject to the provision of re-election and rotation of directors in accordance with the Articles of Association.

*Relationships*

As far as the Directors are aware, Mr. Fang is the son-in-law of Mr. Zhu Tianxiao, a substantial shareholder of the Company. Save for the aforesaid, as at the Latest Practicable Date, Mr. Fang does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Fang was not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

*Director's Emoluments*

Mr. Fang will not receive any emolument from the Company in his capacity as a Director.

*Other Information and Matters that Need to Be Disclosed and Brought to the Attention of the Shareholders*

There is no other information which is discloseable nor is Mr. Fang involved in any other matters required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Fang that need to be brought to the attention of the Shareholders.

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,090,335,000 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution No. 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,090,335,000 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, an aggregate of up to 109,033,500 Shares, representing 10% of the aggregate number of Shares in issue (excluding treasury shares (if any)) as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that granting of the Share Buy-back Mandate is in the best interests of the Company and its Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and its Shareholders.

As at the Latest Practicable Date, the Company has no intention to cancel the repurchased Shares following settlement of any such repurchase or hold them as treasury shares. If the Company purchases any Shares pursuant to the Share Buy-back Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

### **3. STATUS OF SHARES BOUGHT BACK**

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either

re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

#### **4. FUNDING OF SHARE BUY-BACK**

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

#### **5. IMPACT OF SHARE BUY-BACK**

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. PRICES OF SHARES**

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the past twelve months are as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2025</b>		
April	0.630	0.490
May	0.670	0.570
June	0.750	0.600
July	0.730	0.550
August	0.630	0.570
September	0.690	0.590
October	0.730	0.620
November	0.620	0.550
December	0.620	0.480
<b>2026</b>		
January	0.570	0.530
February	0.570	0.520
March	0.550	0.510
April (as of the Latest Practicable Date)	0.540	0.510

**7. GENERAL**

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, none of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that granting of the Share Buy-back Mandate is approved by the Shareholders.

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

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

The Company confirms that the explanatory statement set out in this appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Share Buy-back Mandate has any unusual features.

**8. TAKEOVERS CODES**

If as a result of a buy-back of Shares 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 of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zhu Tianxiao (“**Mr. Zhu**”), the controlling shareholder (as defined in the Listing Rules) of the Company, was interested in 325,000,000 Shares (which are held through Xilai Investment Co., Ltd and Xiaolai Investment Co., Ltd, being two companies beneficially owned by Mr. Zhu), representing approximately 29.8% of the issued shares of the Company. In the event that the Directors exercise the power to buy back Shares under the proposed Share Buy-back Mandate in full, the total shareholdings of Mr. Zhu would be increased to approximately 33.1% of the issued shares of the Company, thus giving rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes.

The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**9. SHARES BUY-BACK MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA HUIRONG FINANCIAL HOLDINGS LIMITED

中國匯融金融控股有限公司

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

**(Stock code: 1290)**

**Notice is hereby given** that the annual general meeting of China Huirong Financial Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 28 May 2026 at the meeting room of the Company, 6th Floor, Building A, No. 288 Yingchun Road, Suzhou, Jiangsu Province, PRC for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2025.
2. To declare a final dividend of HK\$0.03 per share for the year ended 31 December 2025.
3. To re-elect Mr. Wu Min as an executive director of the Company.
4. To re-elect Mr. Tse Yat Hong as an independent non-executive Director of the Company.
5. To re-elect Mr. Feng Ke as an independent non-executive Director of the Company.
6. To elect Mr. Fang Wenxu as a non-executive director of the Company with effect from the date of passing of this resolution.
7. To authorise the board of directors of the Company to fix the respective directors’ remuneration.
8. To re-appoint RSM Hong Kong as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the total number of shares which may be bought back by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares (if any)) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“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 other applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

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

**“THAT:**

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers (including any sale or transfer of treasury shares (if any)) under all applicable laws, rules and regulations during or after the Relevant Period (as defined below);

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company;

(iii) the exercise of options under a share option scheme of the Company; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) any scrip dividend scheme 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 (if any)) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“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 other applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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

“**THAT** conditional upon the passing of resolutions No. 9 and 10 contained in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution No. 10 as contained in the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares bought back by the Company pursuant to the mandate referred to in the resolution No. 9 as contained in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company (excluding treasury shares (if any)) as

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## NOTICE OF ANNUAL GENERAL MEETING

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at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

Yours faithfully  
By Order of the Board  
**China Huirong Financial Holdings Limited**  
**Wu Min**  
*Chairman of the Board*

Hong Kong, 30 April 2026

*Notes:*

1. All resolutions at the annual general meeting (the “**Meeting**”) (except those relate purely to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the Meeting may decide, in good faith) will be taken by a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend the Meeting and vote on a poll on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 10:00 a.m. on Tuesday, 26 May 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026 (i.e. the record date) (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Thursday, 21 May 2026.
5. For determining the entitlement to the proposed final dividend (subject to the approval by the Company’s shareholders at the Meeting), the register of members of the Company will be closed from Thursday, 4 June 2026 to Friday, 5 June 2026 (i.e. the record date) (both dates 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Wednesday, 3 June 2026.
6. References to time and dates in this notice are to Hong Kong time and dates.