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HANS GROUP HOLDINGS LIMITED
漢思集團控股有限公司

(formerly known as “Hans Energy Company Limited”)
(前稱「漢思能源有限公司」)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00554)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting (the “**Meeting**”) of Hans Group Holdings Limited 漢思集團控股有限公司 (the “**Company**”) will be held at The Function Room (Room 1-2), 2/F., The Harbourview, 4 Harbour Road, Wanchai, Hong Kong on Thursday, 22 May 2025 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditors for the year ended 31 December 2024.
2. To declare a final dividend of HK1.5 cents per Share, with a scrip dividend option, for the year ended 31 December 2024.
3. To re-elect Mr. Li Wai Keung as an executive director of the Company (the “**Director(s)**”).
4. To re-elect Mr. Chung Chak Man, William as a non-executive Director.
5. To re-elect Mr. Nicolas Charles Philippe de Mascarel de la Corbiere as a non-executive Director.
6. To re-elect Mr. James Anthony Williamson as a non-executive Director.
7. To re-elect Ms. Helen Zee as an independent non-executive Director.
8. To authorise the board of Directors to fix the Directors’ remuneration.
9. To re-appoint Messrs. KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.

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

“THAT

- (A) subject to paragraph (B) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (B) the total number of shares of the Company to be repurchased or agreed (conditionally or unconditionally) to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period 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 and the approval pursuant to paragraph (A) shall be limited accordingly; and
- (C) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (3) 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.”

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

“THAT

- (A) subject to paragraph (B) below, a general mandate be and is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the unissued shares of the Company (including any sale and transfer of treasury Shares out of treasury) including the power to make an offer or agreement, or grant options which would or might require shares of the Company to be issued and allotted, whether during the continuance of the Relevant Period or thereafter;

- (B) the aggregate number of the shares issued, allotted or agreed conditionally or unconditionally to be issued, allotted or dealt with pursuant to the approval in paragraph (A) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares (excluding treasury Shares, if any) of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
- (1) a rights issue;
 - (2) the exercise of options granted or to be granted under any share option schemes of the Company;
 - (3) the exercise of rights of subscription or conversion attaching to any securities which are convertible into shares of the Company or any warrants to subscribe for shares of the Company;
 - (4) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association of the Company; or
 - (5) a specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (C) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (3) 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.”

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

“**THAT** conditional upon the passing of ordinary resolutions 10 and 11 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution 11 to exercise the powers of the Company to issue, allot and deal with the unissued shares of the Company (including any sale and transfer of treasury Shares out of treasury) be and is hereby extended by the addition thereto the aggregate number of the shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 10, provided that such number in aggregate 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.”

By order of the Board
Hans Group Holdings Limited
漢思集團控股有限公司
Hui Chun Yip
Company Secretary

Hong Kong, 25 April 2025

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**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
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 or authority, must be deposited at the Company’s branch share registrars and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. by 11:00 a.m. on Tuesday, 20 May 2025) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and, in such event, the said form of proxy shall be deemed to be revoked.
4. For determining the qualification as members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 19 May 2025 to Thursday, 22 May 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as members to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 16 May 2025.

5. In order to determine the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 28 May 2025 to Friday, 30 May 2025, both days inclusive, during which period no transfer of Shares will be registered. The record date for entitlement to the proposed final dividend is Friday, 30 May 2025. In order to be eligible to receive the proposed final dividend, all duly completed share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 27 May 2025. The payment date of the proposed final dividend (or the despatch of scrip shares, as the case may be) is expected to be Friday, 11 July 2025.

The Board has recommended a final dividend of HK1.5 cents per Share for the year ended 31 December 2024. The proposed final dividend will be offered with a scrip dividend option to Shareholders, which will allow them to receive new shares in lieu of cash. Participation in the scrip dividend scheme will be optional. The scrip dividend scheme is subject to (i) the Stock Exchange granting the listing of and permission to deal in the new shares to be issued pursuant thereto and (ii) any legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place at which our Shareholders may be situated. A circular containing details of this scrip dividend scheme and election forms will be despatched to Shareholders for the scrip dividend on or about Wednesday, 11 June 2025.

6. If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the AGM, the AGM will be postponed or adjourned. The Company will post an announcement on the websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and place of the rescheduled AGM.

The AGM will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.

7. Shareholders who would like to raise questions in relation to any resolution set out in this notice or the business of the Company at the AGM can submit questions not less than 48 hours before the time appointed for holding the AGM (i.e. by 11:00 a.m. on Tuesday, 20 May 2025) or any adjournment thereof via email to info@hansgh.com or via telephone at (852) 2922 0600 providing personal particulars of (a) full name; (b) registered address; (c) number of Shares held; (d) Hong Kong Identity Card Number or passport number (in case of natural person)/company registration number (in case of body corporate); (e) contact telephone number; and (f) email address for verification purposes. Shareholders attending the AGM can also submit questions during the AGM. The Board will arrange to answer the questions raised by Shareholders at the AGM and those submitted in advance to the extent possible.

As at the date of this notice, the board of Directors comprises four executive Directors, namely Mr. David An (Chairman), Mr. Yang Dong, Mr. Zhang Lei and Mr. Li Wai Keung, three non-executive Directors, namely Mr. Chung Chak Man, William, Mr. Nicolas Charles Philippe de Mascarel de la Corbiere and Mr. James Anthony Williamson and two independent non-executive Directors, namely Mr. Chan Chun Wai, Tony and Ms. Helen Zee.