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

If you have sold or transferred all your shares in Hans Group Holdings Limited 漢思集團控股有限公司, you should at once hand this circular together with the accompanying form of proxy and annual report 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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HANS GROUP HOLDINGS LIMITED
漢思集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 00554)

GRANT OF SHARE OPTIONS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (the “EGM”) of Hans Group Holdings Limited 漢思集團控股有限公司 (the “Company”) is set out on Pages 12 to 13 of this circular. Whether or not you intend to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to the Company’s Share Registrars in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

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

“2012 Share Option Scheme”	the share option scheme of the Company adopted by the Company on 28 December 2012, which was terminated on 15 June 2022
“2023 Share Option Scheme”	the share option scheme of the Company adopted by the Company on 31 May 2023
“Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Hans Group Holdings Limited 漢思集團控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected persons”	has the meaning ascribed to it under the Listing Rules
“Date of Grant”	23 December 2025
“EGM”	the extraordinary general meeting of the Company to be held at Room 6, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Monday, 26 January 2026 at 11:00 a.m. and any adjournment thereof
“Director(s)”	the director(s) of the Company
“Grantees”	Mr. David An and Mr. Zhang Lei
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	The Shareholders other than Mr. An and his associates and all core connected persons of the Company
“Latest Practicable Date”	30 December 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. An”	Mr. David An, the chairman of the Company, an executive Director and a substantial shareholder of the Company
“Mr. Zhang”	Mr. Zhang Lei, an executive Director of the Company
“Option(s)”	as the context may require, in relation to the Share Option Schemes, a right granted by the Company under the Share Option Schemes to subscribe for Shares in accordance with the Share Option Schemes
“Proposed Grant”	the proposed grant of the 243,763,800 Options carrying rights to subscribe for 243,763,800 Shares to Mr. An
“Remuneration Committee”	the remuneration committee of the Board
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Share Option Schemes”	2012 Share Option Scheme and 2023 Share Option Scheme
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“%”	per cent



HANS GROUP HOLDINGS LIMITED
漢思集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 00554)

Executive Directors:

Mr. David An (*Chairman*)
Mr. Yang Dong (*Chief Executive Officer*)
Mr. Zhang Lei
Mr. Li Wai Keung

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Non-Executive Directors:

Mr. Chung Chak Man, William
Mr. Hui Hon Chung, Stanley

Principal Place of Business in Hong Kong:

Unit 2608, 26/F., Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Independent Non-Executive Directors:

Mr. Chan Chun Wai, Tony
Ms. Helen Zee
Ms. Yang Fan

6 January 2026

To the Shareholders

Dear Sir/Madam,

**GRANT OF SHARE OPTIONS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM. These include an ordinary resolution relating to the Proposed Grant and the notice of the EGM.

LETTER FROM THE BOARD

GRANT OF OPTIONS TO MR. AN

Reference is made to the announcement dated 23 December 2025 issued by the Company in relation to the grant of 248,763,800 Options carrying the rights to subscribe for a total of 248,763,800 Shares to the Grantees under the 2023 Share Option Scheme. Among the Options granted, 243,763,800 Options carrying the rights to subscribe for 243,763,800 Shares were granted to Mr. An, subject to acceptance by Mr. An and the approval by the Independent Shareholders at the EGM.

Details of the Proposed Grant are as follows:

Date of grant	:	23 December 2025
Number of Shares issuable under the Options granted to Mr. An	:	243,763,800 Options carrying the rights to subscribe for 243,763,800 Shares
Exercise price of Options granted	:	HK\$0.255 per Share, which is the higher of: (1) the closing price of HK\$0.255 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant; (2) the average closing price of HK\$0.252 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (3) the nominal value of HK\$0.10 per Share
Closing price of the Shares on the Date of Grant	:	HK\$0.255 per Share
Consideration of Options granted	:	HK\$1.00 to be paid by Mr. An upon the acceptance of the Options
Validity period of the Options	:	From the date upon obtaining the Independent Shareholders' approval at the EGM to 30 May 2033 (both dates inclusive).
Exercise period of the Options	:	The Options shall be vested and become exercisable from 26 January 2027 (being the date immediately after 12 months from the EGM date) to 30 May 2033 (both dates inclusive).
Performance target	:	There is no performance target attached to the Options granted.

LETTER FROM THE BOARD

The Proposed Grant is to recognise the contributions of Mr. An to the business performance of the Group and as incentives for his continuing commitment and contribution to the Group in the future, which is aligned with the purpose of the Share Option Scheme. The Remuneration Committee considers that a performance target is not necessary for the following reasons:

- (i) the grant of the Options to Mr. An is in recognition of his pivotal role in steering the management and strategic development of the Group;
- (ii) the value of the Options is subject to the market price of the Shares, which in turn depends on the Group's business performance to which Mr. An directly contributes, and that Mr. An will benefit more from the Options if the price of the Shares increases;
- (iii) the One-third Limit (defined below) and the vesting period of the Options will ensure that the interests of the Mr. An and those of the Company are aligned, thus motivating Mr. An to contribute to the development of the Group, which is in line with the purpose of the Share Option Scheme; and
- (iv) the Grant of Options will provide Mr. An with an opportunity to acquire a personal stake in the Company, thereby motivating him to improve his performance and efficiency.

Notwithstanding the absence of a performance target, the Remuneration Committee considers that the grant of the Share Options aligns with the purpose of the Share Option Scheme in rewarding and motivating Mr. An for the benefit of the Company.

LETTER FROM THE BOARD

Clawback mechanism : The Options granted are not subject to any clawback mechanism but shall lapse and/or be cancelled (to an extent not already exercised) under the various scenarios provided under the 2023 Share Option Scheme. The Remuneration Committee considers that a specific clawback mechanism is not necessary, having considered that the lapse and cancellation of the Options under various scenarios have already been provided for under the Share Option Scheme, which could adequately safeguard the Company's interests. For example, the Options shall lapse and shall not be exercisable when Mr. An ceases to be an employee of the Group by reason of dismissal from employment or termination from office on the grounds of misconduct, or conviction of any criminal offence involving integrity or honesty, or being held liable for any offence under or any breach of the securities laws or regulations in Hong Kong.

Financial assistance : There are no arrangements for the Group to provide any financial assistance to Mr. An to facilitate the purchase of Shares under the 2023 Share Option Scheme.

Additional terms and conditions : : The number of Options to be exercised by Mr. An for each year shall not exceed one-third of the number of Options granted to him in a particular grant under the Share Option Scheme (the "**One-third Limit**"), except for (i) approval by the Board to waive the One-third Limit to Mr. An; (ii) subject to the compliance of the applicable laws, rules and regulations, repurchase of the Shares by the Company from Mr. An at market price upon exercise by Mr. An of the Options granted; and (iii) exercise of Options within the first anniversary of the death of Mr. An or within three months after Mr. An cease to be an employee in the circumstances as set out in the rules of the 2023 Share Option Scheme.

If Mr. An attains the age of 65 years old or above and is no longer a Director, he shall tender his resignation from his position with the Group when he delivers the notice to exercise the Options to the Company except that he has already resigned from his position with the Group before he delivers the notice to exercise the Options to the Company.

As at the Latest Practicable Date, the Company had 4,387,333,078 Shares in issue, and the Proposed Grant represents approximately 5.56% of the Shares in issue.

LETTER FROM THE BOARD

The Shares to be issued and allotted upon the exercise of the Options will rank pari passu in all respects with the Shares in issue as of the date when the name of Mr. An is registered on the register of members of the Company and accordingly will entitle the holder the same rights in relation to voting, dividends, transfers and other rights (including those arising on liquidation of the Company) as attached to the fully-paid Shares in issue in accordance with the Articles of Association.

As at the Latest Practicable Date, (i) the Company had granted 771,927,600 Options carrying the rights to subscribe for an aggregate of 771,927,600 Shares under the 2012 Share Option Scheme, representing approximately 17.59% of the Shares in issue as at the Latest Practicable Date. Among these 771,927,600 Options, 257,263,800 Options had lapsed, 5,000,000 Options had been forfeited, a total of 49,000,000 Options granted have been exercised and 460,663,800 Options remain outstanding. The 2012 Share Option Scheme expired on 27 December 2022, and no further Options can be granted under the 2012 Share Option Scheme, and (ii) the Company had granted 5,000,000 Options carrying the rights to subscribe for an aggregate of 5,000,000 Shares (being the grant of Options to Mr. Zhang on 23 December 2025) and the Proposed Grant (which is subject to the Independent Shareholders' approval at the EGM) under the 2023 Share Option Scheme. Other than the 2023 Share Option Scheme, the Company has no other share option scheme as at the Latest Practicable Date.

Upon exercise of the 243,763,800 Options granted to Mr. An under the 2023 Share Option Scheme, 243,763,800 new Shares will be issued by the Company, represent approximately 5.56% of the Shares in issue as at the Latest Practicable Date and have an aggregate value, based on the closing price of the Shares at the Date of Grant, of HK\$62,159,769.

None of the Directors is a trustee of the 2023 Share Option Scheme nor has a direct or indirect interest in the trustee(s) of the 2023 Share Option Scheme.

Reasons for the Grant of Options to Mr. An

The Proposed Grant is to recognise the contributions of Mr. An to the business performance of the Group and as incentives for his continuing commitment and contribution to the Group in the future, which is aligned with the purpose of the 2023 Share Option Scheme.

Mr. An was appointed as a Chairman and executive Director of the Company since July 2002. He has many years of experience in China business particularly in the provision trading of petroleum products and petrochemicals, properties investments and developments in China. He is responsible for the overall strategic planning and business development of the Group.

The Group is a leading operator providing integrated facilities of jetties, storage tanks, warehousing, and logistic services in south China for petroleum and liquid chemical products, and offering value-added services at its ports and storage tank farms, engages in the trading of oil and petrochemical products, and operates filling station business in China. On 31 July 2024, the Group completed the acquisition to secure a total stake of 70% in Bravo Transport Holdings Limited, which is principally engaged in the provision of franchised and non-franchised bus services under the "Citybus" brand in Hong Kong, as well as the provision of media and advertising services.

LETTER FROM THE BOARD

The Proposed Grant was determined by the Company with reference to Mr. An's roles and his contributions within the Group, including his leadership through the Group's acquisition of interest in Bravo Transport Holdings Limited, and its agreement with Grand Resource Hydrogen Energy Science & Technology Co., Ltd (巨正源氫能科技有限公司) for a five-year supply of hydrogen, enabling a sufficient and cost-effective hydrogen supply for the Company and Citybus Limited, complementing Citybus Limited's zero-emission transformation plan following the Hong Kong Government's approval to trial the first hydrogen refuelling station in 2023.

As disclosed in the Company's interim results announcement dated 20 August 2025 for the six months ended 30 June 2025, the Group's operating revenue increased substantially by approximately 373% in 2025 compared to that in the first half of 2024, with profit from operations rising by nearly 1,734%. This remarkable growth was mainly attributable to the consolidation of Bravo Transport Holdings Limited following the acquisition resulting in the Group's holding of a 70% shareholding interest in July 2024, as well as the expansion of the Group's petroleum products trading business in Mainland China. Revenue from the trading business almost doubled compared to that in the first half of 2024.

Since the completion of the transaction increasing the Group's shareholding interest in Bravo Transport Holdings Limited to 70%, the Group has diversified its business from trading, terminal storage, and retail filling stations to include transportation, as well as media and advertising. These strategic developments and the resulting growth were driven by Mr. An's decisions and leadership as Chairman of the Board. He has led the Company into the public transportation, media, and advertising sectors, and continues to develop the public transportation business, including the implementation of hydrogen buses and the first hydrogen refuelling station in Hong Kong. The Directors are of the view that Mr. An is the main contributor to the Company's remarkable results.

Having regard to the above, the Board considers that in view of Mr. An's expertise and management skills, his continued contribution to the Group will be of critical importance to the development and growth of the Group, and in light of the recent lapse of the 243,763,800 Options carrying the rights to subscribe for 243,763,800 Shares previously granted to Mr. An, the Company believes that the grant of Options is an appropriate incentive mechanism and it is appropriate to make the Proposed Grant in order to continue motivating Mr. An to contribute to the Group. Unlike the payment of a cash bonus, the grant of Options enables the Company to preserve the Group's cash resources, while serving to align Mr. An's interests with those of the Group, as his potential benefit is directly linked to the Company's future performance and value. Additionally, upon the exercise of any of the Options, the financial position of the Company will be improved by the addition of further share capital and working capital to the Company. This incentive mechanism not only motivates Mr. An to contribute to the Group's long-term success but also ensures that the incentive structure supports the sustainable growth of the Group.

With the approval of the independent Shareholders at the extraordinary general meeting held on 25 January 2021, Mr. An was granted 243,763,800 Options carrying the rights to subscribe for a total of 243,763,800 Shares under the 2012 Share Option Scheme. These Options lapsed on 22 December 2025. The grant was made in recognition of Mr. An's contribution to the successful acquisition of an 8.6% shareholding interest in Bravo Transport Holdings Limited, which enabled the Group to participate in a key sector of Hong Kong's transportation industry and diversify its business from petroleum and liquid chemicals to transport and travel-related activities. Subsequently, the Group further increased its shareholding in Bravo Transport Holdings Limited to 70% in July 2024.

LETTER FROM THE BOARD

The exercise price of the Options granted to Mr. An under the 2012 Share Option Scheme was HK\$0.40 per Share, with an exercise period from 25 January 2021 to 22 December 2025. During this period, there was only a very limited window, specifically from late November 2021 to early January 2022, when the Company's share price was above HK\$0.40. As a result, the Options were not in the money for the majority of the exercise period, making it financially unattractive for Mr. An to exercise them.

Furthermore, Mr. An is committed to the Group's strategic objectives and his desire to align his interests with those of the Company and its shareholders. He has been confident in the Group's long-term prospects and anticipated that the share price would improve over time. Consequently, he chose not to exercise the Options at an early stage of the exercise period, preferring to wait for a more favourable market environment that would better reflect the Group's growth and development. Mr. An's prudent approach reflects his dedication to the Group's growth and his intention to maximise value for both himself and the Company's shareholders. Ultimately, due to the limited opportunity to exercise the Options profitably and his confidence in the Group's future performance, Mr. An did not exercise the Options before they lapsed.

The Board considers that, given Mr. An's expertise, management skills, and his significant role in the Group's diversification into the public transportation industry, his continued contribution will be of critical importance to the Group's future development and growth. Therefore, the Board believes that the proposed grant of Options is an appropriate means of recognising Mr. An's significant efforts and contributions to the Group's development, as well as motivating him to maintain his continued dedication to the Group.

The Remuneration Committee considers that the number of Share Options to be granted to Mr. An was determined after taking into consideration his performance and contributions to the Group, and the number of Options to be granted to Mr. An corresponds to the number of Options previously granted to Mr. An that have recently lapsed. The Proposed Grant serves to compensate for the lapse of the Options previously granted, and to continue motivating Mr. An to contribute to the Group. As described above, notwithstanding the absence of a performance target, the Proposed Grant aligns with the purpose of the 2023 Share Option Scheme in rewarding and continue motivating Mr. An for the benefit of the Group.

Having considered all the above factors, the independent non-executive Directors are of the view that the conditional grant of 243,763,800 Options to Mr. An is fair and reasonable so far as the Independent Shareholders is concerned and is in the interests of the Company and its Shareholders as a whole.

Listing Rules Implications

Pursuant to Rule 17.03D(1) of the Listing Rules and the 2023 Share Option Scheme, where the total number of Shares issued and to be issued upon exercise of the Options or awards granted to a person (excluding lapsed options and awards) in any 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of Shares in issue, such grant must be approved by shareholders in general meeting. The grantee and his close associates (or associates if the grantee is a connected person) must abstain from voting at the general meeting.

LETTER FROM THE BOARD

In addition, pursuant to Rule 17.04(3) of the Listing Rules and the 2023 Share Option Scheme, any grant of Options or awards to a substantial shareholder of the Company would result in the Shares issued and to be issued upon exercise of all Options and awards already granted (excluding lapsed options and awards) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares of the Company in issue, such further grant of options must be approved by Shareholders in general meeting. The grantee, his associates and all core connected persons of the listed issuer must abstain from voting in favour at such general meeting.

As at the Latest Practicable Date:

- (i) Mr. An personally held 230,216,173 Shares, representing approximately 5.25% of the issued share capital of the Company;
- (ii) Mr. An was deemed to be interested in 2,686,193,365 Shares, representing approximately 61.23% of the issued share capital of the Company, by virtue of being a founder of a discretionary trust under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The trustee of such discretionary trust is Julius Baer Family Office & Trust Ltd. which wholly owns Extreme Wise Investments Ltd. and Vand Petro-Chemicals (BVI) Company Ltd.. Extreme Wise Investments Ltd. held 221,133,582 Shares and Vand Petro-Chemicals (BVI) Company Ltd. held 2,465,059,783 Shares; and
- (iii) Mr. An held 392,663,800 Options carrying the rights to subscribe for 392,663,800 Shares granted under the 2012 Share Option Scheme, representing approximately 8.95% of the issued share capital of the Company.

Assuming the Options granted to Mr. An under the 2012 Share Option Scheme are fully exercised, and there is no change to the Shares held by Mr. An or Mr. An is deemed to be interested in, Mr. An will hold or be deemed to be interested in a total of 3,309,073,338 Shares, representing approximately 69.23% of the enlarged issued share capital of the Company.

Should the proposed grant of Options to Mr. An be approved at the EGM, Mr. An will hold a total of 636,427,600 Options carrying the rights to subscribe for 636,427,600 Shares, representing approximately 14.51% of the issued share capital of the Company at the Latest Practicable Date.

Assuming the Options granted to Mr. An under the 2012 Share Option Scheme and the Proposed Grant are fully exercised, and there is no change to the Shares held by Mr. An or Mr. An is deemed to be interested in, Mr. An will hold or be deemed to be interested in a total of 3,552,837,138 Shares, representing approximately 70.72% of the enlarged issued share capital of the Company.

As (i) the total number of Shares issued and to be issued upon exercise of the Options proposed to be granted to Mr. An would in a 12-month period exceed 1% of the Shares of the Company in issue, and (ii) such grant would in a 12-month period represent over 0.1% of the Shares of the Company in issue, the Proposed Grant is subject to the approval by the Independent Shareholders where Mr. An and his associates and all core connected persons of the Company shall abstain from voting in favour of such resolution at the EGM pursuant to the Listing Rules. The Proposed Grant shall not take effect or be exercisable until such approval is obtained and proper compliance with applicable laws and regulations.

LETTER FROM THE BOARD

On 23 December 2025, the grant of Options to Mr. An was approved by the independent non-executive Directors, in accordance with Rule 17.04(1) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming EGM is scheduled to be held on Monday, 26 January 2026. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 21 January 2026 to Monday, 26 January 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the EGM, all duly completed share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company 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 Tuesday, 20 January 2026.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

Notice of the EGM is set out on pages 12 to 13 of this circular. At the EGM, a resolution will be proposed to approve the Proposed Grant.

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. Accordingly, the resolution set out in the notice convening the EGM will be voted by way of a poll. An announcement on the results of the poll will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.hansgh.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and return it to the Company's Share Registrars 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 EGM or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that the Proposed Grant is fair and reasonable and is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Independent Shareholders to vote in favour of the resolution as set out in the notice of the EGM.

Yours faithfully,
For and on behalf of the Board
Hans Group Holdings Limited
漢思集團控股有限公司
Yang Dong
Chief Executive Officer and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



HANS GROUP HOLDINGS LIMITED 漢思集團控股有限公司 (Incorporated in the Cayman Islands with limited liability) (Stock code: 00554)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hans Group Holdings Limited 漢思集團控股有限公司 (the “Company”) will be held at Room 6, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Monday, 26 January 2026 at 11:00 a.m. for the purpose of considering, and if thought fit, passing the following resolution with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the grant of 243,763,800 share options (the “Options”) carrying the rights to subscribe for a total of 243,763,800 ordinary shares of the Company to Mr. David An, a substantial shareholder and an executive director of the Company at an exercise price of HK\$0.255 per Share under the share option scheme adopted by the Company on 31 May 2023 be and is hereby approved and any one of directors of the Company be and is hereby authorized to do all such further acts or things, to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient for the purposes of, or in connection with, implementing and/or giving full effect to such grant and exercise of the Options.”

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, 6 January 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolution at the EGM 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 of Hong Kong Limited (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 EGM 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 Share Registrars 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 EGM (i.e. by 11:00 a.m. on Saturday, 24 January 2026) 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 EGM 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 EGM, the register of members of the Company will be closed from Wednesday, 21 January 2026 to Monday, 26 January 2026, 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 EGM, 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 Tuesday, 20 January 2026.

As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Mr. David An (Chairman), Mr. Yang Dong, Mr. Zhang Lei and Mr. Li Wai Keung; two non-executive directors, namely Mr. Chung Chak Man, William and Mr. Hui Hon Chung, Stanley; and three independent non-executive directors, namely Mr. Chan Chun Wai, Tony, Ms. Helen Zee and Ms. Yang Fan.