
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
WHO HAS SERVED FOR MORE THAN NINE YEARS,
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2026 Annual General Meeting of Hans Group Holdings Limited 漢思集團控股有限公司 (the “**Company**”) is set out on pages 22 to 26 of this circular. Whether or not you intend to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions stated thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. by 11 a.m. on Monday, 18 May 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting and at any adjournment thereof (as the case may be) if you so wish. In such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury Shares (if any) shall abstain from voting at the AGM.

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2026 at 11 a.m. and any adjournment thereof
“Amended and Restated Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating all the Proposed Amendments to be considered and approved for adoption by way of a special resolution at the AGM
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BTHL”	Bravo Transport Holdings Limited, a company incorporated under the laws of BVI with limited liability and an indirect non-wholly owned subsidiary of the Company
“BTHL Group” or “Bravo Group”	BTHL and each of its subsidiaries
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate”	has the meaning ascribed to it under the Listing Rules
“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
“connected person”	has the meaning ascribed to it under the Listing Rules
“core connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Articles of Association”	the amended and restated articles of association of the Company currently in force as adopted on 21 November 2024
“Existing Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company currently in force as adopted on 21 November 2024

DEFINITIONS

“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 PRC
“Issue Mandate”	a general and unconditional mandate granted to the Directors to issue, allot and deal with unissued Shares (including any sale and transfer of treasury Shares out of treasury) up to a maximum of 20% of the total number of issued shares (excluding treasury Shares, if any) of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	20 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
“Mr. An”	Mr. David An, the chairman of the Board, an executive Director and a substantial shareholder of the Company
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Proposed Amendments”	the proposed amendments to the Existing Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to purchase Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed, up to a maximum of 10% of the total number of issued Shares (excluding treasury Shares, if any) of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended, modified or otherwise supplemented from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



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

Non-Executive Directors:

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

Independent Non-Executive Directors:

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

Registered Office:

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

Principal Place of Business in

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

24 April 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND CONTINUOUS
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
WHO HAS SERVED FOR MORE THAN NINE YEARS,
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These include certain resolutions relating to (i) the granting to the Directors the Repurchase Mandate and the Issue Mandate; (ii) the re-election of each of the retiring Directors and continuous appointment of independent non-executive Director who has served for more than nine years; (iii) adoption of the Amended and Restated Memorandum and Articles of Association; and (iv) the AGM notice.

LETTER FROM THE BOARD

THE REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by ordinary resolutions at the annual general meeting held on 22 May 2025. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to purchase Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, up to a maximum of 10% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the proposed granting of the Repurchase Mandate at the AGM.

THE ISSUE MANDATE

The Company's existing mandate to issue Shares was approved by ordinary resolutions at the annual general meeting held on 22 May 2025. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

An ordinary resolution will also be proposed at the AGM that the Directors be granted the Issue Mandate to issue, allot and deal with unissued Shares (including any sale and transfer of treasury Shares out of treasury) up to a maximum of 20% of the total number of issued Shares (excluding treasury Shares, if any) as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, there was a total of 4,387,333,078 Shares in issue. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue up to a maximum of 877,466,615 Shares (including any sale and transfer of treasury Shares out of treasury, if any).

In addition, an ordinary resolution will further be proposed at the AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchase Shares and/or (ii) hold such Shares in treasury, subject to the market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution no. 10 of the AGM notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

EXTENSION OF ISSUE MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of shares representing the aggregate nominal value of Shares purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury Shares, if any) as at the date of passing the resolution for approving the Repurchase Mandate.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS

In accordance with article 99 of the Existing Articles of Association, Mr. Hui Hon Chung, Stanley and Ms. Yang Fan (“**Ms. Yang**”) shall hold office until the AGM and shall be eligible for re-election at the AGM. Further, in accordance with article 116 of the Existing Articles of Association, each of Mr. David An, Mr. Yang Dong and Mr. Chan Chun Wai, Tony (“**Mr. Chan**”) shall retain office until the close of the AGM at which he retires, and shall be eligible for re-election thereat.

The Nomination Committee had reviewed the independence of Mr. Chan and Ms. Yang. Each of Mr. Chan and Ms. Yang also submitted confirmation to the Company on his/her fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules. After due consideration, the Board is of the view that Mr. Chan and Ms. Yang continue to be considered independent and in view of Mr. Chan’s extensive experience in the public listings in Hong Kong and Singapore, mergers and acquisitions as well as corporate finance sector and Ms. Yang’s extensive experience in finance and investment, Mr. Chan and Ms. Yang will continue to bring forth valuable business experience, knowledge and professionalism to the Board, contributing to the efficient and effective functioning, as well as the diversity, of the Board. Each of Mr. Chan and Ms. Yang had abstained from the deliberation and decision in respect of the assessment of his/her own independence.

LETTER FROM THE BOARD

The Company has in place a nomination policy for directors. The policy sets out, inter alia, the selection criteria (the “Criteria”), including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how, ability to devote sufficient time to effectively carry out his/her duties, the number of directorships held by the candidate(s) in other listed and non-listed companies being limited to reasonable numbers, qualifications including accomplishments and experience in the industries relevant to the Company’s business, independence, reputation for integrity, potential contributions that the individual(s) can bring to the Board and his/her commitment to enhance and maximise shareholders’ value. The policy also outlines the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of Mr. David An, Mr. Yang Dong, Mr. Hui Hon Chung, Stanley, Mr. Chan Chun Wai, Tony and Ms. Yang Fan was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance at Board meetings and general meetings, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

Biographical details of the above Directors proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

Further, pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by Shareholders.

Mr. Chan has served on the Board for more than nine years. In accordance with the nomination policy, in the context of re-appointment of retiring Directors, the Nomination Committee has recommended to the Board the re-appointment of Mr. Chan by giving due consideration to the overall contribution and service to the Company by Mr. Chan, including the attendance of Board meetings and general meetings, his level of participation and performance on the Board. The factors considered by the Nomination Committee are as follows:

- (A) the Nomination Committee is satisfied with Mr. Chan’s performance in discharging his duties as an independent non-executive Director, including his attendance and active participation in Board meetings and committee meetings, in which he contributed to the development of the Company’s strategy and policies through independent, constructive and informed opinion supported by his skill, expertise and qualification:
 - (1) During 2023, Mr. Chan recorded full attendance at the relevant meetings, including eight Board meetings, four Audit Committee meetings, one Nomination Committee meeting, three Remuneration Committee meetings and the annual general meeting convened in 2023 which he was eligible to attend;
 - (2) During 2024, Mr. Chan recorded full attendance at the relevant meetings, including seventeen Board meetings, six Audit Committee meetings, five Nomination Committee meetings, four Remuneration Committee meetings, an annual general meeting and two extraordinary general meetings convened in 2024 which he was eligible to attend; and

LETTER FROM THE BOARD

- (3) During the past year, Mr. Chan recorded full attendance at the relevant meetings, including nineteen Board meetings, six Audit Committee meetings, four Nomination Committee meeting, seven Remuneration Committee meetings and the annual general meeting convened in 2025 which he was eligible to attend;
- (B) based on the biographical information disclosed to the Company, Mr. Chan does not hold seven or more listed company directorships and he continues to demonstrate his ongoing commitment to his role with the Company, which is supported by the abovementioned attendance records at Board meetings, committee meetings and general meetings;
- (C) Mr. Chan holds a Master's degree in Business Administration from the Manchester Business School. He is a Certified Public Accountant and owns a certified public accounting practice. The Nomination Committee notes that Mr. Chan has provided valuable contributions to the Company. The Nomination Committee believes that his skills and knowledge, and experience in the Company's affairs will continue to benefit the Board;
- (D) in addition to his appointments as independent non-executive director in other listed companies, Mr. Chan has extensive experience in general assurance and business advisory services in both Hong Kong and the PRC. Moreover, Mr. Chan has extensive experience in public listings in Hong Kong and Singapore, mergers and acquisition as well as corporate finance. The Nomination Committee considers Mr. Chan's extensive business experience across different industries and official appointments to be beneficial in broadening the perspectives and enhancing the diversity of experience enjoyed by the Board;
- (E) Mr. Chan has not held any executive or management position in the Group nor has he throughout such period been under the employment of any member of the Group, and Mr. Chan also submitted annual confirmation to the Company on his fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee had considered the independence of Mr. Chan, and is not aware of any circumstances that might influence Mr. Chan in exercising his independent judgment; and
- (F) the Nomination Committee considers that Mr. Chan has the required character, integrity, independence and experience to fulfil the role of an independent non-executive Director.

RE-APPOINTMENT OF AUDITORS

KPMG will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the audit committee of the Company (the "**Audit Committee**"), the Board proposed to re-appoint KPMG as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATIONS

Currently, the Company's Articles of Association do not provide for electronic voting in the event of a poll, nor do they provide for the payment of any dividend or bonus by wire transfer.

The Board proposes to make the Proposed Amendments to the Existing Articles of Association to include (i) electronic voting as a means of conducting polls; and (ii) wire transfer as a method of payment for dividends or bonuses. Please refer to Appendix III for details of the Proposed Amendments. Save for the changes listed in Appendix III, other contents remain unchanged. The Proposed Amendments and the Amended and Restated Memorandum and Articles of Association are prepared in the English language. The Chinese translation thereof is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The Board proposes to adopt the Amended and Restated Memorandum and Articles of Association to replace and supersede the Existing Memorandum and Articles of Association. The Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association shall be subject to the approval of the Shareholders by way of a special resolution at the AGM, effective on the same day upon such approval.

The legal advisers to the Company as to Hong Kong law have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments are not inconsistent with the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming AGM is scheduled to be held on Wednesday, 20 May 2026. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 15 May 2026 to Wednesday, 20 May 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, 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 Thursday, 14 May 2026. The record date for the attending and voting at the AGM is therefore Wednesday, 20 May 2026.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Notice of the AGM is set out on pages 22 to 26 of this circular.

Pursuant to 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. None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Existing Articles of Association. Separately, holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval of the Company's AGM. An announcement on the results of the poll will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the AGM 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 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 AGM (not later than 11 a.m. on Monday, 18 May 2026) or the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and at any adjournment thereof (as the case may be) if you so wish. In such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by way of a poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) and Rule 13.39(5A) of the Listing Rules.

RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate and the Issue Mandate to the Directors; the re-election of each of the retiring Directors and the Proposed Amendments and adoption of the Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board
Hans Group Holdings Limited
漢思集團控股有限公司
David An
Chairman

The following is as an explanatory statement, as required by the Listing Rules, to provide certain information to the Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,387,333,078 Shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 438,733,307 Shares, being 10% of the total number of issued Shares as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

If the Company repurchases any Shares pursuant to the Repurchase 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.

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.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to purchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum and articles of association and the applicable laws of the Cayman Islands.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

5. MARKET PRICES OF SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date:

	Share Price Per Share	
	Highest HK\$	Lowest HK\$
2025		
April	0.255	0.193
May	0.300	0.231
June	0.315	0.270
July	0.300	0.260
August	0.310	0.250
September	0.295	0.255
October	0.285	0.242
November	0.295	0.245
December	0.280	0.242
2026		
January	0.265	0.202
February	0.235	0.210
March	0.230	0.181
April (up to and including the Latest Practicable Date)	0.209	0.189

6. GENERAL

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company. Neither this explanatory statement nor the Repurchase Mandate has any unusual feature.

As at the Latest Practicable Date, the Company has not been notified by any core connected person of the Company that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr. An, chairman of the Company, was interested in 2,916,409,538 Shares representing approximately 66.48% of the issued share capital of the Company and 636,427,600 share options having the right to subscribe for 636,427,600 Shares. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interest of Mr. An in the Company would be increased to approximately 73.87% of the total issued share capital of the Company (assuming share options are not exercised). The Directors consider that such increase would not give rise to an obligation on Mr. An to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in the public shareholding falling below the minimum public float requirement.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

8. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person of the Company (i) has notified the Company that he/she/it has a present intention to sell any Shares; (ii) has undertaken to the Company that he/she/it will not sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

9. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 December 2025 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

10. REPURCHASE OF SHARES MADE BY THE COMPANY

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

The following are the biographical details of the Directors proposed for re-election at the AGM:

1. MR. DAVID AN

Mr. David An (“**Mr. An**”), aged 66, has been the Chairman and an executive Director of the Company since July 2002 while he also serves on the board of director of BTHL. Mr. An has many years of experience in China business particularly in the provision trading of petroleum products and petrochemicals, properties investments and developments in China.

Mr. An has entered into a service contract with the Company for a term of 12 months, renewable automatically for successive terms of 12 months upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service contract and he is subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Existing Articles of Association.

Mr. An received Director’s salary and allowance, plus other director’s emoluments such as share-based payment and other benefits of approximately HK\$18,510,000 for the financial year ended 31 December 2025, which was determined by the Board with the recommendation of the Remuneration Committee by reference to his performance and responsibilities, the market rates for the position and the Company’s performance and profitability.

As at the Latest Practicable Date, Mr. An was interested in 3,552,837,138 Shares in the Company within the meaning of Part XV of the SFO. He is the controlling Shareholder. Save as aforesaid, Mr. An does not have any relationships with any Directors, senior management of the Company, substantial or controlling Shareholders nor does he hold any other positions in the Group. Save as disclosed above, he does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas or other major appointments and professional qualifications. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

2. MR. YANG DONG

Mr. Yang Dong (“**Mr. Yang**”), aged 65, has been an executive Director and the Chief Executive Officer of the Company since July 2016. Mr. Yang joined the Company in 2012 and holds directorships within the Group (including Bravo Group) of companies. Prior to joining the Company, he held various senior key positions in the subsidiaries of China Petroleum & Chemical Corporation such as the deputy general manager in China Petrochemical International Co. Ltd. and deputy chairman and executive director in Sinopec Kantons Holdings Limited (934.HK), the securities of which is listed on the Stock Exchange. He has extensive experience in international trade of petroleum and chemical commodities. Mr. Yang graduated from Beijing Normal University with a degree in Economics. He also holds a Master’s degree in Project Management from University of Management and Technology.

Mr. Yang has entered into a service contract with the Company for a term of 12 months, renewable automatically for successive terms of 12 months upon expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service contract and he is subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Existing Articles of Association.

Mr. Yang received Director's salary and allowance, plus other Director's emoluments such as discretionary bonus and other benefits of approximately HK\$4,184,000 for the financial year ended 31 December 2025 which was determined by the Board with the recommendation of the Remuneration Committee by reference to his performance and responsibilities, the market rates for the position and the Company's performance and profitability.

Mr. Yang does not have any relationships with any Directors, senior management of the Company, substantial or controlling Shareholders nor does he hold any other positions in the Group. Save as disclosed above, he does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas or other major appointments and professional qualifications. As at the Latest Practicable Date, he is interested in 20,000,000 Shares within the meaning of Part XV of the SFO.

3. MR. HUI HON CHUNG, STANLEY, JP

Mr. Hui Hon Chung, Stanley, JP ("Mr. Hui"), aged 75, has been a non-executive Director of the Company since July 2025. He has more than 40 years of management experience in the aviation industry, including holding various senior management positions at Cathay Pacific Airways Limited, AHK Air Hong Kong Limited, Hong Kong Dragon Airlines Limited and the Hong Kong Airport Authority. Mr. Hui is currently an independent non-executive director of Beijing Capital International Airport Co., Ltd. (694.HK) and China Power International Development Limited (2380.HK). At present, he is also the President of the Hong Kong Aircraft Leasing and Aviation Finance Association and a director of the Greater Bay Airlines.

Mr. Hui was previously appointed by the Government of the Hong Kong Special Administrative Region (“HKSAR”) as a member of the Greater Pearl River Delta Business Council, a member of the Commission on Strategic Development, a member of the Aviation Development Advisory Committee, a council member of the Vocational Training Council and a member of the Hong Kong Tourism Board. He also previously served as a member of the 12th and 13th sessions of the National Committee of the Chinese People’s Political Consultative Conference, a member of the General Committee of the Hong Kong General Chamber of Commerce and a member of the 4th and 5th sessions of the Shenzhen Municipal Committee of the Chinese People’s Political Consultative Conference. In July 2006, Mr. Hui was appointed as a Justice of the Peace by the Chief Executive of HKSAR. From September 2015 to October 2017, he was an executive director and the deputy chief executive officer of CTF Services Limited (formerly known as NWS Holdings Limited) (659.HK). From October 2020 to July 2024, Mr. Hui was a non-executive director of Citybus Limited. He was previously an independent non-executive director of Air China Limited (753.HK) and Guangzhou Baiyun International Airport Co., Ltd (listed on the Shanghai Stock Exchange) until he retired in February 2022 and February 2023 respectively. Mr. Hui holds a Bachelor’s degree of Science from The Chinese University of Hong Kong.

Mr. Hui has entered into an appointment letter with the Company for a term of three years, unless terminated in accordance with the terms of the appointment letter and he is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Existing Articles of Association. Mr. Hui is entitled to receive an annual remuneration of HK\$600,000 and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Hui’s emolument was determined by the Board with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group’s performance and the prevailing market conditions.

Mr. Hui does not have any relationships with any Directors, senior management of the Company, substantial or controlling Shareholders nor does he hold any other positions in the Group. Save as disclosed above, he does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas or other major appointments and professional qualifications. As at the Latest Practicable Date, he does not have any interest in the Shares within the meaning of Part XV of the SFO.

4. MR. CHAN CHUN WAI, TONY

Mr. Chan Chun Wai, Tony (“**Mr. Chan**”), aged 54, has been an independent non-executive Director of the Company since May 2005. He is also the chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Chan is a Certified Public Accountant and owns a certified public accounting practice. He has extensive experience in general assurance and business advisory services in both Hong Kong and the PRC. Moreover, Mr. Chan has extensive experience in public listings in Hong Kong and Singapore, mergers and acquisitions as well as corporate finance. Mr. Chan has held directorship positions at various listed companies in Hong Kong. He was also an independent non-executive director of Wai Chun Bio-Technology Limited (formerly known as Wai Chun Mining Industry Group Limited) (660.HK) and Wai Chun Group Holdings Limited (1013.HK) until November 2020, and was an independent non-executive director of Honbridge Holdings Limited (8137.HK) from October 2007 to June 2025. Mr. Chan holds a Master’s degree in Business Administration from the Manchester Business School.

Mr. Chan has entered into an appointment letter with the Company for a term of three years, unless terminated in accordance with the terms of the appointment letter and he is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Existing Articles of Association. Mr. Chan is entitled to receive an annual remuneration of HK\$240,000 and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Chan’s emolument was determined by the Board with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group’s performance and the prevailing market conditions.

Mr. Chan does not have any relationships with any Directors, senior management of the Company, substantial or controlling Shareholders nor does he hold any other positions in the Group. Save as disclosed above, he does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas or other major appointments and professional qualifications. As at the Latest Practicable Date, he is interested in 3,000,000 Shares within the meaning of Part XV of the SFO.

5. MS. YANG FAN

Ms. Yang Fan (“**Ms. Yang**”), aged 60, has been an independent non-executive Director of the Company since July 2025. Ms. Yang is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Ms. Yang has over 30 years of extensive experience in finance and investment. She is currently the managing director of Harbour Bay International Limited and a family affairs advisor at the Hong Kong Right Time Family Office. She previously served as the head of the real estate fund investment and management center and the head of the operation center at China Everbright Limited (165.HK). Ms. Yang also served as the deputy general manager at New China Asset Management Co., Ltd., and subsequently, was in charge of establishing and managing the alternative investment business segment.

Ms. Yang began her career at the overseas investment department of China Rural Trust and Investment Corporation. In the 1990s, she worked in investment banking at Guangdong Capital Holdings Limited and Guangdong Securities Limited in Hong Kong.

Ms. Yang is a member of the Institute of Directors in the United Kingdom, having received both the Certificate in Company Direction and the Diploma in Company Direction from the institute in 2022. She is currently a member of each of The Hong Kong Institute of Directors and the China Independent Non-Executive Director Association. Ms. Yang has also served for many years as a lecturer and evaluation expert at the Insurance Asset Management Association of China. Ms. Yang obtained her Bachelor's degree in economics, majoring in world economy from Renmin University of China in 1988 and an MBA degree from the Marshall School of Business, University of Southern California in 1998.

Ms. Yang has entered into an appointment letter with the Company for a term of three years, unless terminated in accordance with the terms of the appointment letter and she is subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the Existing Articles of Association. Ms. Yang is entitled to receive an annual remuneration of HK\$240,000 and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Ms. Yang's emolument was determined by the Board with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions.

Ms. Yang does not have any relationships with any Directors, senior management of the Company, substantial or controlling Shareholders nor does she hold any other positions in the Group. Save as disclosed above, she does not, at present, nor did she in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas or other major appointments and professional qualifications. As at the Latest Practicable Date, she does not have any interest in the Shares within the meaning of Part XV of the SFO.

6. GENERAL

Each of the above retiring Directors proposed for re-election has confirmed that there is no information which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning him or her that need to be brought to the attention of the Shareholders.

Details of the proposed amendments to the Existing Articles of Association are set out below:

Existing Articles of Association	Proposed amendments to the Existing Articles of Association
81. A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.	81. A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets <u>or by electronic voting</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
155. (a) Unless otherwise directed by the Board any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.	155. (a) Unless otherwise directed by the Board any dividend or bonus may be paid by <u>wire transfer to the holder or by</u> cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.

Existing Articles of Association	Proposed amendments to the Existing Articles of Association
<p>(b) The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.</p>	<p>(b) The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending <u>wire transfers or</u> cheques for dividend entitlements or dividend warrants after the first occasion on which such a <u>wire transfer</u>, cheque or warrant is returned undelivered.</p>

NOTICE OF 2026 ANNUAL 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 2026 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 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 Room 302, 3/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2026 at 11 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 2025.
2. To re-elect Mr. David An as an executive director of the Company (the “**Director(s)**”).
3. To re-elect Mr. Yang Dong as an executive Director.
4. To re-elect Mr. Hui Hon Chung, Stanley as a non-executive Director.
5. To re-elect Mr. Chan Chun Wai, Tony, who has served the Company for more than nine years, as an independent non-executive Director.
6. To re-elect Ms. Yang Fan as an independent non-executive Director.
7. To authorise the board of Directors to fix the Directors’ remuneration.
8. To re-appoint Messrs. KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF 2026 ANNUAL GENERAL MEETING

9. 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.”

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 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;

NOTICE OF 2026 ANNUAL GENERAL MEETING

- (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.”
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 ordinary resolutions 9 and 10 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution 10 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 9, 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.”

NOTICE OF 2026 ANNUAL GENERAL MEETING

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

SPECIAL RESOLUTION

“**THAT:**

- (A) the proposed amendments to the existing amended and restated articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 24 April 2026, be and are hereby approved;
- (B) the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect; and
- (C) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings and registrations in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.

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

Hong Kong, 24 April 2026

NOTICE OF 2026 ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the Meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) 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 a.m. on Monday, 18 May 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 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 Friday, 15 May 2026 to Wednesday, 20 May 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 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 Thursday, 14 May 2026. The record date for the attending and voting at the Meeting is therefore Wednesday, 20 May 2026.
5. 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.

6. 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 a.m. on Monday, 18 May 2026) 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, 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.