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

If you have sold or transferred all your shares in **BASETROPHY GROUP HOLDINGS LIMITED**, you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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This circular, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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.



BASETROPHY GROUP HOLDINGS LIMITED

基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8460)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“**AGM**”) of **BASETROPHY GROUP HOLDINGS LIMITED** (the “**Company**”) to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 4 June 2026 at 11:00 a.m. is set out on pages 20-25 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar 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 later than 48 hours before the time appointed for the holding of the AGM 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 at the AGM or any adjournment thereof (as the case may be) should you so desire.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.wbgroupfw.com.hk.

30 April 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 4 June 2026 at 11:00 a.m., the notice of which is set out on pages 20-25 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 20-25 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Company”	Basetrophy Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM made by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares (including any sale or transfer of Treasury Shares) of up to 20% of the issued share capital of the Company (excluding any Treasury Shares) on the date of AGM as set out in resolution no. 5 of the AGM Notice
“Latest Practicable Date”	23 April 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company (excluding any Treasury Shares) on the date of AGM, as set out in resolution no. 6 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	share(s) of nominal or par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“Treasury Shares”	has the same meaning ascribed to it under the GEM Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



BASETROPHY GROUP HOLDINGS LIMITED

基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8460)

Executive Directors:

Mr. Chan Kui Ming (*Co-chairman*)

Mr. Chen Ping (*Co-chairman*)

Ms. Fong Pui Yin Vivian

Mr. Lu Jun

Ms. Wu Yu

Mr. Zhong Guoke

Independent non-executive Directors:

Mr. Lam Chee-yau Timothy

Mr. Li Dewen

Mr. Ng Ki Man

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Flat B-31, 4/F,

Park Fook Industrial Building

615-617 Tai Nan West Street

Cheung Sha Wan, Kowloon

Hong Kong

30 April 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii)

LETTER FROM THE BOARD

set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) furnish you with details of re-appointment of auditors; and (v) give you the AGM Notice.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by ordinary resolutions at the annual general meeting held on 5 June 2025. The existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares (including any sale or transfer of Treasury Shares) of up to 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (collectively, the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 265,608,018 Shares and the Company did not hold any Treasury Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM (or no sale or transfer of Treasury Shares), the Directors would be authorised to allot, issue and otherwise deal with a maximum of 53,121,603 new Shares (including any sale or transfer of Treasury Shares) under the Issue Mandate, representing 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by ordinary resolutions at the annual general meeting held on 5 June 2025. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 265,608,018 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 26,560,801 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the GEM 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 RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of nine (9) Directors, namely:

Executive Directors

Mr. Chan Kui Ming
Mr. Chen Ping
Ms. Fong Pui Yin Vivian
Mr. Lu Jun
Ms. Wu Yu
Mr. Zhong Guoke

Independent non-executive Directors

Mr. Lam Chee-yau Timothy
Mr. Ng Ki Man
Mr. Li Dewen

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

LETTER FROM THE BOARD

Further, according to Article 112 of the Articles of Association, any Director appointed by the Board or by ordinary resolution in general meeting either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company.

At the AGM, Mr. Chan Kui Ming, Mr. Chen Ping, Ms. Fong Pui Yin Vivian, Mr. Lu Jun, Ms. Wu Yu, Mr. Zhong Guoke, Mr. Lam Chee-yau Timothy and Mr. Li Dewen will retire and, being eligible, will offer themselves for re-election.

The nomination committee of the Company (the “**Nomination Committee**”) had reviewed the independence of Mr. Lam Chee-yau Timothy, Mr. Ng Ki Man and Mr. Li Dewen. Mr. Lam Chee-yau Timothy, Mr. Ng Ki Man and Mr. Li Dewen also submitted an annual confirmation to the Company on their fulfillment of the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. After due consideration, the Board confirmed that Mr. Lam Chee-yau Timothy, Ng Ki Man and Mr. Li Dewen continues to be considered as the independent non-executive Directors, will continue to bring forth valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Mr. Lam Chee-yau Timothy, Mr. Ng Ki Man and Mr. Li Dewen had abstained from deliberation and decision in respect of the assessment of their own independence.

The Company has put in place a nomination policy which sets out, *inter alia*, the selection criteria (the “**Criteria**”) and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors of the Company. The re-appointment of each of Mr. Chan Kui Ming, Mr. Chen Ping, Ms. Fong Pui Yin Vivian, Mr. Lu Jun, Ms. Wu Yu, Mr. Zhong Guoke, Mr. Lam Chee-yau Timothy and Mr. Li Dewen 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 of 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 retiring Directors are set out in Appendix II to this circular. In consideration of the background, specific knowledge and experience of Mr. Chan Kui Ming, Mr. Chen Ping, Ms. Fong Pui Yin Vivian, Mr. Lu Jun, Ms. Wu Yu, Mr. Zhong Guoke, Mr. Lam Chee-yau Timothy and Mr. Li Dewen, the Board believes that they could continue to bring invaluable insights, contributions and diversity to the Board.

PROPOSED RE-APPOINTMENT OF AUDITORS

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

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

CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Thursday, 4 June 2026. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 1 June 2026 to Thursday, 4 June 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 AGM, all 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 29 May 2026. The record date for the attending and voting at the AGM is on Thursday, 4 June 2026.

AGM

A notice convening the AGM to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 4 June 2026 at 11:00 a.m. is set out on pages 20-25 of this circular.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar 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 or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM 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 poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

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

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and re-appointment of auditors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

By Order of the Board
Basetrophy Group Holdings Limited
Chen Ping
Co-chairman and Executive Director

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 265,608,018 Shares and the Company did not hold any Treasury Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM (or no sale or transfer of Treasury Shares), the Company will be allowed to repurchase a maximum of 26,560,801 Shares during the Relevant Period.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the GEM Listing Rules.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	0.118	0.086
May	0.088	0.048
June	0.057	0.045
July	0.065	0.043
August	0.073	0.053
September	0.077	0.054
October	0.510	0.058
November	0.580	0.280
December	2.260	0.520
2026		
January	3.000	1.580
February	1.970	1.280
March	2.180	1.390
April (up to the Latest Practicable Date)	1.940	1.740

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the Articles of Association, the memorandum of association of the Company and the applicable laws of the Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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, according to the register of interests in Shares and short positions required to be kept by the Company under section 336 of the SFO, the following Shareholder was interested in more than 5% of the Shares in issue:

Name of Shareholder	Capacity	Number of Shares held	Approximate	Approximate
			percentage of total number of Shares	percentage of total number of Shares
			(assuming the Repurchase Mandate is exercised in full)	
Li Shaohui	Substantial shareholder	51,000,000	19.20%	21.33%

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in the above shareholdings in the Company would not give rise to an obligation of any of the above substantial Shareholder to make a mandatory offer under Rules 26 and 32 of the Takeovers Code and would not result in an insufficient public float of less than 25% of the total number of the issued Shares.

As at the Latest Practicable Date, the Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent as would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code or result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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 (as defined under the GEM Listing Rules), 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 (as defined in the GEM Listing Rules) of the Company (i) has notified the Company that he/it has a present intention to sell any Shares (ii) has undertaken to the Company that he/it will not sell any Shares held by he/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. 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.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

10. GENERAL

If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares; and/or (ii) hold such Shares in treasury, subject to 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. 6 in the AGM Notice and made in accordance with the Articles and Associations, GEM Listing Rules and all the applicable laws and regulations of the Cayman Islands.

To the extent that any Treasury Shares are deposited with CCASS pending resale, 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 will not (or procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; and (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.

The Directors confirm that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

The following are particulars of the Directors proposed to be re-elected at the AGM:

RE-ELECTION OF DIRECTORS**Mr. Chan Kui Ming (“Mr. Chan”)**

Mr. Chan, aged 39, was appointed as an executive Director and co-chairman of the Board on 10 September 2025. Mr. Chan holds a degree of Master of Corporate Governance from the Open University of Hong Kong (currently known as Hong Kong Metropolitan University) and a degree of Bachelor of Commerce major in Accounting from the Curtin University of Technology. He is an associate member of The Chartered Governance Institute and The Hong Kong Institute of Chartered Secretaries. Mr. Chan has over eighteen years’ experience in accounting, financial management and company secretarial services.

Mr. Chan has served as the Company Secretary since 30 April 2022. He was the company secretary of China Frontier Technology Group (a company listed on the Main Board of the Stock Exchange, stock code: 1661) from 23 January 2024 to 31 July 2024. He held the role of company secretary at Sino Vision Worldwide Holdings Limited and China Eco-Farming Limited, both of which have since been delisted from GEM of the Stock Exchange.

The Company has entered into a service contract with Mr. Chan for a term of three year with effect from 10 September 2025. Mr. Chan will hold the office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the articles of association of the Company. The emolument of Mr. Chan is HK\$910,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee having regard to his background, his responsibilities within the Group, the financial position of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chan is interested in 750,000 shares of the Company, representing approximately 0.28% of the number of the issued Shares.

Save as disclosed above and as at the Latest Practicable Date, (i) Mr. Chan did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Chan does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) Mr. Chan does not hold other positions with the Company or any subsidiaries of the Company; (iv) Mr. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (v) there is no other information relating to Mr. Chan that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor are there other matters relating to Mr. Chan that need to be brought to the attention of the Shareholders.

Mr. Chen Ping (“Mr. Chen”)

Mr. Chen, aged 43, was appointed as an executive Director on 21 October 2025 and as the co-chairman of the Board on 13 November 2025. He is the chairman of Guangdong Jiangmen Pipibao Tangerine Peel Company Limited* (廣東江門皮皮寶陳皮股份有限公司). Mr. Chen has over 10 years of senior management experience across multiple industries, with a global perspective and deep familiarity with domestic and international markets as well as capital environments in sectors such as agricultural technology, healthcare, and finance.

The Company has entered into a service contract with Mr. Chen for a term of one year with effect from 20 October 2025 (the “**Service Contract**”). Mr. Chen will hold the office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the articles of association of the Company. The emolument of Mr. Chen is HK\$180,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee having regard to his background, his responsibilities within the Group, the financial position of the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen is interested in 5,260,000 shares of the Company, representing approximately 1.98% of the number of the issued Shares.

Save as disclosed above and as at the Latest Practicable Date, (i) Mr. Chen did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Chen does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) Mr. Chen does not hold other positions with the Company or any subsidiaries of the Company; (iv) Mr. Chen does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (the “**Shareholders**”) of the Company; and (v) there is no other information relating to Mr. Chen that is required to be disclosed pursuant to Rule 17.50 (2) of the GEM Listing Rules nor are there other matters relating to Mr. Chen that need to be brought to the attention of the Shareholders.

Ms. Fong Pui Yin Vivian (“Ms. Fong”)

Ms. Fong (former English name was Fong Pui Yin), aged 55, was appointed as an executive Director on 31 August 2021. Ms. Fong obtained a Bachelor of Arts degree from University of Toronto in June 1995.

Ms. Fong has extensive experience in the leather products manufacturing and real estate development industry. Since July 2000, Ms. Fong has been serving as a vice managing director of Patty Company Limited. Ms. Fong has been serving as a director of Guangzhou Patty Leather Products Co., Limited* (廣州市芭迪皮革製品有限公司) since April 2003, the business activities of which include leather products manufacturing. She has also been serving as an executive director of Links Development Limited and Yunfu Liancheng Real Estate Co. Limited* (雲浮市連城置業有限公司) since 2014.

Ms. Fong has renewed the director's service agreement with the Company for a term of three years commencing on 31 August 2024 subject to rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Ms. Fong did not receive a basic remuneration.

Save as disclosed above, Ms. Fong does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Fong does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Fong as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50 (2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Lu Jun (“Mr. Lu”)

Mr. Lu, aged 50, was appointed as an executive Director on 13 November 2025. He is the president of marketing of Guangdong Jiangmen Pipibao Tangerine Peel Company Limited* (廣東江門皮皮寶陳皮股份有限公司). Mr. Lu served as the general manager of Anhui Yuanxin Construction Engineering Company Limited* (安徽省源鑫建設工程股份有限公司) from 2012 to 2017. Mr. Lu has over 20 years of business experience.

As at the Latest Practicable Date, Mr. Lu is interested in 5,400,000 shares of the Company, representing approximately 2.03% of the number of the issued Shares.

The Company has entered into a service contract with Mr. Lu for a term of three years with effect from 13 November 2025. Mr. Lu will hold the office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the articles of association of the Company. The emolument of Mr. Lu is HK\$180,000 per annum, which was determined by the Board based on the recommendation of the remuneration committee of the Company having regard to his background, his responsibilities within the Group, the financial position of the Company and the prevailing market conditions.

Save as disclosed above and as at the Latest Practicable Date, (i) Mr. Lu did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) Mr. Lu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) Mr. Lu does not hold other positions with the Company or any subsidiaries of the Company; (iv) Mr. Lu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (v) there is no other information relating to Mr. Lu that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor are there other matters relating to Mr. Lu that need to be brought to the attention of the Shareholders.

Ms. Wu Yu (“Ms. Wu”)

Ms. Wu, aged 61, was appointed as an executive Director on 2 January 2026. She is a seasoned finance professional with over 30 years of extensive experience in financial management, strategic planning, and corporate management. Ms. Wu began her career as chief accountant at Zhanjiang Sugar Factory and subsequently served as finance manager at Zhanjiang Economic & Trade Group Company Limited. Since 2012, she has been financial controller of Guangdong Shengqiao Industrial Investment Company Limited* (廣東聖喬實業投資有限公司). Throughout her career, Ms. Wu has demonstrated profound expertise in financial accounting, cost control, budgeting, tax planning, and financial analysis.

The Company has entered into service agreement with Ms. Wu for a term of three years with effect from 2 January 2026. The emolument of Ms. Wu is HK\$180,000 per annum, which was determined by the Board based on the recommendation of the remuneration committee of the Board having regard to their respective backgrounds, responsibilities within the Group, the financial position of the Company and the prevailing market conditions. Ms. Wu will each hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the articles of association of the Company.

Save as disclosed above and as at the Latest Practicable Date, Ms. Wu did not hold any directorships in any other listed public companies in the past three years. Ms. Wu does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Ms. Wu does not hold other positions within the Group. Ms. Wu does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to them under the Rules Governing the Listing of Securities on GEM of the Company). There is no other information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters concerning her appointment that need to be brought to the attention of the Shareholders.

Mr. Zhong Guoke (“Mr. Zhong”)

Mr. Zhong, aged 63, was appointed as an executive Director on 2 January 2026. He is a senior business leader with a distinguished career spanning strategic planning, business model innovation, and nationwide channel expansion. He began his career in the area of overseas procurement and was subsequently appointed to a senior position in a PRC company. Between 2001 and 2015, he served as sales director of Amway (China) Daily Necessities Co., Ltd* (安利(中國)日用品有限公司). From 2018 to 2025, Mr. Zhong served as general manager and manager of the overseas procurement department at Runxun Telecommunications Group Co., Ltd* (潤迅通信集團有限公司). Mr. Zhong possesses significant experience in transforming regional businesses into nationally recognised brands within the consumer goods and health sector.

The Company has entered into service agreements with Mr. Zhong for a term of three years with effect from 2 January 2026. The emolument of Mr. Zhong is HK\$180,000 per annum, which was determined by the Board based on the recommendation of the remuneration committee of the Board having regard to their respective backgrounds, responsibilities within the Group, the financial position of the Company and the prevailing market conditions. Mr. Zhong will each hold office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the articles of association of the Company.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhong did not hold any directorships in any other listed public companies in the past three years. Mr. Zhong does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Mr. Zhong does not hold other positions within the Group. Mr. Zhong does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to them under the Rules Governing the Listing of Securities on GEM of the Company). There is no other information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matters concerning his appointment that need to be brought to the attention of the Shareholders.

Mr. Lam Chee-yau Timothy (“Mr. Lam”)

Mr. Lam, aged 41, was appointed as the independent non-executive Director on 10 May 2021. He is also the chairman of the Nomination Committee and a member of each of the Remuneration Committee and the Audit Committee. Mr. Lam obtained a Bachelor of Arts (Philosophy), Bachelor of Laws and Master of Strategic Public Relations from the University of Sydney in Australia in April 2005, May 2007 and October 2011, respectively. He obtained a Master of Laws (Corporate and Commercial Law) from the University of New South Wales in Australia in May 2008. Mr. Lam also received a Master of Buddhist Studies and Master of Buddhist Counselling from the University of Hong Kong in December 2017 and December 2020, respectively.

Mr. Lam has over 20 years of experience in legal practice. He was admitted as a solicitor to the Supreme Court of New South Wales in Australia in December 2007 and admitted as a solicitor to the High Court of Hong Kong in April 2016. He is currently a partner of Hui & Lam Solicitors LLP, a Hong Kong law firm representing a range of clients in areas of corporate finance and company law.

Since December 2019, Mr. Lam has been a member of the Australian Institute of Company Directors and a fellow member of The Hong Kong Institute of Directors. Mr. Lam is also currently serving as a volunteer in the role of a Governor of the Board of the Children's Cancer Foundation since May 2020.

Mr. Lam has renewed the director's service agreement with the Company for a term of three years commencing on 10 May 2024 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Lam did not receive a basic remuneration.

Save as disclosed above, Mr. Lam does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lam as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50 (2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Li Dewen (“Mr. Li”)

Mr. Li, aged 46, was appointed as the independent non-executive Director on 19 March 2024. He has over 12 years of experience in the wholesale industry. Mr. Li is currently a manager in Guangzhou Huitian Trading Company Limited* (廣州市薈天商貿有限公司).

The Company has entered into a service contract with Mr. Li Dewen for a term of 1 year with effect from 19 March 2024. Mr. Li Dewen will hold the office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the articles of association of the Company. Pursuant to the service contract, Mr. Li will not receive a basic remuneration.

Save as disclosed above, Mr. Li does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Li as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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BASETROPHY GROUP HOLDINGS LIMITED

基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8460)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of Basetrophy Group Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 4 June 2026 at 11:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2025.
2. To re-appoint Infinity CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.
3.
 - (a) To re-elect Mr. Chan Kui Ming as an executive Director;
 - (b) To re-elect Mr. Chen Ping as an executive Director;
 - (c) To re-elect Ms. Fong Pui Yin Vivian as an executive Director;
 - (d) To re-elect Mr. Lu Jun as an executive Director;
 - (e) To re-elect Ms. Wu Yu as an executive Director;
 - (f) To re-elect Mr. Zhong Guoke as an executive Director;
 - (g) To re-elect Mr. Lam Chee-yau Timothy as an independent non-executive Director; and
 - (h) To re-elect Mr. Li Dewen as an independent non-executive Director.

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4. To authorise the board of Directors to fix the remuneration of the Directors.

5. **“THAT:**
 - (a) Subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the **“GEM Listing Rules”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the **“Shares”**) of HK\$0.1 each in the share capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules)) or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;

 - (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the **“Articles of Association”**) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the time of passing this resolution, and the said approval shall be limited accordingly; and

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- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10%

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of the total number of the issued Shares (excluding any Treasury Shares) as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional upon the passing of resolutions 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 5 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares (including any sale or transfer of Treasury Shares) which may be repurchased by the Company under the authority granted pursuant to resolution 6 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing this resolution.”

By Order of the Board
Basetrophy Group Holdings Limited
Chen Ping
Co-chairman and Executive Director

Hong Kong, 30 April 2026

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Notes:

1. Any 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 member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar 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 holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution No. 3, Mr. Chan Kui Ming, Mr. Chen Ping, Ms. Fong Pui Yin Vivian, Mr. Lu Jun, Ms. Wu Yu, Mr. Zhong Guoke, Mr. Lam Chee-yau Timothy and Mr. Li Dewen will retire from office at the Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.
8. The transfer books and Register of Members of the Company will be closed from Monday, 1 June 2026 to Thursday, 4 June 2026, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 29 May 2026. The record date for the attending and voting at the AGM is on Thursday, 4 June 2026.
9. Pursuant to Rule 17.47(4) of the GEM Listing Rules, the resolutions set out in this notice shall be voted by way of poll.
10. A form of proxy for use by shareholders at the Meeting is enclosed.
11. In the event that a "black" rainstorm warning signal, a tropical cyclone warning signal number 8 or above, or "extreme conditions" caused by a super typhoon announced by Hong Kong Government is/are in force in Hong Kong at any time after 7:00 a.m. on Thursday, 4 June 2026, it will be postponed that the AGM will not be held on that day. An announcement will be made in such event.

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As at the date of this notice, the executive Directors are Mr. Chan Kui Ming, Mr. Chen Ping, Ms. Fong Pui Yin Vivian, Mr. Lu Jun, Ms. Wu Yu and Mr. Zhong Guoke; and the independent non-executive Directors are Mr. Lam Chee-yau Timothy, Mr. Li Dewen and Mr. Ng Ki Man.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 notice 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 notice misleading.

This notice will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.wbgroupfw.com.hk.