

the Exchange. The Exchange of the limited liability company for the purpose of the takeover, make the relevant arrangements in accordance with the relevant laws and regulations. The Exchange will not be responsible for the consequences of the takeover.



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THE BOARD OF DIRECTORS of China Lilang Limited (the "Company") will be held at 24th floor, Admiralty Centre I, 18 Harbour Road, Hong Kong on Monday, 30 April 2025 at 10:30 a.m. to consider, if thought fit, to adopt the following resolutions:

- to recommend and approve the audited consolidated financial statements of the Company and its subsidiaries and the report of the directors (the "Report") and auditor (the "Auditor") of the Company for the year ended 31 December 2024.
- to declare financial dividend of HK\$19 cent per ordinary share and special dividend of HK\$3 cent per ordinary share for the year ended 31 December 2024.
- to consider the election of the following retiring director; each of the resolutions:
 - Mr. Wang Xing
 - Mr. Wong Man
 - Mr. Wong
 - Mr. Shixun
- to authorize the board (the "Board") of directors to fix the number of directors.
- to consider the re-appointment of PwC as the Auditor for the year ending 31 December 2025 and to authorize the Board to fix the remuneration.

and, in addition, the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

6. "THE BOARD"

a) that by the terms of the above resolution, the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

b) that the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

c) that the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

i) that the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

ii) that the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

iii) that the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

iv) that the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

that the Board may, in its discretion, if the Board deems it fit, propose the following resolution, with or without modification.

b) the aggregate nominal amount of Shares which may be purchased or granted to be purchased by the Company pursuant to the provisions of paragraph (b) hereof during the relevant period shall not exceed 10% of the aggregate nominal amount of the Shares constituting the Company's issued and outstanding shares of the Company, and the said provisions shall be limited accordingly, and

c) for the purpose of this provision, "relevant period" means the period from the date of passing of this resolution until which the relevant date 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 other applicable law of the Company to be held, or

iii) the date on which such matters are to be decided or decided by the ordinary resolution of the Shareholders of the Company in general meeting."

8. "THE condition upon resolution number 6 and 7 hereof being passed, the unconditionality of the grant of the directors (the "Directors") of the Company to allot, issue and sell with addition of Shares of the Company pursuant to resolution number 6 hereof and in furtherance thereof the addition thereto of an amount representing the aggregate nominal amount of the Shares constituting the Company's issued and outstanding shares of the Company pursuant to resolution number 7 hereof, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares constituting the Company's issued and outstanding shares of the Company, which may be allotted and issued or granted conditionally or unconditionally to be allotted and issued by the Directors pursuant to or in accordance with such general meeting."

Director of the Board

Signature

Hong Kong, 26 March 2025

Secretary of the Company

Unit 3402, 34th Floor
Sippo Centre, Tower One

No. 89 Queen's Road
Hong Kong

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1. A member of the Company entitled to attend and vote at the meeting hereby entitled to appoint in written form on or, if he is the holder of two or more shares, the " " of the Company, more proximal to attend and vote in the name of himself. A proxy need not be a member of the Company.
2. In the case of joint holders of shares, any one of such joint holders may, either in person or by proxy, in respect of such shares, if he is the sole holder, attend the meeting, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, then only one of them shall be entitled to vote, and the one who is named first on the register in respect of such shares shall be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his agent duly authorized in writing, or if the appointor is a corporation, either under the hand or under the hand of an officer or duly authorized agent, and must be deposited with the Hong Kong Registrar with the "Hong Kong Companies Registry" of the Company, Room 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or not a certified copy thereof) not later than 48 hours before the time fixed for holding of the meeting or adjournment thereof.
4. The register of members of the Company will be closed from Friday, 25 April 2025 to Monday, 30 April 2025, both days inclusive, during which period no transfer of the shares will be effective. In order to qualify for attending the meeting or adjournment thereof, the transfer of shares to be completed by the relevant certificate must be lodged with the Hong Kong Registrar, Room 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4.30 p.m. on Thursday, 24 April 2025.
5. Notice of any appointment of proxy should not be received by a member from attending and voting in person at the meeting or adjournment thereof and in such case, the appointment of proxy shall be deemed to be revoked.
6. In relation to proposed resolution number 2, the proposed final dividend and special dividend will be payable on or about 22 May 2025 to the shareholders who are registered on the register of members of the Company on 12 May 2025. The register of members will be closed from Thursday, 8 May 2025 to Monday, 12 May 2025, both days inclusive, for the purpose of determining the shareholders who qualify for the proposed final dividend and special dividend. In order to qualify for the proposed final dividend and special dividend, the transfer of shares to be completed by the relevant certificate must be lodged with the Hong Kong Registrar, Room 1712-1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4.30 p.m. on Monday, 7 May 2025.
7. In relation to resolution number 6, approval by the shareholders for the grant to the Director of general mandate to authorize the allotment and issue of shares. The Director has no immediate plan to issue any new shares other than shares which may be allotted and issued upon the exercise of an option which has been or may be granted under the share option scheme of the Company, or an employee share scheme which may be approved by the shareholders.

