
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 a stockbroker 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 **Texhong International Group Limited**, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or the 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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This document, for which the directors of the issuer collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

**TEXHONG INTERNATIONAL GROUP LIMITED****天虹國際集團有限公司***(incorporated in the Cayman Islands with limited liability)***(Stock Code: 2678)****CIRCULAR****PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Function Room 1, 11th Floor, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, Hong Kong at 2:30 p.m. on 22 May 2026 is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting (i.e. at or before 2:30 p.m., 20 May 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

21 April 2026

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GUIDANCE FOR THE ANNUAL GENERAL MEETING

VOTING BY PROXY IN ADVANCE OF THE ANNUAL GENERAL MEETING

The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person. Shareholders are advised to submit their completed proxy forms well in advance of the Annual General Meeting. The return of a completed proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently so wish.

Submission of proxy forms for registered Shareholders

A proxy form for use at the Annual General Meeting is enclosed with this circular. A copy of the proxy form can also be downloaded from the Company's website at www.texhong.com and Hong Kong Exchanges and Clearing Limited's HKEXnews website at www.hkexnews.hk. Completed proxy forms must be returned to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at the address stated below no less than 48 hours before the time of the meeting (i.e. at or before 2:30 p.m., 20 May 2026 (Hong Kong time)) or any adjournment thereof.

Appointment of proxy for non-registered Shareholders

Non-registered Shareholders should contact their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held as soon as possible for assistance in the appointment of proxy.

CONTACT INFORMATION

If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company's investor relations department as follows:

Investor Relations Department
Email: main@texhong.com
Tel: 852 2877 0225
Fax: 852 2877 0227

If Shareholders have any questions relating to the Annual General Meeting, or about their shareholdings, share transfer, registration and payment of dividends, please contact the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited as follows:

Boardroom Share Registrars (HK) Limited
2103B, 21st Floor,
148 Electric Road,
North Point, Hong Kong
Tel: 852 2153 1688
Fax: 852 3020 5058

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Function Room 1, 11th Floor, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, Hong Kong at 2:30 p.m. on 22 May 2026 or any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	Texhong International Group Limited (天虹國際集團有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange with stock code 2678
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares (including any sale or 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 the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	14 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 of Hong Kong Limited, as amended from time to time
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange which shall not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution at the Annual General Meeting, and to determine such Shares repurchased shall be held as treasury shares of the Company or otherwise be cancelled
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.



TEXHONG INTERNATIONAL GROUP LIMITED

天虹國際集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2678)

Executive Directors:

Hong Tianzhu
Zhu Yongxiang
Ye Lixin

Independent non-executive Directors:

Tao Xiaoming
Cheng Longdi
Shu Wa Tung, Laurence

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

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

Unit 3, 37/F
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan
Hong Kong

21 April 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, *inter alia*: (a) ordinary resolutions on the proposed grant of each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the re-election of the retiring Directors.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue or otherwise deal with new Shares (including any sale or 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 at the Annual General Meeting.

As at the Latest Practicable Date, a total of 918,000,000 Shares were in issue (including treasury shares) with 1,123,000 Shares were in treasury, i.e. there were a total of 916,877,000 issued Shares (excluding treasury shares).

Assuming that the proposed resolution granting the Issue Mandate to the Directors is approved, on the basis that no Shares are issued (including any sale or transfer of treasury shares out of treasury) or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 183,375,400 Shares, without taking into account any additional Shares which may be issued pursuant to the Extension Mandate.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate, i.e. a general and unconditional mandate to repurchase, on the Stock Exchange, Shares not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution at the Annual General Meeting.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in the Appendix I to this circular.

Under the Repurchase Mandate, the Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

EXTENSION MANDATE

In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they will exercise the powers under the Issue Mandate, the Repurchase Mandate and the Extension Mandate in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108(A) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

In accordance Article 108(B) of the Articles, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

As such, Mr. Zhu Yongxiang and Mr. Shu Wa Tung, Laurence will retire from office by rotation and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

The re-appointments of Directors named above have been reviewed by the nomination committee of the Company which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the Annual General Meeting. The committee considered that their cultural background, educational background, and work experience can further contribute to the Board's diversity. In particular, by taking into account the director nomination policy of the Company, the nomination committee of the Company considered Mr. Shu Wa Tung, Laurence was a suitable candidate as independent non-executive Directors based on his background and experience. The nomination committee of the Company has assessed the independence of all the independent non-executive Directors. All the independent non-executive Directors have satisfied the criteria as set out in Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company is not aware of any matters or events that may occur and affect the independence of all independent non-executive Directors. As such, Mr. Zhu Yongxiang and Mr. Shu Wa Tung, Laurence will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

Details of the retiring Directors, who offer themselves for re-election, are set out in Appendix II to this circular as required by the Listing Rules.

ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Function Room 1, 11th Floor, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, Hong Kong at 2:30 p.m. on 22 May 2026 is set out on pages 17 to 21 of this circular.

At the Annual General Meeting, ordinary resolutions will be proposed to approve, *inter alia* (a) the proposed grant of the Issue Mandate, Repurchase Mandate and Extension Mandate; and (b) the re-election of retiring Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the meeting (i.e. at or before 2:30 p.m., 20 May 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 72 of the Articles.

An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Holders of treasury shares, if any, shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings under the Listing Rules. Save as aforesaid, no Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the Annual General Meeting.

RECOMMENDATION

The Directors believe that the resolutions to be proposed at the Annual General Meeting, including the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and the re-election of the retiring Directors, are in the interest of to the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The record date for determining the Shareholders' eligibility to attend and vote at the Annual General Meeting is 22 May 2026. For such purpose, the transfer books and register of members of the Company will be closed from 19 May 2026 to 22 May 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on 18 May 2026 for registration.

BAD WEATHER ARRANGEMENTS

If typhoon signal No. 8 or above, a black rainstorm warning, extreme weather conditions or other similar event is in effect at 12:30 p.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the Company's website at www.texhong.com and Hong Kong Exchanges and Clearing Limited's HKEXnews website at www.hkexnews.hk to notify the Shareholders of the date, time and place of the rescheduled meeting.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Texhong International Group Limited
Hong Tianzhu
Chairman

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the requisite information to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. ISSUED SHARES

As at Latest Practicable Date, there were a total of 918,000,000 Shares in issue, which comprised 1,123,000 treasury shares. As such, as at the Latest Practicable Date, the total number of issued Shares (excluding treasury shares) was 916,877,000 Shares.

Assuming that the proposed resolution granting the Repurchase Mandate to the Directors is approved, on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 91,687,700 Shares, which represents 10% of the total number of issued Shares (excluding treasury Shares) as at the date of passing such resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. Share repurchases following cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. Share repurchases will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Articles, the applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Companies Act, a repurchase by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of retained earnings of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Act, out of capital.

5. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION OF THE COMPANY

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2025 as reflected in the latest audited consolidated financial statements of the Company. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company.

6. SHARE PRICES

The highest and lowest prices at which the shares of the Company have been traded on the Stock Exchange in each of the following months immediately preceding (and including) the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2025	3.87	3.25
May 2025	3.60	3.37
June 2025	3.97	3.38
July 2025	5.29	3.70
August 2025	5.48	4.65
September 2025	5.23	4.57
October 2025	4.94	4.46
November 2025	4.65	4.44
December 2025	4.75	4.47
January 2026	5.65	4.57
February 2026	6.73	5.47
March 2026	7.04	5.70
April 2026 (<i>up to the Latest Practicable Date</i>)	6.93	5.81

7. TAKEOVERS CODE AND PUBLIC FLOAT

If as a result of a share buy-back a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights 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 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Hong Tianzhu, an executive Director, was deemed to be interested in the following Shares under the SFO:

- (i) 398,242,400 Shares being beneficially owned by New Green Group Limited, the entire issued shares of which were indirectly held by TMF (Cayman) Ltd. ("TMF Trustee") acting as the trustee of TDR Trust; and
- (ii) 87,251,360 Shares being beneficially owned by Trade Partner Investments Limited, the entire issued shares of which were indirectly held by TMF Trustee acting as the trustee of TDR Trust.

TDR Trust is an irrevocable discretionary trust. Pursuant to the SFO, Mr. Hong Tianzhu as the founder of TDR Trust was deemed to be interested in the total 485,493,760 Shares above, representing approximately 52.95% of the number of total issued Shares (excluding treasury shares) with voting rights (as defined in the Takeovers Code).

As at the Latest Practicable Date, Mr. Zhu Yongxiang, an executive Director, was deemed to be interested in the following Shares under the SFO:

- (i) 132,648,640 Shares being beneficially owned by Wisdom Star Global Limited, the entire issued shares of which were indirectly held by TMF Trustee acting as the trustee of Wisdom Star Trust.

Wisdom Star Trust is an irrevocable discretionary trust. Pursuant to the SFO, Mr. Zhu Yongxiang as the founder of Wisdom Star Trust was deemed to be interested in the 132,648,640 Shares above, representing approximately 14.47% of the number of total issued Shares (excluding treasury shares) with voting rights (as defined in the Takeovers Code).

For the purpose of the Takeovers Code, Mr. Hong Tianzhu and Mr. Zhu Yongxiang and their respective associates are concert parties and are taken to have interests in a total of 618,142,400 Shares, representing approximately 67.42% of the number of total issued Shares (excluding treasury shares) with voting rights (as defined in the Takeovers Code). In the event that the Directors should exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate and assuming that no further Shares issued (including any sale or transfer of treasury shares out of treasury) or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the aggregate shareholding of both Mr. Hong Tianzhu and Mr. Zhu Yongxiang and their respective associates in the Company would be increased to approximately 74.91% of the number of total issued Shares (excluding treasury shares) with voting rights (as defined in the Takeovers Code) for the purpose of the Takeovers Code. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Company will not repurchase Shares if that repurchase would result in the public float (as defined in the Listing Rules) falling below the initial prescribed threshold of 25%.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any Shareholder, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the minimum prescribed percentage under the Listing Rules.

8. SHARE REPURCHASE MADE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, details of the shares of the Company repurchased on the Stock Exchange are as follows:

Date	Number of Shares repurchased	Purchase price paid per Share		Aggregate price paid (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
14 October 2025	200,000	4.53	4.53	906,000
16 October 2025	73,500	4.56	4.52	335,000
17 October 2025	74,000	4.58	4.55	337,380
20 October 2025	74,000	4.58	4.56	337,720
3 December 2025	100,000	4.49	4.49	449,000
10 December 2025	155,500	4.60	4.52	712,360
16 December 2025	59,500	4.57	4.57	271,915
19 December 2025	90,000	4.54	4.54	408,600
23 December 2025	57,000	4.51	4.51	257,070
24 December 2025	71,500	4.66	4.51	332,370
31 December 2025	1,500	4.55	4.55	6,825
5 January 2026	166,500	4.81	4.74	796,785

Save as disclosed above, The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

9. GENERAL

The Directors will exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Articles, the applicable laws of Cayman Islands and the Listing Rules.

For any treasury shares of the Company deposited with CCASS, the Company will adopt 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, which include (without limitation):

- (i) procuring 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 (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-registering them in its own name as treasury shares or cancelling them, in each case before the relevant record date for the dividend or distributions.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company has notified the Company that they have any present intention to sell any Shares to the Company nor have any such core connected persons undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is granted.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

The biographical details of the retiring Directors eligible and offering themselves for re-election at the Annual General Meeting are set out below:

MR. ZHU YONGXIANG

Mr. Zhu Yongxiang, aged 59, is an executive Director, vice chairman and chief executive officer of the Company. He was appointed as executive Director on 27 July 2004. He is responsible for the strategy implementation, operation planning and decision-making, major work decision-making, coordination and implementation of the Group. Mr. Zhu graduated from the 南通紡織工學院 (Nantong Textile Industry College) in 1987. Prior to joining the Group in 1997, Mr. Zhu was an assistant to the general manager of 南通第二棉紡織廠 (Nantong No. 2 Cotton Textile Factory).

Mr. Zhu Yongxiang entered into a service contract dated 21 November 2015 with the Company to act as an executive Director for an initial term of one year commencing from 21 November 2015, and continued thereafter for successive terms of one year until terminated by not less than three months' notice in writing served by either party on the other expiring at the end of the initial term or at any time thereafter. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles. Under the service contract, he shall be entitled to a monthly salary and, in respect of each financial year of the Company, a management bonus in such sum as the Board may in its absolute discretion determine provided that the aggregate amount of management bonuses payable to all Directors in respect of any financial year of the Company shall not exceed 5% of the audited consolidated or combined net profit of the Company (after taxation and minority interests and payment of such bonuses but excluding extraordinary and exceptional items) in respect of each financial year. Mr. Zhu Yongxiang's total emoluments recorded in 2025 was approximately RMB4,700,000, which was determined by the Board with reference to his duties, experience, qualification and performance, and the results of the Group.

Mr. Zhu Yongxiang did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Zhu Yongxiang was deemed to be interested in the following Shares under the SFO:

- (i) 132,648,640 Shares being beneficially owned by Wisdom Star Global Limited, the entire issued shares of which were indirectly held by TMF Trustee acting as the trustee of Wisdom Star Trust. Mr. Zhu Yongxiang is a director of Wisdom Star Global Limited.

Wisdom Star Trust is an irrevocable discretionary trust. Pursuant to the SFO, Mr. Zhu Yongxiang as the founder of Wisdom Star Trust was deemed to be interested in the 132,648,640 Shares above, representing approximately 14.45% of the number of total issued Shares (including treasury shares).

Save as aforementioned, Mr. Zhu Yongxiang had no other interest in the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Zhu Yongxiang is not related to any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

MR. SHU WA TUNG, LAURENCE

Mr. Shu Wa Tung, Laurence, aged 53, was appointed as an independent non-executive Director on 25 May 2023. Mr. Shu has over 30 years of experience in audit, corporate finance, investment banking and financial management. He joined Deloitte Touche Tohmatsu (“**Deloitte**”) in 1994 and later became a manager of the Reorganisation Services Group of Deloitte and joined Deloitte & Touche Corporate Finance Limited (a corporate finance service company of Deloitte) as a manager from 2001 to 2002. From 2002 to 2005, Mr. Shu was a co-director of Goldbond Capital (Asia) Limited. From May 2005 to July 2008, he served as the chief financial officer and company secretary of the Company, overseeing financial management functions. From July 2008 to June 2010, Mr. Shu served as the chief financial officer of Rongsheng Heavy Industries Holdings Limited (熔盛重工控股有限公司) and oversaw the group’s financial management functions and corporate finance activities as well as the daily management of the group’s finance department. From July 2010 to July 2018, he served as the chief financial officer of Petro-king Oilfield Services Limited (a company listed on the Stock Exchange, stock code: 2178) and was responsible for the group’s financial, accounting and legal functions. From August 2018 to November 2019, Mr. Shu served as the chief financial officer of Brainhole Technology Limited (a company listed on the Stock Exchange, stock code: 2203) and was responsible for its overall financial strategies and daily financial function. Mr. Shu was an independent non-executive director of Chengdu Expressway Co., Ltd. (a company listed on the Stock Exchange, stock code: 1785) from November 2016 to September 2022, and was an independent non-executive director of Twintek Investment Holdings Limited (a company listed on the Stock Exchange, stock code: 6182) from December 2017 to January 2026. He has been an independent non-executive director of Riverine China Holdings Limited (a company listed on the Stock Exchange, stock code: 1417) since November 2017, Goldstream Investment Limited (a company listed on the Stock Exchange, stock code: 1328) since December 2019 and Zero Fintech Group Limited (a company listed on the Stock Exchange, stock code: 0093) since April 2022. Mr. Shu has been the chief financial officer of ContiOcean Environment Tech Group Co., Ltd. (a company listed on the Stock Exchange, stock code: 2613) since September 2020, he was appointed as a director of such company in December 2022 and re-designated as an executive director of such company in July 2024. Mr. Shu graduated from Deakin University, Australia in 1994 with a bachelor degree in Business majoring in Accounting. He received his CPA accreditation from the Hong Kong Institute of CPAs in 1997 and is currently a member of the Hong Kong Institute of CPAs. He also completed his CFO Programme at 中歐國際工商學院 (China Europe International Business School) in 2009. He has been a member of the Hong Kong Independent Non-Executive Directors Association since May 2019. He also received an executive Master of Business Administration degree from Washington University in St. Louis in the United States in May 2022.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Shu Wa Tung, Laurence entered into a letter of appointment dated 25 May 2023 with the Company to act as an independent non-executive Director for an initial term of one year renewable automatically for a successive term of one year each commencing from the next day after expiry of the then current term, unless terminated by not less than three months' in writing at the end of the initial term or at any time thereafter. Mr. Shu Wa Tung, Laurence's total emoluments recorded in 2025 was approximately RMB217,000, which was determined by the Board with reference to his duties, experience, qualification and performance.

Save as aforementioned, Mr. Shu Wa Tung, Laurence did not hold any directorships in other listed public companies in the last three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Shu Wa Tung, Laurence personally held 80,000 Shares, representing less than 0.01% of the number of total issued Shares (including treasury shares). Save as aforementioned, Mr. Shu Wa Tung, Laurence had no other interest in the Company within the meaning of Part XV of the SFO.

Mr. Shu Wa Tung, Laurence is not related to any Directors, senior management, or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as abovementioned, none of the above retiring Directors have any other information which is required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51(2) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.

NOTICE OF THE ANNUAL GENERAL MEETING



TEXHONG INTERNATIONAL GROUP LIMITED

天虹國際集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2678)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Texhong International Group Limited (the “**Company**”) will be held at Function Room 1, 11th Floor, Nina Hotel Tsuen Wan West, 8 Yeung Uk Road, Tsuen Wan, Hong Kong at 2:30 p.m. on 22 May 2026 to consider and, if thought fit, to pass the following ordinary resolutions (with or without modification):

1. to consider and adopt the audited consolidated financial statements of the Company, and the reports of the directors of the Company and the Company’s auditors for the year ended 31 December 2025;
2. (a) to re-elect Mr. Zhu Yongxiang as an executive director of the Company;
(b) to re-elect Mr. Shu Wa Tung, Laurence as an independent non-executive director of the Company;
3. to authorise the board of directors of the Company to fix the remuneration of the Company’s directors;
4. to re-appoint PricewaterhouseCoopers as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration;

and, to consider and, if thought fit, pass the following ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK\$0.10 each in the capital of the Company (each, a “**Share**”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury if permitted under the Listing Rules) and to make or

NOTICE OF THE ANNUAL GENERAL MEETING

grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the expiry of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company (including any sale or transfer of treasury shares out of treasury) pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the issue of Shares in respect of options and awards granted under all share schemes of the Company adopted from time to time in compliance with Chapter 17 of the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any 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, shall not exceed the aggregate of:

- (aa) 20 per cent. of the total number of issued Shares (excluding treasury shares, if any) on the date of the passing of this resolution; and

- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares (excluding treasury shares, if any) on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 of the Company or the applicable law of the Cayman Islands to be held; or

NOTICE OF THE ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase (or agree to repurchase) Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and, if permitted under the Listing Rules, to determine whether such Shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act (As Revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 of the Company or the applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the total number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted (or sold or transferred out of treasury) by the directors of the Company pursuant to or in accordance with such general mandate of the total number of Shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.”

For and on behalf of the Board
Texhong International Group Limited
Hong Tianzhu
Chairman

Hong Kong, 21 April 2026

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business|

in Hong Kong:
Unit 3, 37/F
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan
Hong Kong

Notes:

1. At the above meeting, the chairman of the meeting will demand a poll for every resolution put to the vote of the meeting pursuant to Article 72 of the articles of association of the Company.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.

NOTICE OF THE ANNUAL GENERAL MEETING

3. To be valid, the form of proxy together with a 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 Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time of the meeting (i.e. at or before 2:30 p.m., 20 May 2026 (Hong Kong time)) or any adjournment thereof.
4. The record date for determining the shareholders' eligibility to attend and vote at the meeting is 22 May 2026. For such purpose, the transfer books and register of members of the Company will be closed from 19 May 2026 to 22 May 2026, both days inclusive, during which period no transfer of share will be effected. In order to qualify for attending and voting at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, at the address stated in note 3 above not later than 4:30 p.m. on 18 May 2026 for registration.
5. In relation to proposed resolutions numbered 5 and 7 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to exercise the power of the Company to allot, issue or otherwise deal with new shares of the Company (including any sale or transfer of treasury shares out of treasury) under the Listing Rules. The directors wish to state that they will exercise the powers conferred thereby in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole.
6. In relation to proposed resolution numbered 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to repurchase the shares of the Company on The Stock Exchange of Hong Kong Limited under the Listing Rules, and to determine such shares repurchased shall be held as treasury shares of the Company or otherwise be cancelled. The directors wish to state that they will exercise the powers conferred thereby in circumstances which they deem appropriate for the benefit of the Company and its shareholders as a whole. An explanatory statement containing all information necessary to enable the shareholders to make informed decisions to vote for or against the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of which this notice of the meeting forms part.
7. Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto in the meeting, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. If typhoon signal No. 8 or above, a black rainstorm warning, extreme weather conditions or other similar event is in effect at 12:30 p.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the Company's website at www.texhong.com and Hong Kong Exchanges and Clearing Limited's HKEXnews website at www.hkexnews.hk to notify the shareholders of the date, time and place of the rescheduled meeting.
10. If any shareholders have any particular access request or special needs for participating in the meeting, please contact the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited (telephone: 852 2153 1688) as soon as practical.