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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 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
- (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
- (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.
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.

As at the date of this notice, the Board comprises the following directors:

Executive directors:

Mr. Hong Tianzhu
Mr. Zhu Yongxiang
Mr. Ye Lixin

Independent non-executive directors:

Prof. Tao Xiaoming
Prof. Cheng Longdi
Mr. Shu Wa Tung, Laurence