THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 **Peiport Holdings Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or to 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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Peiport Holdings Ltd.

彼岸控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2885)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PAYMENT OF FINAL AND SPECIAL DIVIDENDS OUT OF SHARE PREMIUM ACCOUNT, CLOSURE OF REGISTER OF MEMBERS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Peiport Holdings Ltd. (the "Company") to be held at 17/F., Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 12 June 2026 at 10:00 a.m. is set out on pages 17 to 21 of this circular. 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 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

21 April 2026

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In this circular (including the Appendices), unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be held at 17/F., Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 12 June 2026 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof
"Articles" or "Articles of Association"	the amended and restated articles of association of the Company currently in force
"Board"	the board of Directors
"China" or "the PRC"	the People's Republic of China and, except where the context otherwise requires and only for the purpose of this circular, references in this circular to China or the PRC exclude Hong Kong, Macau and Taiwan
"Close Associate(s)"	has the meaning ascribed to such term in the Listing Rules
"Companies Act"	The Companies Act (as revised), Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands
"Company"	Peiport Holdings Ltd. (彼岸控股有限公司), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the main board of the Stock Exchange
"Core Connected Person(s)"	has the meaning ascribed to such term in the Listing Rules
"Director(s)"	the director(s) of the Company
"Extended Mandate"	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued Shares (excluding treasury shares) as at the date of passing of the ordinary resolution granting such mandate
"Final Dividend"	the proposed final dividend of HK1.35 cents per Share for the year ended 31 December 2025 to Shareholders whose names appear on the register of members of the Company on the record date as recommended by the Board

"General Mandates"	the existing general mandates granted to the Directors to issue Shares and to repurchase Shares at the annual general meeting of the Company held on 12 June 2025 which will be expired at the conclusion of the AGM
"Group"	the Company and its subsidiaries
"HK$" or "Hong Kong dollar(s)"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the issued Shares (excluding treasury shares) as at the date of passing of the ordinary resolution granting such mandate
"Latest Practicable Date"	1 April 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular prior to its publication
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. YEUNG"	Mr. YEUNG Lun Ching (楊倫楨), the spouse of Ms. WONG and the founder of our Group, the chairman of our Board and also one of our controlling Shareholders and our executive Directors
"Ms. WONG"	Ms. WONG Kwan Lik (王群力), the spouse of Mr. YEUNG and our chief executive officer and also one of our controlling Shareholders and our executive Directors
"Nomination Committee"	the nomination committee of the Company
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued Shares (excluding treasury shares) as at the date of passing of the ordinary resolution granting such mandate
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of HK$0.01 each in the capital of the Company

"Share Premium Account"	the share premium account of the Company, the amount standing to the credit of which was approximately HK$37.4 million as at 31 December 2025 based on the audited consolidated financial statements of the Company as at that date
"Shareholder(s)"	the holder(s) of the Share(s)
"Special Dividend"	the proposed special dividend of HK4.05 cents per Share to Shareholders whose names appear on the register of members of the Company on the record date as recommended by the Board
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong
"treasury shares"	has the meaning ascribed to such term in the Listing Rules
"%"	per cent

Peiport Holdings Ltd.
彼岸控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2885)

Executive Directors:
Mr. YEUNG Lun Ching *(Chairman)*
Ms. WONG Kwan Lik
Mr. YEUNG Chun Tai

Independent Non-executive Directors:
Mr. NIU Zhongjie
Ms. YEUNG Hiu Fu Helen
Mr. HOU Min

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:
Suites 603–604, 6/F.,
Chinachem Leighton Plaza,
No. 29 Leighton Road,
Causeway Bay, Hong Kong

21 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PAYMENT OF FINAL AND SPECIAL DIVIDENDS OUT OF SHARE PREMIUM ACCOUNT, CLOSURE OF REGISTER OF MEMBERS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to: (i) provide you with information regarding certain resolutions to be put forward at the AGM including details of the proposed Issue Mandate, the proposed Repurchase Mandate and the proposed Extended Mandate and the payment of Final and Special Dividends for the year ended 31 December 2025 out of Share Premium Account; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) provide you with details of the proposed re-election of retiring Directors; and (iv) give you notice of the AGM.

PROPOSED GRANT OF THE ISSUE AND REPURCHASE MANDATES

As the General Mandates granted to the Directors will be expired at the conclusion of the AGM, ordinary resolutions will be proposed at the AGM to approve the grant to the Directors of the Issue Mandate, the Repurchase Mandate and the Extended Mandate.

(a) Issue Mandate and Extended Mandate

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 400,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company during the period from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 80,000,000 Shares.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution at the AGM.

In accordance with the requirements of the Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

PROPOSED PAYMENT OF FINAL AND SPECIAL DIVIDENDS OUT OF SHARE PREMIUM ACCOUNT

The Board has recommended the declaration and payment of Final and Special Dividends of HK1.35 cents and HK4.05 cents, respectively, per Share out of the Share Premium Account for the year ended 31 December 2025, subject to the Shareholders' approval at the AGM. As at the Latest Practicable Date, the Company has 400,000,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final and Special Dividends, if declared and paid, will amount to aggregate amount of approximately HK$21.6 million. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Final and Special Dividends out of Share Premium Account" below, the Final and Special Dividends are intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles and in accordance with the Companies Act.

As at 31 December 2025, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately HK$37.4 million. Following the payment of the Final and Special Dividends, there will be a remaining balance of approximately HK$15.8 million standing to the credit of the Share Premium Account.

(a) Conditions of the Payment of Final and Special Dividends out of Share Premium Account

The payment of the Final and Special Dividends out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

(a) the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Final and Special Dividends out of the Share Premium Account pursuant to Article 134 of the Articles; and

(b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Final and Special Dividends is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Final and Special Dividends will be paid in cash on or before Wednesday, 8 July 2026 to those Shareholders whose names appear on the register of members of the Company at close of business on Thursday, 25 June 2026.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Final and Special Dividends will not be paid.

(b) Reasons for and effect of the payment of Final and Special Dividends out of Share Premium Account

The Board considers it is appropriate to distribute the Final and Special Dividends in recognition of the profitability of the Group and the strong liquidity position of the Group.

Having considered the financial and cash flow position of the Company, as well as to reward the Shareholders for their continued support during the challenging economic environment and enhance investors' confidence in the Company, the Board considers it is appropriate and proposes that Final and Special Dividends be paid out of the Share Premium Account in accordance with Article 134 of the Articles and the Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Final and Special Dividends will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

By virtue of article 84 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 (3), 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 an annual general meeting at least once every three years. Accordingly, Mr. YEUNG Chun Tai and Mr. HOU Min will retire and being eligible, offer themselves for re-election at the AGM.

Mr. HOU Min, being the independent non-executive Director eligible for re-election at the AGM, has confirmed his independence pursuant to Rule 3.13 of the Listing Rules.

In considering the re-elections of Mr. YEUNG Chun Tai as executive Director and Mr. HOU Min as independent non-executive Director, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, geographical background, length of service, and the professional experience, skills and expertise that a Director can provide. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the AGM.

The Board is of the view that Mr. HOU Min meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. Besides, during his tenure as independent non-executive Director, he has made positive contributions to the Company's strategy, policies and performance with his independent advice, comments, judgment from the perspective of his background coupled with his general understanding of business of the Group. He also contributes to the diversity of the Board in age and geographical background. In view of the above, his re-election is considered to be beneficial to the Company.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above retiring Directors are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 17 to 21 of this circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the granting of the Issue Mandate, the Repurchase Mandate and the Extended Mandate, the payment of the Final and Special Dividends out of Share Premium Account and the re-election of retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the HKExnews website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.peiport.com) respectively. Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority to the Hong Kong share registrar of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 5 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfers of Shares shall be effected. The record date for determination of entitlements of the members of the Company to attend and vote at the Meeting will be on Friday, 12 June 2026. In order to qualify for attending and voting at the AGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with the Hong Kong share registrar of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Thursday, 4 June 2026.

The register of members of the Company will be closed from Tuesday, 23 June 2026 to Thursday, 25 June 2026, both days inclusive, during which period no transfers of Shares shall be effected. The record date for determination of entitlements of the members of the Company to receive the Final and Special Dividends will be on Thursday, 25 June 2026. In order to qualify for the Final and Special Dividends, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with the Hong Kong share registrar of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 22 June 2026.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the Extended Mandate, the payment of the Final and Special Dividends out of the Share Premium Account and the re-election of retiring Directors are in the best interests of the Group 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.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the retiring Directors proposed to be re-elected at the AGM) to this circular.

LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Peiport Holdings Ltd.
YEUNG Lun Ching
Chairman and Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. ISSUED SHARES

As at the Latest Practicable Date, there were 400,000,000 Shares in issue.

Subject to the passing of the ordinary resolution set out in resolution no. 7 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of the AGM, i.e. 400,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 40,000,000 Shares, representing 10% of the aggregate number of the issued Shares as at the date of the AGM.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

Under the Listing Rules, the Company will either (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 any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issue Mandate in resolution no. 6 of the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System (''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 will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS 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.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the applicable laws of the Cayman Islands and the Listing Rules.

4. IMPACT OF REPURCHASES

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2025) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

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

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date and insofar as the Directors are aware, the following Directors and substantial shareholders of the Company have interests in the Company:

Name of Shareholders	Capacity	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Mr. YEUNG *(Note)*	Interest in a controlled corporation	300,000,000	75.00%	83.33%
Ms. WONG *(Note)*	Interest of spouse	300,000,000	75.00%	83.33%
Peiport Alpha Ltd. *(Note)*	Beneficial owner	300,000,000	75.00%	83.33%

Note: Peiport Alpha Ltd. is directly interested in 300,000,000 Shares and Peiport Alpha Ltd. is 50% and 30% owned by Mr. YEUNG and Ms. WONG, respectively. Ms. WONG is the spouse of Mr. YEUNG and therefore each of Ms. WONG and Mr. YEUNG is deemed to be interested in Shares held by Peiport Alpha Ltd. pursuant to the SFO. Mr. YEUNG, Ms. WONG and Peiport Alpha Ltd. together are a group of controlling Shareholders.

The Directors are not aware of any consequences, which may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. As at the Latest Practicable Date, so far as is known to the Directors, no Shareholder 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 in full to repurchase Shares pursuant to the Repurchase Mandate. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective Close Associates, have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have confirmed that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Directors have also confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share repurchase has unusual features.

The Company has not been notified by any Core Connected Persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

8. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest *HK$*	Lowest *HK$*
2025		
April	0.596	0.505
May	0.546	0.456
June	0.576	0.466
July	0.586	0.496
August	0.756	0.536
September	0.790	0.626
October	0.690	0.580
November	0.680	0.640
December	0.920	0.640
2026		
January	0.870	0.750
February	0.920	0.770
March	0.940	0.810
April (up to the Latest Practicable Date)	0.900	0.880

Note: At the market opening on 19 June 2025, 11 September 2025 and 2 January 2026, the ex-dividend dates, the share prices have been adjusted lower by the amounts of the annual dividend, interim dividend and special dividends paid.

Pursuant to the Listing Rules, the details of the Directors who will retire at the AGM according to the Articles of Association and will be proposed to be re-elected at the AGM are provided below:

EXECUTIVE DIRECTOR

Mr. YEUNG Chun Tai (楊振泰), aged 38, is an executive Director. Mr. YEUNG Chun Tai was appointed as a Director on 22 August 2018. Mr. YEUNG Chun Tai joined our Group in February 2016 and has since then taken part in the management of operation and supplier relationship of our Group.

Mr. YEUNG Chun Tai has over 9 years of experience in the optoelectronics and general aviation industry. From April 2013 till February 2014, Mr. YEUNG Chun Tai worked as an associate in the ICT hardware department under the Bell Professional Management Program of Bell Canada, and was responsible for building and maintaining the office's computers and facilities. He was promoted to the position of technical analyst in October 2013 and was responsible for managing the daily work of the ICT hardware department. From August 2014 to March 2015, Mr. YEUNG Chun Tai joined Bell Business Market of Bell Canada and worked as a technical analyst, responsible for building, testing and deploying Cisco telephone scripts for customers. Mr. YEUNG Chun Tai has been working as the marketing manager of Peiport Scientific Limited and Peiport Scientific Aero Limited from February 2016 to June 2018 and from July 2018 to March 2019, respectively. Since 1 April 2019, he has been promoted to the business development director of Peiport Scientific Aero Limited and is mainly responsible for managing the daily operations of our Group.

Mr. YEUNG Chun Tai obtained a bachelor's degree in engineering from McMaster University in Canada in June 2010, majoring in computer engineering. He further obtained a master's degree in engineering from McMaster University in June 2013, majoring in electrical and computer engineering.

Mr. YEUNG Chun Tai is the son of Mr. YEUNG and Ms. WONG. Each of Mr. YEUNG, Ms. WONG and Mr. YEUNG Chun Tai is one of the shareholders of Peiport Alpha Ltd., the controlling Shareholder.

Mr. YEUNG Chun Tai has entered into a service agreement with the Company for a term of 3 years commencing from 18 December 2024 which shall continue thereafter unless and until terminated by either party giving to the other not less than three months' notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his service agreement, Mr. YEUNG Chun Tai is entitled to a remuneration of HK$120,000 per month and an extra month's basic salary as at the end of each calendar year (or a pro rata amount for early termination) with discretionary bonus which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. YEUNG Chun Tai does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. HOU Min ("Mr. HOU") (侯珉), aged 61, was appointed as an independent non-executive Director on 18 December 2018. He responsible for supervising and providing independent judgment to our Board. Mr. HOU is also the chairman of the company's remuneration committee and the member of the audit committee.

Mr. HOU has over 24 years of experience in the aviation industry. From 1980 to 1994, Mr. HOU served in the PRC military. Mr. HOU served as an officer at the Anti-Smuggling Bureau of the Beijing Customs Office between September 1994 and March 2002. From 2002 to 2004, Mr. HOU was employed by Sino Television Co. Ltd (神州電視有限公司) as a pilot for aerial photography. From May 2012 to December 2013, Mr. HOU worked at Anhui Dinghong General Aviation Company Limited* (安徽頂宏通用航空有限公司) (previously known as the Anhui Dinghong General Aviation Company Limited* (安徽鼎宏通用航空有限公司)), with his last position being the general manager responsible for daily operations.

From February 2015 to August 2017, Mr. HOU was the general manager of Hunan Sunward General Aviation Company Limited* (湖南山河華翔通航有限公司) responsible for the daily operations of the company. From December 2017 to the present, Mr. HOU has been the legal representative and general manager of Guizhou Huang Ping Qie Lan General Aviation Company Limited* (貴州黃平且蘭通用航空有限公司) responsible for the overall operation and management.

Mr. HOU completed the fighter pilot diploma at the PRC People's Liberation Army Air Force Fourth Aviation School* (中國人民解放軍空軍第四航空學校) in December 1982. He further obtained a bachelor's degree in military science from the Army Staff College* (陸軍參謀學院) in the PRC in July 1994.

Mr. HOU has entered into a letter of appointment with the Company for an initial term of 3 years commencing from 18 December 2024 which shall continue thereafter unless and until terminated by either party giving to the other not less than three months' notice in writing. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of his service agreement, Mr. HOU is entitled to a director's fee of HK$126,000 per annum.

As at the Latest Practicable Date, Mr. HOU does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

* *for identification purposes only*

Save as disclosed above, Mr. YEUNG Chun Tai and Mr. HOU Min do not (i) hold any other position with the Company or any of its subsidiaries; (ii) hold any other directorships in any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the date hereof; (iii) hold any other major appointment or professional qualification; and (iv) have any relationship with other Directors, senior management or substantial or controlling Shareholders (as defined under the Listing Rules).

Save as disclosed above, there are no other matters concerning Mr. YEUNG Chun Tai and Mr. HOU Min that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Peiport Holdings Ltd.
彼岸控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2885)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of Peiport Holdings Ltd. (the "Company") will be held at 17/F., Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Friday, 12 June 2026, at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2025;

2. (a) To approve the declaration and payment of a final dividend of HK1.35 cents per share of the Company out of the share premium account of the Company (the "Final Dividend") to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Final Dividend;

   (b) To approve the declaration and payment of a special dividend of HK4.05 cents per share of the Company out of the share premium account of the Company (the "Special Dividend") to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Special Dividend;

   (c) To authorise any director of the Company to take such action, do such things and execute such further documents as the director of the Company may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final and Special Dividends;

3. (a) To re-elect Mr. YEUNG Chun Tai as an executive director of the Company;

   (b) To re-elect Mr. HOU Min as an independent non-executive director of the Company;

4. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;

5. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. "**THAT**

(a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares or securities convertible into shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and 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 end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of options under any share option scheme 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 of shares of the Company or right to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company 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 issued shares of the Company (excluding treasury shares) on the date of the passing of this resolution and the said approval shall be limited accordingly;

(d) for the purpose 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 any applicable law of the Cayman Islands to be held; or

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

"Rights Issue" means an offer of shares of the Company, 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 of the Company on the register on a fixed record date in proportion to their then holdings of such 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);

(e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and applicable laws and regulations."

7. "**THAT**

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, 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 aggregate number of shares of the Company which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) shall be limited accordingly;

(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 any applicable law of the Cayman Islands to be held; or

(iii) the passing of an ordinary resolution by the shareholders of the Company at general meeting revoking or varying the authority given to the directors of the Company by this resolution."

8. "**THAT** conditional upon resolutions nos. 6 and 7 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to resolution no. 6 above be and hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate an amount representing the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 7 above, provided that such amount shall not exceed 10% of the issued shares of the Company (excluding treasury shares) at the date of passing of this resolution."

Yours faithfully,
By order of the Board
Peiport Holdings Ltd.
YEUNG Lun Ching
Chairman and Executive Director

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:
Suites 603–604, 6/F.,
Chinachem Leighton Plaza,
No. 29 Leighton Road,
Causeway Bay, Hong Kong

Notes:

(a) The register of members of the Company will be closed from Friday, 5 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfers of shares shall be effected. The record date for determination of entitlements of the members of the Company to attend and vote at the Meeting will be on Friday, 12 June 2026. In order to qualify for attending and voting at the AGM, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with the Hong Kong share registrar of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Thursday, 4 June 2026.

(b) The register of members of the Company will be closed from Tuesday, 23 June 2026 to Thursday, 25 June 2026, both days inclusive, during which period no transfers of shares shall be effected. The record date for determination of entitlements of the members of the Company to receive the Final and Special Dividends will be on Thursday, 25 June 2026. In order to qualify for the Final and Special Dividends, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged for registration with the Hong Kong share registrar of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 22 June 2026.

(c) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.

(d) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be lodged at the Hong Kong share registrar of the Company, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

(e) Completion and return of the form of proxy shall not preclude members from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should they so wish, and in such case, the form of proxy previously submitted by such member(s) shall be deemed to be revoked.

(f) Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, the vote of 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(s) shall be accepted to the exclusion of the votes of the other joint holders.

(g) An explanatory statement containing further details regarding resolution no. 7 above is set out in Appendix I to the circular dated 21 April 2026 (the "Circular").

(h) Details of the retiring directors of the Company are set out in Appendix II to the Circular.

(i) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoon is in effect in Hong Kong any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company at www.peiport.com and the Stock Exchange at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. YEUNG Lun Ching, Ms. WONG Kwan Lik and Mr. YEUNG Chun Tai; the independent non-executive Directors are Mr. NIU Zhongjie, Ms. YEUNG Hiu Fu Helen and Mr. HOU Min.