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

If you have sold or transferred all your shares in Hong Kong Johnson Holdings Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

JOHNSON ®

Hong Kong Johnson Holdings Co., Ltd.
香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

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

The notice convening the Annual General Meeting of Hong Kong Johnson Holdings Co., Ltd. to be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 3 September 2026 at 12:00 noon is set out on pages 28 to 32 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares (if any) shall abstain from voting at the Annual General Meeting.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.johnsonholdings.com).

References to time and dates in this circular are to Hong Kong time and dates.

No drinks, refreshments or souvenirs will be served or provided at the Annual General Meeting.

This circular is made in English and Chinese. In case of any inconsistency, the English version shall prevail.

30 July 2026

CONTENTS

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

"Annual General Meeting"	the annual general meeting of the Company to be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 3 September 2026 at 12:00 noon, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 28 to 32 of this circular, or any adjournment thereof
"Articles of Association"	the third amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 4 September 2025
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"Canvest (China)"	Canvest Environmental (China) Company Limited, a company incorporated in the British Virgin Islands, a direct wholly-owned subsidiary of Yi Feng which in turn is wholly-owned by Canvest Environmental, and one of the controlling shareholders of the Company
"Canvest Environmental"	Canvest Environmental Protection Group Company Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands, the shares of which (prior to the withdrawal of listing of the shares with effect from 2 June 2025) were listed on the Main Board of the Stock Exchange, and one of the controlling shareholders of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited

"Company"	Hong Kong Johnson Holdings Co., Ltd. (stock code: 1955), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 9 July 2018, the Shares are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Grandblue"	GRANDBLUE INVESTMENT HONGKONG LIMITED (瀚藍(香港)環境投資有限公司), a company incorporated in Hong Kong with limited liability, and one of the controlling shareholders of the Company
''Grandblue Environment''	Grandblue Environment Co., Ltd.* (瀚藍環境股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and the shares of which are listed on the Shanghai stock exchange (Shanghai stock code: 600323), and one of the controlling shareholders of the Company
''Grandblue Environmental Investment''	Foshan Nanhai Grandblue Environmental Investment Company Limited* (佛山市南海瀚藍環保投資有限公司), a company established in the PRC with limited liability, and one of the controlling shareholders of the Company
''Grandblue Foshan''	Grandblue (Foshan) Investment Company Limited* (瀚藍(佛山)投資有限公司), a company established in the PRC with limited liability, and one of the controlling shareholders of the Company
''Grandblue Solid Waste Treatment''	Foshan Nanhai Grandblue Solid Waste Treatment Investment Co., Ltd.* (佛山市南海瀚藍固廢處理投資有限公司), a company established in the PRC with limited liability, and one of the controlling shareholders of the Company
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

* *for identification purpose only*

"Hong Kong Huafa"	Hong Kong Huafa Investment Holdings Limited, a company incorporated in Hong Kong with limited liability, a direct wholly-owned subsidiary of Zhuhai Huafa, and one of the controlling shareholders of the Company
"Huafa Property Services"	Huafa Property Services Group Company Limited, a company incorporated in Bermuda and one of the controlling shareholders of the Company
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares and/or to sell or transfer treasury shares, if any, not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
"Latest Practicable Date"	24 July 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
''Nanhai Hengjian Fund''	Guangdong Nanhai Listed Company High-Quality Development Equity Investment Fund Partnership (Limited Partnership)* (廣東南海上市公司高質量發展股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC, and one of the controlling shareholders of the Company
"Nomination Committee"	the nomination committee of the Company
"PRC"	People's Republic of China, except where the context requires otherwise and only for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Remuneration Committee"	the remuneration committee of the Company

* *for identification purpose only*

"Risk Management and ESG Committee"	the risk management and environmental, social and governance committee of the Company
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of the Company of HK$0.01 each in the issued capital of the Company
"Share Repurchase Mandate"	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Codes"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules as amended, supplemented or otherwise modified from time to time
"Yi Feng"	Yi Feng Development Limited, a British Virgin Islands business company incorporated in the British Virgin Islands, a direct wholly-owned subsidiary of Canvest Environmental, and one of controlling shareholders of the Company
"Zhuhai Huafa"	珠海華發集團有限公司 (Zhuhai Huafa Group Company Limited*), a state-owned company established in the PRC, and one of the controlling shareholders of the Company
"%"	per cent

* *for identification purpose only*

Hong Kong Johnson Holdings Co., Ltd.
香港莊臣控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1955)

Executive Directors:
Mr. YAN Jun *(Chairman)*
Mr. CHEN Erqian *(Vice President)*

Non-executive Directors:
Ms. LI Yanmei
Ms. YANG Bing
Mr. WU Zhiyong
Ms. TANG Yuyun
Mr. LIN Peng

Independent Non-executive Directors:
Mr. FAN Chiu Tat Martin
Dr. GUAN Yuyan
Mr. HONG Kam Le
Mr. LEUNG Siu Hong
Ms. RU Tingting

Registered Office:
Ascentium (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Principal Place of Business in Hong Kong:
11/F China Aerospace Centre
No. 143 Hoi Bun Road
Kwun Tong
Kowloon, Hong Kong

30 July 2026

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 109(a) of the Articles of Association, Mr. YAN Jun, Dr. GUAN Yuyan, Mr. LEUNG Siu Hong and Ms. RU Tingting shall retire from office at the Annual General Meeting. In addition, pursuant to Article 113 of the Articles of Association, Mr. CHEN Erqian, who has been appointed by the Board as executive Director on 25 June 2026; and Ms. YANG Bing and Mr. LIN Peng, who have been appointed by the Board as non-executive Directors on 20 February 2026, shall hold office until the Annual General Meeting and shall then be eligible for re-election at such meeting. All of the above Directors, being eligible, will offer themselves for re-election.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy, Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. Each of Dr. GUAN Yuyan and Ms. RU Tingting has abstained from her own nomination when it was being considered. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who offer themselves for re-election. The Board, having considered the recommendation of the Nomination Committee, considers that the retiring non-executive Directors will continue to contribute to the Board with their deep understanding of the business of the Group, diversity of skills and perspective and their devotion to the Board, while the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

An ordinary resolution will be proposed at the Annual General Meeting to re-appoint RSM Hong Kong as the auditor of the Company and to authorise the Board to fix the auditor's remuneration. The re-appointment of the auditor of the Company has been reviewed by the Audit Committee which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.

The estimated audit fee as agreed with RSM Hong Kong for the financial year ending 31 March 2027 is expected to be HK$590,000. The estimated audit fee was determined after arm's length negotiations between the Company and RSM Hong Kong with reference to, among other things, (i) the audit fee for the previous financial year; (ii) the scope of the audit and the expected level of audit services; (iii) the expected audit timetable; and (iv) the level of professional staff and resources required to complete the audit services. The estimated audit fee is preliminary in nature based on the information currently available to the Company and RSM Hong Kong as at the Latest Practicable Date and may be subject to adjustment depending on, among other things, changes in the scope of audit work and other relevant factors such as the Group's business and operations, audit timetable and other relevant circumstances.

4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 50,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

5. PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares and/or to sell or transfer treasury shares, if any, not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 100,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate contained in item 7 of the notice of Annual General Meeting will also be proposed at the Annual General Meeting. The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 28 to 32 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.johnsonholdings.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting if they so wish.

7. RECOMMENDATION

The Directors consider that the proposals for the re-election of retiring Directors, the re-appointment of auditor of the Company, Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. 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, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Hong Kong Johnson Holdings Co., Ltd.
YAN Jun
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting:

(1) Mr. YAN Jun

Position and Experience

Mr. YAN Jun ("**Mr. Yan**"), aged 44, was appointed as a non-executive Director on 6 June 2022 and was re-designated as executive Director and became a member of the Risk Management and ESG Committee on 20 May 2026. He has been the Chairman of the Board since 20 February 2026. He has been a director of each of Johnson Cleaning Services Company Limited and Johnson Investment Holding Co., Ltd. ("**Johnson Investment Holding**"), both being wholly-owned subsidiaries of the Company, since 6 June 2022.

Mr. Yan joined Zhuhai Huafa in March 2015. He has served as the officer of financial management of Zhuhai Huafa since April 2022 and is the financial officer of Zhuhai Huafa. Mr. Yan has also served as a director of Zhuhai Huafa Finance Co., Ltd* (珠海華發集團財務有限公司). He has been a non-independent director of Zhuhai Huafa Properties Co., Ltd* (珠海華發實業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600325.SH) and a non-wholly owned subsidiary of Zhuhai Huafa, since 31 December 2025.

Mr. Yan obtained a graduate certificate related to a certified public accountant in Accounting Professional with Central University of Finance and Economics (中央財經大學) in 2003 and obtained a Master of Business Administration from School of Economics and Management, Tsinghua University (清華大學經濟管理學院) in 2015.

Save as disclosed above, Mr. Yan did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Yan has entered into a letter of appointment with the Company for a term of two years commencing from 6 June 2026 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the articles of association of the Company (as amended from time to time) with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Yan will not receive any Director's fee during his term as an executive Director.

Relationships

Save as disclosed above, Mr. Yan does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Yan does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Yan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Yan that need to be brought to the attention of the Shareholders.

(2) Mr. CHEN Erqian

Position and Experience

Mr. CHEN Erqian ("**Mr. Chen**"), aged 43, was appointed as an executive Director, vice president and a member of the Risk Management and ESG Committee on 25 June 2026. He has been a director of certain wholly-owned subsidiaries of the Company since 20 May 2026.

He joined Zhuhai Huafa in February 2014 and currently serves as an executive deputy general manager of Hong Kong Huafa Investment Holdings Limited (香港華發投資控股有限公司) (a wholly-owned subsidiary of Zhuhai Huafa). He has also served as a director of Huafa Investment Holding 2022 I Company Limited since August 2022, the bonds of which are listed on the Chongwa (Macao) Financial Asset Exchange Co., Ltd. (bond code: MOXIB26034). He has also served as a director of Huafa 2024 I Company Limited since January 2024, the bonds of which are listed on the Stock Exchange (stock codes: 84542, 85000, 85077).

From 2012 to 2014, Mr. Chen served as project manager of the CGN Mining Company Limited (中廣核礦業有限公司) (stock code: 1164). From 2011 to 2012, Mr. Chen was a senior associate of transaction advisory service of Ernst & Young, Hong Kong. From 2008 to 2011, Mr. Chen served as finance manager of the Polyard Petroleum International Group Limited (百田石油國際集團有限公司) (Delisted, stock code: 8011). Mr. Chen holds a bachelor's degree in chemical engineering from Sun Yat-sen University (中山大學) obtained in 2006, and also holds a master's degree in accounting and financial economics from the University of Essex obtained in 2008.

Save as disclosed above, Mr. Chen did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Chen has entered into a letter of appointment with the Company for a term of three years commencing from 25 June 2026 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the articles of association of the Company (as amended from time to time) with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Chen will not receive any Director's fee during his term as an executive Director.

Relationships

Save as disclosed above, Mr. Chen does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Chen does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

(3) Ms. YANG Bing

Position and Experience

Ms. YANG Bing ("**Ms. Yang**"), aged 45, was appointed as a non-executive Director on 20 February 2026. She has been a director of Johnson Investment Holding since 20 February 2026.

Ms. Yang has over 18 years of experience in accounting and finance. Ms. Yang has served as the general manager of the Financial Accounting Department at the Financial Management Centre of Zhuhai Huafa since April 2023. She has also served as the general manager of the Financial Management Department at Zhuhai Huafa Group Technology Research Institute Co., Ltd* (珠海華發集團科技研究院有限公司) since June 2024, a director at Hong Kong Huafa Investment Holdings Limited since August 2024, a director at Zhuhai Huafa Commercial & Trading Holdings Co., Ltd.* (珠海華發商貿控股有限公司) since July 2025.

From July 2005 to November 2007, Ms. Yang served as the business analyst in the Design Department at YGsoft Inc.* (遠光軟件股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002063.SZ) ("**YGsoft**").

From December 2007 to March 2010, Ms. Yang served as the system accountant in Accounting Department at Zhuhai Zhongfu Enterprise Co., Ltd.* (珠海中富實業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000659.SZ).

From April 2010 to March 2011, Ms. Yang served as the business analyst and the requirement analyst in Internal Control Software Department at YGsoft.

From March 2011 to April 2020, Ms. Yang served as the senior manager of Financial Accounting Department at the Financial Management Centre of Zhuhai Huafa.

From April 2020 to April 2023, Ms. Yang served as the deputy general manager of Financial Accounting Department at the Financial Management Centre of Zhuhai Huafa.

She was admitted as a non-practising member by the Guangdong Institute of Certified Public Accountants of The Chinese Institute of Certified Public Accountants in China in December 2007.

Ms. Yang graduated from Zhongnan University of Economics and Law in the PRC in June 2002 with a Bachelor's Degree in Economics and in June 2005 with a Master's Degree in Management.

Save as disclosed above, Ms. Yang did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. Yang has entered into a letter of appointment with the Company for a term of two years commencing from 20 February 2026 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the articles of association of the Company (as amended from time to time) with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. Yang will not receive any Director's fee during her term as a non-executive Director.

Relationships

Save as disclosed above, Ms. Yang does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Yang does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Ms. Yang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Yang that need to be brought to the attention of the Shareholders.

(4) Mr. LIN Peng

Position and Experience

Mr. LIN Peng ("**Mr. Lin**"), aged 60, was appointed as a non-executive Director on 20 February 2026.

Mr. Lin has over 30 years of experience in the banking, finance and financial services industry. In the asset management and investment field, he has managed assets and investments for different financial institutions, and in the investment banking field, he has provided financing and advisory services to enterprises. Mr. Lin possesses cross-border and cross-industry experience such as securities trading, corporate finance, mergers and acquisitions, bond issuance, fund management etc. in China, Hong Kong and overseas countries and has held key positions in various international enterprises and listed companies. Mr. Lin has served as the chief executive officer and the executive director of Chelsea Securities Limited ("**Chelsea**") since October 2021. He has been a responsible officer of Chelsea for its Type 1 (Dealing in Securities), Type 4 (Advising on Securities), and Type 9 (Asset Management) regulated activities since December 2021, as well as a responsible officer for its Type 6 (Advising on Corporate Finance) regulated activity since July 2022.

From February 2000 to December 2008, Mr. Lin served as the executive vice president and the chief financial officer at Infocast Limited, a financial trading system provider.

From June 2009 to January 2011, Mr. Lin served as an executive director at Finet Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8317.HK).

From October 2012 to January 2015, Mr. Lin served as an executive director at Southwest Securities International Securities Limited (formerly known as Tanrich Financial Holdings Limited, previously listed on Main Board of the Stock Exchange (stock code: 812. HK)).

From July 2017 to March 2020, Mr. Lin served as the general manager at Tanrich Asia-Pac Securities Limited, currently known as KuCoin HK Limited.

From November 2020 to September 2021, Mr. Lin served as the deputy head of the financial preparatory task force at Shanghai Industrial Urban Development Group Limited, a company listed on Main Board of the Stock Exchange (stock code: 563.HK).

Mr. Lin graduated from Xiamen University in PRC in July 1989 with a Bachelor's Degree in Finance, and also graduated from the Ivey Business School, University of Western Ontario, Canada, with a Master of Business Administration in October 2000.

Save as disclosed above, Mr. Lin did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Lin has entered into a letter of appointment with the Company for a term of two years commencing from 20 February 2026 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the articles of association of the Company (as amended from time to time) with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Lin will not receive any Director's fee during his term as a non-executive Director.

Relationships

Save as disclosed above, Mr. Lin does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lin does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Lin involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

(5) Dr. GUAN Yuyan

Position and Experience

Dr. GUAN Yuyan ("**Dr. Guan**"), aged 51, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. She is also a member of the Nomination Committee and the Remuneration Committee.

Dr. Guan joined the City University of Hong Kong as an academic visitor in August 2006. She has served as associate professor since July 2015 and resigned in July 2021. She has served as a tenured associate professor of College of Business (Nanyang Business School), Nanyang Technological University, Singapore since 10 August 2021.

Dr. Guan obtained a Bachelor of Economics from Xiamen University in the PRC in July 1996. She then obtained a Master in Business Administration from the University of Miami in the United States in May 1999, and further obtained a Doctor of Philosophy in Accounting from the University of Toronto in Canada in November 2006.

Dr. Guan became a member of CPA Australia in 2016.

Save as disclosed above, Dr. Guan did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Dr. Guan has entered into a letter of appointment with the Company for a term of two years commencing from 16 October 2025 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the articles of association of the Company (as amended from time to time) with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Dr. Guan is entitled to an aggregate director's fee of HK$120,000 per annum which was determined by the Board under the authority granted by the Shareholders at the annual general meeting with reference to her duties and responsibilities in the Company and the recommendation made by the Remuneration Committee. Save for directors' fee, Dr. Guan is not expected to receive any other remuneration for holding her office as an independent non-executive Director.

Relationships

Save as disclosed above, Dr. Guan does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Guan does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Dr. Guan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Guan that need to be brought to the attention of the Shareholders.

(6) Mr. LEUNG Siu Hong

Position and Experience

Mr. LEUNG Siu Hong ("**Mr. Leung**"), aged 50, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Risk Management and ESG Committee.

Mr. Leung has over 28 years of experience in the areas of accounting, auditing and company secretarial work. Mr. Leung has served as the financial controller and company secretary of China Starch Holdings Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3838) since February 2008. Mr. Leung was the independent non-executive director of A. Plus Group Holdings Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1841) from March 2016 to August 2025.

Mr. Leung obtained a Designated Degree of Master of Arts in Accountancy from the University of Aberdeen in Scotland, the United Kingdom in October 1997. He also obtained a Master of Corporate Governance from the Hong Kong Polytechnic University in October 2011 and a Master of Science in Financial Analysis from The Hong Kong University of Science and Technology in June 2014. Mr. Leung is a fellow member of the Hong Kong Institute of Certified Public Accountants since February 2010 and Association of Chartered Certified Accountants since May 2007. Mr. Leung is also a fellow member of both the Chartered Governance Institute, U.K. and the Hong Kong Chartered Governance Institute since July 2013.

Save as disclosed above, Mr. Leung did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Mr. Leung has entered into a letter of appointment with the Company for a term of two years commencing from 16 October 2025 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the articles of association of the Company with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Mr. Leung is entitled to an aggregate director's fee of HK$120,000 per annum which was determined by the Board under the authority granted by the Shareholders at the annual general meeting with reference to his duties and responsibilities in the Company and the recommendation made by the Remuneration Committee. Save for directors' fee, Mr. Leung is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

Relationships

Save as disclosed above, Mr. Leung does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Leung does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Mr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders.

(7) Ms. RU Tingting

Position and Experience

Ms. RU Tingting ("**Ms. Ru**"), aged 51, was appointed as an independent non-executive Director on 3 September 2019, mainly responsible for providing independent advice to the Group. She is the chairman of the Nomination Committee and is also a member of each of the Audit Committee and the Remuneration Committee.

Ms. Ru is an independent non-executive director of International Business Digital Technology Limited, a company the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1782) since 7 April 2022.

During the period from February 2002 to August 2018, Ms. Ru worked in the China Securities Regulatory Commission, first as the deputy director then as the director of the Department of Listed Company Division. Ms. Ru has been a managing partner of Beijing Yongxing Law Firm since September 2018.

Ms. Ru obtained a Bachelor of Laws from China University of Political Science and Law in July 1995 and a Master of Laws from Renmin University of China in June 2001.

Save as disclosed above, Ms. Ru did not hold any directorship in any other listed public companies in the last three years and any other positions in the Company or other members of the Group.

Length of service and emoluments

Ms. Ru has entered into a letter of appointment with the Company for a term of two years commencing from 16 October 2025 (subject to termination in certain circumstances as stipulated in the relevant letter of appointment). The appointment is subject to the provisions of the articles of association of the Company (as amended from time to time) with regards to vacation of office of Directors and removal and retirement by rotation of Directors. Ms. Ru is entitled to an aggregate director's fee of HK$120,000 per annum which was determined by the Board under the authority granted by the Shareholders at the annual general meeting with reference to her duties and responsibilities in the Company and the recommendation made by the Remuneration Committee. Save for the directors' fee, Ms. Ru is not expected to receive any other remuneration for holding her office as an independent non-executive Director.

Relationships

Save as disclosed above, Ms. Ru does not have relationships with other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Ru does not have, and is not deemed to have any interests in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save for the information disclosed above, there is no information which is disclosable nor is Ms. Ru involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Ru that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 500,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 50,000,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its memorandum and articles of association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Share 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 Share 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. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from 1 July 2025 up to and including the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
July	0.620	0.530
August	0.660	0.570
September	0.630	0.600
October	0.640	0.540
November	0.600	0.520
December	0.640	0.530
2026		
January	0.610	0.495
February	0.540	0.440
March	0.540	0.465
April	0.550	0.500
May	0.640	0.540
June	0.660	0.510
July *(up to and including the Latest Practicable Date)*	0.570	0.500

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) 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 Share Repurchase Mandate is approved by the Shareholders.

If the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either cancel the repurchased Shares and/or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any 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 Issuance Mandate in Ordinary Resolution 6(a) and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

For treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as treasury shares, which 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 relevant dividends or distributions.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with its memorandum and articles of association, the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODES

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, according to the register kept by the Company under section 336 of the SFO, and so far as is known, or to the best knowledge of the Directors, the following substantial Shareholders (as defined in the Listing Rules) of the Company were directly or indirectly interested in 5% or more of the issued share capital of the Company. Their respective interests as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interests in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolution in relation to the Share Repurchase Mandate to be proposed at the Annual General Meeting (and assuming that the issued share capital of the Company remains unchanged up to the date of the Annual General Meeting) is shown under the column "After repurchase":

	Number of Shares held	Before repurchase	After repurchase
Group I			
Hong Kong Huafa	210,000,000 *(Note 1)*	42.00%	46.66%
Zhuhai Huafa	221,250,000 *(Note 1)*	44.25%	49.16%
Canvest (China)	153,750,000	30.75%	34.16%
Yi Feng	153,750,000 *(Note 2)*	30.75%	34.16%
Canvest Environmental	153,750,000 *(Note 3)*	30.75%	34.16%
Grandblue	153,750,000 *(Note 4)*	30.75%	34.16%
Grandblue Foshan	153,750,000 *(Note 4)*	30.75%	34.16%
Nanhai Hengjian Fund	153,750,000 *(Note 4)*	30.75%	34.16%
Grandblue Solid Waste Treatment	153,750,000 *(Note 4)*	30.75%	34.16%
Grandblue Environmental Investment	153,750,000 *(Note 4)*	30.75%	34.16%
Grandblue Environment	153,750,000 *(Note 4)*	30.75%	34.16%
Group II			
South Pacific International Trading Limited ("**South Pacific**")	45,000,000	9%	10%
SIIC Estate Company Limited	45,000,000 *(Note 5)*	9%	10%
SIIC Investment Company Limited	45,000,000 *(Note 5)*	9%	10%
SIIC International (BVI) Company Limited	45,000,000 *(Note 5)*	9%	10%
Shanghai Industrial Investment (Holdings) Company Limited ("**SIIC**")	45,000,000 *(Note 5)*	9%	10%

Notes:

(1) Under the SFO, (i) Zhuhai Huafa through Guang Jie Investment Limited and Huajin Investment Company Limited is deemed to be interested in all of the shares of Huafa Property Services. Zhuhai Huafa is therefore deemed to be interested in 11,250,000 Shares through Huafa Property Services; and (ii) Hong Kong Huafa is the beneficial owner of 210,000,000 Shares. Zhuhai Huafa is deemed to be interested in a total of 221,250,000 Shares.

(2) The Shares are registered in the name of Canvest (China), the entire share capital of which is wholly owned by Yi Feng. Under the SFO, Yi Feng is deemed to be interested in all the Shares held by Canvest (China).

(3) Yi Feng is wholly owned by Canvest Environmental. Under the SFO, Canvest Environmental is deemed to be interested in all the Shares held by Canvest (China) (through its shareholding in Yi Feng).

(4) Canvest Environmental is owned as to 92.78% by Grandblue, which is in turn wholly-owned by Grandblue Foshan. Grandblue Foshan is owned as to 56.52% by Grandblue Solid Waste Treatment and 43.48% by Nanhai Hengjian Fund, respectively. Grandblue Solid Waste Treatment is wholly-owned by Grandblue Environmental Investment, which is in turn wholly-owned by Grandblue Environment. Under the SFO, each of Grandblue, Grandblue Foshan, Grandblue Solid Waste Treatment, Nanhai Hengjian Fund, Grandblue Environmental Investment and Grandblue Environment are deemed to be interested in all the Shares held by Canvest (China).

(5) South Pacific is a direct wholly-owned subsidiary of SIIC Estate Company Limited and an indirect wholly-owned subsidiary of SIIC Investment Company Limited, SIIC International (BVI) Company Limited and SIIC. SIIC is a company incorporated in Hong Kong with limited liability and an overseas conglomerate controlled by the Shanghai municipal government. As at the Latest Practicable Date, SIIC was the controlling shareholder of Shanghai Industrial Holdings Limited, a limited liability company incorporated in Hong Kong whose shares are listed on the Stock Exchange (stock code: 0363). South Pacific is principally engaged in securities investment.

To the best knowledge of the Directors, the Directors consider that the increase in shareholding of Group I shareholders would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes and the increase in shareholdings of Group I shareholders and/or Group II shareholders would render the public float falling below the prescribed minimum percentage required by the Stock Exchange.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

Hong Kong Johnson Holdings Co., Ltd.
香港莊臣控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1955)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of Hong Kong Johnson Holdings Co., Ltd. (the "**Company**") will be held at 6/F., China Aerospace Centre, No. 143 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 3 September 2026 at 12:00 noon for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company, the report of the directors and the independent auditor's report for the year ended 31 March 2026.

2. To declare a final dividend for the year ended 31 March 2026.

3. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) To re-elect Mr. YAN Jun as an executive director of the Company;

   (b) To re-elect Mr. CHEN Erqian as an executive director of the Company;

   (c) To re-elect Ms. YANG Bing as a non-executive director of the Company;

   (d) To re-elect Mr. LIN Peng as a non-executive director of the Company;

   (e) To re-elect Dr. GUAN Yuyan as an independent non-executive director of the Company;

   (f) To re-elect Mr. LEUNG Siu Hong as an independent non-executive director of the Company;

   (g) To re-elect Ms. RU Tingting as an independent non-executive director of the Company; and

   (h) To authorize the board of directors of the Company to fix the respective directors' remuneration.

4. To re-appoint RSM Hong Kong as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

To consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. "**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company (as amended and restated from time to time) or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and/or to sell or transfer treasury shares, if any, and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors (including any sale or transfer of treasury shares in the capital of the Company) pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares 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 (as amended and restated from time to time),

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company (as amended and restated from time to time) or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

7. "**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this Meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury shares in the capital of the Company) by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

By Order of the Board
Hong Kong Johnson Holdings Co., Ltd.
YAN Jun
Chairman

Hong Kong, 30 July 2026

Notes:

1. All resolutions at the Meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at a meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares (if any) shall abstain from voting at the Meeting. Shareholders of the Company who are holders of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her/it.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 28 August 2026 to Thursday, 3 September 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 27 August 2026.

5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders of the Company at the annual general meeting), the register of members of the Company will be closed from Friday, 18 September 2026 to Monday, 21 September 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 17 September 2026.

6. If a tropical cyclone warning signal no. 8 or above is hoisted, the Company will, as appropriate publish an announcement on its website (www.johnsonholdings.com) and on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify the shareholders of the Company of the arrangement for the Meeting.

7. References to time and dates in this Notice are to Hong Kong time and dates.

8. **No drinks, refreshments or souvenirs will be served or provided at the Annual General Meeting.**

As at the date of this Notice, the executive directors of the Company are Mr. YAN Jun (Chairman), Mr. CHEN Erqian (Vice President); the non-executive directors of the Company are Ms. LI Yanmei, Ms. YANG Bing, Mr. WU Zhiyong, Ms. TANG Yuyun and Mr. LIN Peng; and the independent non-executive directors of the Company are Mr. FAN Chiu Tat Martin, Dr. GUAN Yuyan, Mr. HONG Kam Le, Mr. LEUNG Siu Hong and Ms. RU Tingting.

This Notice is made in English and Chinese. In case of any inconsistency, the English version shall prevail.