

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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xiamen Yan Palace Bird's Nest Industry Co., Ltd., you should at once hand this circular, together with the accompanying proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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DEFINITIONS

“2025 Annual Report”	the annual report of the Company for the year ended December 31, 2025, which has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yanzhiwu.com)
“AGM” or “Annual General Meeting”	the annual general meeting of the Company for the year ended December 31, 2025 to be held on Monday, May 11, 2026
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	the board of directors of our Company
“Board Secretary”	secretary to the Board
“China,” “Mainland China” or “PRC”	People’s Republic of China, excluding, for the purposes of this circular and for geographical reference only and except where the context requires otherwise, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company,” “our Company,” “Group,” “our Group,” “we” or “us”	Xiamen Yan Palace Bird’s Nest Industry Co., Ltd. (廈門燕之屋燕窩產業股份有限公司) (formerly known as Xiamen Yan Palace Bioengineering Co., Ltd. (廈門燕之屋生物工程股份有限公司), a joint stock company established in the PRC with limited liability on December 23, 2020, or, where the context requires (as the case may be), its predecessor, Xiamen Yan Palace Biological Engineering Development Co., Ltd. (廈門燕之屋生物工程發展有限公司), a company established in the PRC with limited liability on October 31, 2014
“Company Law” or “PRC Company Law”	Company Law of the People’s Republic of China (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Huang, Mr. Zheng, Mr. Li, Ms. Xue, Xiamen Suntama and Jinyan Tengfei LP
“Director(s)”	the director(s) of our Company
“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB0.20 each, which is/are listed on the Stock Exchange and traded in Hong Kong dollars
“H Share Shareholder(s)”	holder(s) of H Shares
“Issue Mandate”	subject to the conditions set out in the proposed resolution approving the Issue Mandate at the AGM, the general mandate to be given to the Board to, among others, exercise the power of the Company to allot, issue or deal with new Unlisted Shares and/or H Shares (which include the sale or transfer of treasury shares, if any) not more than 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM. Details of the Issue Mandate are set out in special resolution numbered 10 in the notice convening the AGM dated April 17, 2026
“Jinyan Tengfei LP”	Xiamen Jinyan Tengfei Equity Investment Partnership (Limited Partnership) (廈門金燕騰飛股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on December 14, 2020 and an employee incentive platform of our Group and one of our Controlling Shareholders
“Latest Practicable Date”	April 13, 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 of Hong Kong Limited, as amended or supplemented from time to time
“Mr. Huang”	Mr. HUANG Jian (黃健), our chairman of the Board of Directors, executive Director and one of our Controlling Shareholders

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“Mr. Li”	Mr. LI Youquan (李有泉), our general manager, executive Director and one of our Controlling Shareholders
“Mr. Zheng”	Mr. ZHENG Wenbin (鄭文濱), our vice chairman of the Board of Directors, executive Director and one of our Controlling Shareholders
“Ms. Xue”	Ms. XUE Fengying (薛鳳英), one of our Controlling Shareholders and the spouse of Mr. Zheng
“Nomination Committee”	the nomination committee of the Board
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated November 30, 2023
“Renminbi” or “RMB”	the lawful currency of the PRC
“Repurchase Mandate”	subject to the conditions set out in the proposed resolution approving the Repurchase Mandate at the AGM, the general mandate to be given to the Board to exercise the power of the Company to repurchase H Shares of up to a maximum of 10% of the total number of H Shares (excluding treasury shares, if any) in issue as at the date of passing such resolution. Details of the Repurchase Mandate are set out in special resolution numbered 11 in the notice convening the AGM dated April 17, 2026
“SAFE”	State Administration of Foreign Exchange of the PRC and its branches
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of RMB0.20 each
“Shareholder(s)”	holder(s) of our Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of our Company
“Supervisory Committee”	the supervisory committee of the Company

DEFINITIONS

“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“treasury shares”	has the meaning ascribed thereto under the Listing Rules
“Unlisted Share(s)”	unlisted ordinary share(s) with a nominal value of RMB0.20 each, which are subscribed for and fully paid up in Renminbi
“Unlisted Share Shareholder(s)”	holder(s) of Unlisted Share(s)
“Xiamen Suntama”	Xiamen Shuangdanma Industrial Development Co., Ltd. (廈門市雙丹馬實業發展有限公司), a limited liability company established in the PRC on November 11, 1997 and one of our Controlling Shareholders

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LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on voting in respect of the relevant resolutions at the AGM. The AGM of the Company will be held at 22/F, Caizihui No. 188, Qianpu Road, Lianqian Street, Siming District, Xiamen City, Fujian Province, PRC on Monday, May 11, 2026.

The resolutions to be proposed at the AGM for the Shareholders' approval include: (1) resolution on the report of the Directors for 2025; (2) resolution on the report of the independent non-executive Directors for 2025; (3) resolution on the report of the Supervisors for 2025; (4) resolution on the 2025 annual report; (5) resolution on the profit distribution for 2025; (6) resolution on the audited consolidated financial statements for 2025; (7) resolution on the proposed re-appointment of auditor for 2026; (8) resolution on the proposed bank credit limit and related authorization; (9) resolution on the proposed granting of general mandate to issue additional Shares and sale or transfer of treasury shares; (10) resolution on the proposed general mandate to repurchase H Shares; and (11) resolution on the proposed amendments to the Articles of Association.

Except for resolutions numbered (8), (9), (10) and (11), all of the other resolutions are ordinary resolutions. Resolutions numbered (8), (9), (10) and (11) are special resolutions.

2. DETAILS OF RESOLUTIONS

(1) Resolution on the Report of the Directors for 2025

The full text of the report of the Directors for 2025 is set out in the section headed "Report of the Directors" in the 2025 Annual Report.

The report of the Directors for 2025 will be proposed at the AGM for consideration and approval.

(2) Resolution on the Report of the Independent Non-executive Directors for 2025

The full text of the report of the independent non-executive Directors for 2025 is set out in Appendix 1 to this circular.

The report of the independent non-executive Directors for 2025 will be proposed at the AGM for consideration and approval.

(3) Resolution on the Report of the Supervisors for 2025

The full text of the report of the Supervisors for 2025 is set out in the section headed "Report of the Supervisors" in the 2025 Annual Report.

The report of the Supervisors for 2025 will be proposed at the AGM for consideration and approval.

(4) Resolution on the 2025 Annual Report

The 2025 Annual Report will be proposed at the AGM for consideration and approval.

(5) Resolution on the Profit Distribution for 2025

Final dividend distribution plan for the year of 2025

The final dividend distribution plan of the Company for the year ended December

In order to qualify for the Final Dividend, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch H Share Registrar 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. (Hong Kong time) on Friday, May 15, 2026.

Taxation

In accordance with the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) and its implementation regulations, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organisations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, enterprise income tax shall be withheld from dividends payable to such Shareholders. If H Shareholders intend to change their shareholder status, please enquire about the relevant procedures with their agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as at Thursday, May 21, 2026.

If the individual H Shareholders are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for the cash dividends to them under the relevant tax agreement with the PRC, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of less than 10% under the relevant tax agreement with the PRC, the Company shall withhold and pay individual income tax on behalf of the relevant shareholders at a rate of 10%. In that case, if the relevant individual H Shareholders wish to reclaim the extra amount withheld due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the information required by the notice of the relevant tax agreement to the H share registrar of the Company. The Company will assist with the tax refund of the extra amount withheld after obtaining the approval of the competent tax authority. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of over 10% but less than 20% under the relevant tax agreement with the PRC, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual H Shareholders are residents of the countries which have had an agreed tax rate of 20% under the relevant tax agreement with the PRC, or which have not entered into any tax agreement with the PRC, or in any other circumstances, the Company shall withhold and pay the individual income tax at a rate of 20%.

Shareholders are recommended to consult their individual advisers if they are

(6) Resolution on the Audited Consolidated Financial Statements for 2025

The audited consolidated financial statements for the year ended December 31, 2025 prepared under the IFRS Accounting Standards are set out in the 2025 Annual Report.

The audited consolidated financial statements for the year ended December 31, 2025 will be proposed at the AGM for consideration and approval.

(7) Resolution on the Proposed Re-appointment of Auditor for 2026

The Board proposed the re-appointment of KPMG as the Company's auditor for the year ending December 31, 2026, and will submit to the AGM the aforementioned re-appointment proposal for approval and to authorize the Audit Committee to determine the remuneration of the auditor for the year ending December 31, 2026.

(8) Resolution on the Proposed Bank Credit Limit and Related Authorization

On March 17, 2026, the Board has resolved that, in light of the business development and operation of the Group, the Company intends to renew the bank credit in 2026 (the "**Bank Credit Limit**"), being not exceeding RMB230 million, which shall be revolving during the term of the validity period, in order to ensure the continuity of the Company's bank credit and to better support the Company's business expansion.

Bank

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taken as a whole that the Company renews the proposed Bank Credit Limit and provides the Guarantees and that the aforementioned related authorization is granted, such that the Group would be able to obtain the financing for the business development and operation of the subsidiaries. The Company will monitor the balance and the performance ability of the subsidiaries, strengthen management and control measures to control the associated risks.

A special resolution will be proposed at the AGM in relation to the proposed Bank Credit Limit and related authorization, details of which are set out in special resolution numbered (8) of the notice of the AGM.

(9) Resolution on the Proposed Granting of General Mandate to Issue Additional Shares and Sale or Transfer of Treasury Shares

In order to satisfy the needs of business development and further increase the capital strength and comprehensive capability of the Company, the Board intends to propose the Shareholders to, on the premise of compliance with the securities regulatory requirements of the place where the Shares of the Company are listed, authorize the Board and its authorized persons, on a general and unconditional basis, to decide to separately or concurrently allot, issue and deal with new Unlisted Shares and/or H Shares (which include the sale or transfer of treasury shares, if any) not more than 20% of the total number of Shares in issue (excluding treasury shares, if any) of the Company as at the date of this resolution being considered and approved at the AGM according to the provisions of the Company Law of the PRC and the Articles of Association. The details of such general mandate are set out in special resolution numbered (9) in the notice convening the AGM.

As at the Latest Practicable Date, there were 465,500,000 H Shares in issue, and there were 3,806,800 Shares which are held as treasury shares. Subject to the passing of the proposed special resolution approving the grant of the Issue Mandate to the Board and on the basis that no Shares will be issued (including no treasury shares will be sold or transferred) by the Company prior to the AGM, a maximum of 92,338,640 Shares, can be allotted, issued and/or dealt with by the Board pursuant to the Issue Mandate to be granted by the Shareholders (which include the sale or transfer of treasury shares, if any). The Issue Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution;
- (b) the expiration of a 12-month period following the passing of the relevant resolution at the AGM; or
- (c) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

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Special resolution will be proposed at the AGM in relation to the granting of the Issue Mandate to the Directors to issue, allot and/or deal with additional Shares (which include the sale or transfer of treasury shares, if any), details of which are set out in special resolution numbered (9) of the notice of the AGM.

(10) Resolution on the Proposed General Mandate to Repurchase H Shares

The Company Law (to which the Company is subject to) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as rewards to the staff of the company; (d) the repurchase is made at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division of the company; (e) the repurchased shares are used for the corporate bonds convertible into shares of the listed company; or (f) the repurchase is necessary for maintaining the value of the listed company and the interests of its shareholders. The Articles of Association provides that subject to the approval of the relevant regulatory authorities and compliance with the Articles of Association, share repurchase may be effected by the Company for the purposes of reducing its share capital; merging with other companies holding the shares of the Company; using the shares as an employee stock ownership plan or equity incentive plan; at the request of its shareholders who disagree with shareholders' resolutions in connection with a merger or division of the Company; using the shares for conversion of convertible corporate bonds issued by the Company; maintaining the Company's value and protecting the shareholders' interests; or in circumstances permitted by law or administrative regulations.

The Listing Rules permit shareholders of a joint stock limited company duly incorporated in the PRC to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting.

As the H Shares are traded on the Stock Exchange in Hong Kong dollars, the amount payable by the Company upon any repurchase of its H Shares will, therefore, be paid in Hong Kong dollars.

In accordance with the requirements of Article 189 of the Articles of Association applicable to capital reduction, the Company is required to prepare a balance sheet and an inventory of assets upon the reduction of its registered capital. The Company will have to notify its creditors of the passing of such special resolution of the general meeting and the reduction of the registered capital of the Company that would occur should the Company decide to exercise the Repurchase Mandate. Such notification should be given in writing to the Company's creditors and be published by way of an announcement on the National Enterprise Credit Information Publicity System and/or other methods prescribed by relevant laws and regulations and Hong Kong Listing Rules within 10 days and 30 days after the passing of such special resolution of the general meeting, respectively. Creditors then have a period of up to 30 days after receipt of the Company's written notification or if no such notification has been received, up to 45 days after the publication of the announcement to require the Company to repay amounts due to them or to provide guarantees thereof. Where the Company reduces the registered capital, it shall reduce the capital contribution or shares held by shareholders in proportion to their shareholdings, unless the laws or the Articles of Association provide otherwise.

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In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the Repurchase Mandate. In accordance with the legal and regulatory requirements described above, the Directors have given notices to convene the AGM. At the AGM, a special resolution will be proposed to grant to the Directors the Repurchase Mandate, i.e. a conditional general mandate to repurchase H Shares up to a maximum of 10% of the total number of H Shares (excluding treasury shares, if any) in issue as at the date of passing such special resolution on the Stock Exchange.

The Repurchase Mandate will be conditional upon:

- (a) the passing of the special resolution approving the grant of the Repurchase Mandate at the AGM;
- (b) the obtaining of the approvals of the relevant regulatory authorities as required by the laws, rules and regulations of the PRC (if applicable); and
- (c) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure under Article 189 of the Articles of Association.

If the Company determines to repay any amount to any of its creditors in the circumstances described under condition (c) above, it expects to do so out of its internal generated fund. If the conditions are not fulfilled, the Repurchase Mandate will not be exercised by the Directors.

The Repurchase Mandate, if approved at the AGM, would expire on the earliest of:

- (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution; or
- (b) the expiration of a 12-month period following the passing of the relevant resolution at the AGM; or
- (c) the date on which the authority set out in the relevant resolutions approved at a general meeting is revoked or varied by special resolutions of the Shareholders in a general meeting.

The Directors wish to state that they have no immediate plan to repurchase any H Shares pursuant to the Repurchase Mandate.

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in Appendix 2 to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

A special resolution will be proposed at the AGM in relation to the grant of the Repurchase Mandate of H Shares to the Directors, details of which are set out in special resolution numbered (10) of the notice of the AGM.

(11) Resolution on the Proposed Amendments to the Articles of Association

On April 14, 2026, the Board resolved to propose certain amendments to its existing Articles of Association (the “**Proposed Amendments to the Articles of Association**”), to reflect recent changes to, and ensure compliance with, the latest PRC laws and regulations. Reference is made to the announcement of the Company dated April 14, 2026 in relation to the Proposed Amendments to the Articles of Association.

The Proposed Amendments to the Articles of Association shall only become effective upon approval of the Shareholders by way of a special resolution at the AGM.

For details of the Proposed Amendments to the Articles of Association, please refer to Appendix 3 to this circular.

3. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of H Shares of the Company will be closed from Wednesday, May 6, 2026 to Monday, May 11, 2026 both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents of H shares accompanied by the relevant shares certificates must be lodged with the Company’s H Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Tuesday, May 5, 2026.

4. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 25 to 30 of this circular is the notice of the AGM at which, inter alia, ordinary and special resolutions will be proposed to the Shareholders to consider and approve the resolutions ascribed in details in “– 2. Details of Resolutions” section in this letter.

5. FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yanzhiwu.com). Whether or not you intend to attend the AGM, you are requested to

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complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar 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 24 hours before the time appointed for holding the AGM (i.e. before 10 a.m. on Sunday, May 10, 2026) or any adjournment thereof (for the H Share Shareholders). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish. In such event, the form of proxy shall be deemed to be revoked.

6. VOTING BY POLL

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors after having made all reasonable inquiries, no Shareholder will be required to abstain from voting at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a 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. Accordingly, the resolutions set out in the notice of AGM will be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

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

7. RECOMMENDATION

The Board considers that each of the matters to be put to the Shareholders for voting at the AGM are in the interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of all the resolutions at the AGM as set forth in the notice of the AGM.

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 purposes 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.

9. ADDITIONAL INFORMATION

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

By Order of the Board

XIAMEN YAN PALACE BIRD'S NEST INDUSTRY CO., LTD.

(廈門燕之屋燕窩產業股份有限公司)

(THE "COMPANY")

**REPORT OF INDEPENDENT
NON-EXECUTIVE DIRECTORS FOR 2025**

We, as independent non-executive directors of the Company (the "Independent Non-Executive Directors"), leveraged on our independent status and professional expertise and honestly, diligently, responsibly and faithfully performed the duties of Independent Non-Executive Directors with our sense of responsibility towards all the shareholders of the Company (the "Shareholders") in compliance with the Company Law, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and other relevant rules as well as the provisions and requirements of the articles of association of the Company (the "Articles of Association"). We have actively attended the relevant meetings, expressed our independent opinions in an objective, fair and impartial manner on significant matters of the Company, played an important role as Independent Non-Executive Directors and safeguarded the legitimate rights and interests of the Shareholders taken as a whole, especially the minority Shareholders. The duty performance for the year ended December 31, 2025 is set out as follows:

I. BASIC INFORMATION

(1) Biographical details of the Independent Non-Executive Directors

The biographical details of the Independent Non-Executive Directors are consistent with those set out in the "Directors, Supervisors and Senior Management" in the 2025 annual report of the Company (the "2025 Annual Report"). For details, please refer to relevant contents in the 2025 annual report of the Company published on websites of The Stock Exchange of Hong Kong Limited and the Company on April 17, 2026.

(2) Statement on whether the independence was affected

We are qualified as Independent Non-Executive Directors. As Independent Non-Executive Directors, we did not hold any position in the Company other than as Independent Non-Executive Directors, nor did we hold any position in the substantial shareholders of the Company. There was no relationship between us and the Company and its substantial shareholders that might have impact on our independent and objective judgments.

II. OVERVIEW OF THE PERFORMANCE OF DUTIES FOR 2025

Since our appointment as Independent Non-Executive Directors, we performed our duties as Independent Non-Executive Directors and safeguarded the interests of the Company and its Shareholders, especially minority Shareholders, with the principle of being independent and objective and with diligent and responsible attitude.

(1) Attendance at meetings for the year ended December 31, 2025

Attendance at meetings for the year ended December 31, 2025 is consistent with those set out in the “Corporate Governance Report” in the 2025 Annual Report.

(2) Expression of independent opinions

The Independent Non-Executive Directors have reviewed the continuing connected transactions mentioned in the section “Continuing Connected Transactions” in the 2025 Annual Report pursuant to Rule 14A.55 of the Listing Rules and confirmed that the aforesaid continuing connected transactions:

- (i) were entered into in the ordinary and usual course of business of the Group;
- (ii) were on normal commercial terms or better to the Group; and
- (iii) were in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

(3) On-site inspection and the Company’s supports for the work of the Independent Non-Executive Directors

The Company provided us with the following necessary supports to perform our duties according to the Company Law of the People’s Republic of China, the Listing Rules and other relevant rules as well as the provisions and requirements of the articles of association of the Company:

- (i) The management of the Company provided us with updates on, among others, the operation, management and financial information of the Company from time to time;
- (ii) When we attended the meetings, the Company was able to provide relevant materials and information in a timely manner and answered the relevant questions raised at the meetings, thus protecting the information rights of the Independent Non-Executive Directors;
- (iii) Prior to giving our independent opinions, the Company was able to provide the intermediaries’ professional opinions (if applicable) on related matters as well as special instructions and other materials (if applicable) issued by the responsible department of the Company as we requested, thus providing the corresponding reference for our independent opinions;
- (iv) The Company delivered us the information of general meetings, meetings of the board of directors of the Company (the “Board”) and meetings of special committees in a timely manner for our review;

- (v) The Company promptly notified us of significant events and material information via telephone, emails, WeChat and other various manners, which enabled us to keep abreast of the Company's condition and provided us with important reference for our decision-making.

(4) Information on proposing the convening of Board meetings and appointment or removal of auditors, and independently appointing external auditors and advisors

In 2025, we, as Independent Non-Executive Directors, did not propose the convening of any Board meetings or appointment or removal of auditors, nor did we, as Independent Non-Executive Directors, independently appoint any external auditors or advisors.

(5) Other work conducted to protect the legitimate rights and interests of the minority Shareholders

During the term of office in 2025, as Independent Non-Executive Directors, we could be in compliance with the relevant provisions of laws, regulations and the articles of association of the Company, attended the Board meetings and meetings of the special committees of the Company, conscientiously reviewed and verified all relevant matters considered by the Board, made use of our professional expertise and experience to provide independent, objective and reasonable opinions and recommendations on the operation, management, finance and relevant matters of the Company, performed the function of independence of Independent Non-Executive Directors, and effectively safeguarded the legitimate rights and interests of all

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 special resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 465,500,000 H Shares with a nominal value of RMB0.20 each, and there were 3,806,800 Shares which are held as treasury shares.

2. REASONS FOR REPURCHASE OF H SHARES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to seek a mandate from the Shareholders to enable the Company to repurchase H Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders taken as a whole.

3. EXERCISE OF THE REPURCHASE MANDATE

In accordance with the requirements of PRC applicable laws or administrative regulations, and subject to the approval of relevant authority, the Company is entitled by its Articles of Association to purchase its H Shares. The Company may not repurchase H Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Based on the financial position disclosed in the recently published audited accounts for the year ended December 31, 2025, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. The number of H 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 regarded to the circumstances then prevailing and in the best interests of the Company.

5. STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall be held as treasury shares or cancelled. The Company may cancel any H Shares it repurchased and/or hold them as treasury shares subject to market conditions and its capital management needs at the relevant time of the repurchases as well as applicable laws and regulations. Should the H Shares repurchased by the Company be cancelled, all the relevant share certificates shall be cancelled and destroyed and the Company will ensure that the documents of title of the repurchased H Shares are cancelled and destroyed as soon as practicable following settlement of any such repurchase. Should the H Shares repurchased by the Company be held as treasury shares, the listing of all H Shares which are held as treasury shares shall be retained, and the Company will ensure that the treasury shares are appropriately identified, segregated and retained in accordance with applicable laws and regulations.

6. MARKET PRICES OF H SHARES

The highest and lowest prices per H Share at which H Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	6.850	5.000
May	8.400	4.850
June	6.500	6.120
July	8.780	5.990
August	8.500	7.000
September	8.190	6.400
October	8.480	7.380
November	7.840	6.880
December	6.980	5.000

Month	Highest HK\$	Lowest HK\$
2026		
January	6.790	5.400
February	6.830	6.110
March	6.250	5.300
April (<i>e L a e P r a c c a b e D a e</i>)	5.740	5.020

7. GENERAL INFORMATION

The Directors consider that there would not be a material adverse impact on the working capital or on the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended December 31, 2025). The Directors do not propose 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 of the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Board at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors will exercise the powers of the Company to make repurchase.8.8(ounnsider)-377.2(tng)TJ-

As at the Latest Practicable Date, our Controlling Shareholders are entitled to exercise approximately 38.56% of the voting rights of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, our Controlling Shareholders would be entitled to exercise approximately 42.84% of the voting rights of the Company.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code and/or result in the aggregate number of H Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange. The Directors are not aware of any other consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any purchases to be made under the Repurchase Mandate. 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 H shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved and the conditions (if any) to which the Repurchase Mandate are fulfilled.

9. SHARE REPURCHASE MADE BY THE COMPANY

During the previous six months prior to the Latest Practicable Date, the Company has repurchased its Shares on the Stock Exchange as follows:

Date of Repurchase	No. of Shares Repurchased	Price Per Share		Aggregate consideration paid
		Highest HK\$	Lowest HK\$	
October 14, 2025	100,000	8.01	8	800,500
October 16, 2025	190,000	8.08	8	1,532,088
October 21, 2025	100,000	8.06	7.93	804,888
October 22, 2025	90,000	8.09	7.85	727,380
October 23, 2025	100,000	8.1	8.1	810,000
October 27, 2025	100,000	8.15	8.15	815,000
October 28, 2025	160,000	8.13	8.08	1,297,752
October 30, 2025	300,000	8.01	7.98	2,401,840
October 31, 2025	220,000	8	7.95	1,755,916
November 12, 2025	400,000	7.38	7.29	2,951,128
November 25, 2025	200,000	7.15	7.15	1,430,000
December 2, 2025	200,000	6.98	6.98	1,396,000
December 5, 2025	200,000	6.95	6.95	1,390,000
December 12, 2025	200,000	6.95	6.95	1,390,000
January 15, 2026	150,000	6.28	6.06	927,328
	<u>2,710,000</u>			<u>20,429,820</u>

The Company proposed to amend the Articles of Association, details of which are set out as follows:

No.	Current Provision	Proposed Amended Provision
1	<p>Article 14 The scope of business of the Company: general items: technical services, technical development, technical consulting, technical exchange, technology transfer, technology promotion; science and technology promotion and application services; technology promotion services; research and experimental development of natural science; research and experimental development of agricultural science; engineering and technological research and experimental development (excluding the development and application of human stem cells, gene diagnosis and therapy technologies, and China's rare and precious improved varieties); food sales (limited to pre-packaged food, excluding alcohol); sales of health preservation food (pre-packaged); import and export of goods; import and export agency; import and export of technology; general goods warehousing services (excluding hazardous chemicals and other items requiring licensing or approval); domestic trade agency; food import and export; cosmetics wholesale; cosmetics retail; sales of arts and crafts and ceremonial items (excluding ivory and ivory products); sales of gold and silver products; sales of daily-use ceramic products; sales of daily-use sundries; sales of household appliances; Internet sales (excluding goods which require licensing); wholesale of edible agricultural products; retail of edible agricultural products; packaging services; vessel leasing; conference and</p>	<p>Article 14 The scope of business of the Company: general items: technical services, technical development, technical consulting, technical exchange, technology transfer, technology promotion; science and technology promotion and application services; technology promotion services; research and experimental development of natural science; research and experimental development of agricultural science; engineering and technological research and experimental development (excluding the development and application of human stem cells, gene diagnosis and therapy technologies, and China's rare and precious improved varieties); food sales (limited to pre-packaged food, excluding alcohol); sales of health preservation food (pre-packaged); import and export of goods; import and export agency; import and export of technology; general goods warehousing services (excluding hazardous chemicals and other items requiring licensing or approval); domestic trade agency; food import and export; cosmetics wholesale; cosmetics retail; sales of arts and crafts and ceremonial items (excluding ivory and ivory products); sales of gold and silver products; sales of daily-use ceramic products; sales of daily-use sundries; sales of household appliances; Internet sales (excluding goods which require licensing); wholesale of edible agricultural products; retail of edible agricultural products; packaging services; vessel leasing; conference and</p>

No.	Current Provision	Proposed Amended Provision
	<p>exhibition services; rental of leisure and entertainment equipment; rental of cultural supplies equipment; non-residential real estate leasing; video production services; cultural and entertainment agency services; organization of cultural and artistic exchange activities; professional design services; graphic design; software development; advertising production; advertising placement; advertising design and agency; project planning and public relations services; marketing planning; information consulting services (excluding licensed information consulting services); business training (excluding educational training, vocational skills training, and other training which requires permits); corporate headquarters management; brand management; enterprise management; catering management; supply chain management services; data processing services; investment activities using own funds; enterprise management consulting; health consultation services (excluding medical diagnosis and treatment services); wellness and health preservation services (non-medical); leasing services (excluding licensed leasing services); tourism development project planning and consulting; sales of machinery and equipment. (Except for the items subject to approval by laws, business activities shall be conducted independently in accordance with the business license.) Licensed items: Food sales. (Items subject to approval by law may only be conducted after obtaining approval from relevant authorities. Specific business activities shall be subject to the approval documents or licenses issued by relevant authorities.)</p>	<p>exhibition services (organizing exhibition abroad shall be subject to approval by relevant authorities); rental of leisure and entertainment equipment; rental of cultural supplies equipment; non-residential real estate leasing; video production services; cultural and entertainment agency services; organization of cultural and artistic exchange activities; professional design services; graphic design; software development; advertising production; advertising placement; advertising design and agency; project planning and public relations services; marketing planning; information consulting services (excluding licensed information consulting services); business training (excluding educational training, vocational skills training, and other training which requires permits); corporate headquarters management; brand management; enterprise management; catering management; supply chain management services; data processing services; investment activities using own funds; enterprise management consulting; health consultation services (excluding medical diagnosis and treatment services); wellness and health preservation services (non-medical); leasing services (excluding licensed leasing services); tourism development project planning and consulting; sales of machinery and equipment; Food business management. (Except for the items subject to approval by laws, business activities shall be conducted independently in accordance with the business license.) Licensed items: Food sales; Food business management. (Items subject to approval by law may only be conducted after obtaining approval from relevant authorities. Specific business activities shall be subject to the approval documents or licenses issued by relevant authorities.)</p>

H K E c a e a d C e a r L ed a d T e S c E c a e f H K
L ed a e re b f e c e f ce, a e re re e a a
acc rac c e e e a d e re d c a a ab a e e f a
e e a r f r e a c e e e a a r f e c e f ce.



燕之屋
YAN PALACE

SPECIAL RESOLUTIONS

By way of special resolutions, to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

8. the resolution on the proposed bank credit limit and related authorization
9. the resolution on the proposed granting of general mandate to issue additional Shares and sale or transfer of treasury shares
 - (a) the Board be and is hereby granted an unconditional general mandate to separately or concurrently issue, allot and deal with additional Shares (which includes the sale or transfer of treasury shares, if any) in the share capital of the Company and to make any proposals, enter into any agreement or grant any conversion rights in respect thereof, subject to the following terms:

NOTICE OF ANNUAL GENERAL MEETING

(b) for the purpose of this resolution:

“**treasury shares**” has the meaning ascribed thereto under the Listing Rules;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of the three periods below:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of a 12-month period following the passing of this resolution; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Shareholders of the Company in a general meeting.

(c) contingent on the Board’s resolving to issue Shares (which includes the sale or transfer of treasury shares, if any) pursuant to paragraph (a) of this resolution, the Board or its authorized person be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the issue of such new Shares (which includes the sale or transfer of treasury shares, if any), including, but not limited to, determining the time and place of issue (which includes the sale or transfer of treasury shares, if any), making all necessary applications to the relevant authorities and entering into an underwriting agreement (or any other agreement), to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities, and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the Shares of the Company (which includes the sale or transfer of treasury shares, if any) pursuant to the resolution under paragraph (a) of this resolution.

10. the resolution on the proposed general mandate to repurchase H Shares

(a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares in issue of the Company on the Stock Exchange during the Relevant Period (as defined in paragraph 9(b) above), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the PRC, the Stock Exchange or any other governmental or regulatory bodies.

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of H Shares of the Company authorized to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the H Shares in issue (excluding treasury shares, if any) of the Company as at the date of the passing of this resolution.

- (c) the approval in paragraph (a) above shall be conditional upon:
 - a. the passing of a special resolution at the AGM of the Company to be held on May 11, 2026;
 - b. the approval of the relevant PRC regulatory authorities as may be required by laws, rules and regulations of the PRC being obtained by the Company (if applicable); and
 - c. the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 189 of the Articles of Association of the Company.

- (d) subject to approval of all relevant PRC regulatory authorities for the repurchase of such H Shares being granted (if applicable), and contingent on the Board's resolving to repurchase H Shares pursuant to paragraph (a) of this resolution, the Board or its authorized person be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider relevant in connection with the repurchase, including but not limited:
 - (a) formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased H Shares, and determine the time and duration of repurchase, etc.;
 - (b) notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (c) open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (d) carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the H Shares are listed;

N e :

1. Unless the context requires otherwise, the terms used in this notice of AGM shall have the meaning same as those used in the Circular.
2. For determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, May 6, 2026 to Monday, May 11, 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM,