THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Hunlicar Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

亨利加集團有限公司
HUNLICAR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3638)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF COMPANY'S AUDITORS,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Thursday, 24 September 2026 at 22/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong at 11:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://3638hk.com). Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying proxy form 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 in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The return of the proxy form will not preclude you from attending and voting in person in the AGM or any adjourned meeting if you so wish.

31 July 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 22/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Thursday, 24 September 2026 at 11:00 a.m., or any adjournment thereof, to consider and to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular
"Articles of Association"	the existing second amended and restated articles of association of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Companies Act"	the Companies Act (2023 Revision) of the Cayman Islands and any amendments or other statutory modifications thereof
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time
"Company"	Hunlicar Group Limited, a company duly incorporated in the Cayman Islands with limited liability, whose Shares are listed and traded on the Main Board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"core connected persons"	has the meaning ascribed to it under the Listing Rules
"Corporate Governance Committee"	corporate governance committee of the Board
"Director(s)"	the director(s) of the Company

"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares or resell Shares (if permitted under the Listing Rules) in the manner as set out in the notice of the AGM and up to a maximum of 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing the relevant resolution at the AGM
"Latest Practicable Date"	23 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"Memorandum of Association"	the existing second amended and restated memorandum of association of the Company
"Nomination Committee"	the nomination committee of the Board
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares (excluding the treasury shares) as at the date of passing the relevant resolution at the AGM and in the manner as set out in the notice of the AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
"Share(s)"	ordinary shares of HK$0.1 each in the capital of the Company

"Shareholder(s)"	the registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company and "subsidiaries" shall be construed accordingly
"substantial shareholder"	has the same meaning ascribed to such term in the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
"treasury shares"	shares repurchased and held by the Company in treasury as authorized by the Companies Act which, for the purposes of the Amended and Restated Memorandum and Articles of Association, include shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
"%"	per cent

亨利加集團有限公司
HUNLICAR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3638)

Executive Directors:
Mr Cheung Lit Wan Kenneth *(Chairman)*
Mr Chan Wing Sum
Ms Luo Ying

Independent Non-executive Directors:
Mr Loo Hong Shing Vincent
Mr Leung Wai Kwan
Mr Lee Ka Leung Daniel

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1–1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
22/F, Sun Hung Kai Centre
30 Harbour Road
Wan Chai, Hong Kong

31 July 2026

To Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF COMPANY'S AUDITORS,
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to: (i) the grant of the Issue Mandate and the Repurchase Mandate to the Directors; (ii) the retirement and re-election of Directors; (iii) the re-appointment of the Company's auditors; and (iv) the notice of the AGM.

This circular contains the explanatory statement in compliance with the Listing Rules and gives all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolutions.

2. PROPOSED GRANT OF ISSUE AND REPURCHASE MANDATES

The current general mandates previously granted to the Directors to repurchase and issue Shares by the Shareholders at the annual general meeting of the Company held on 25 September 2025 will expire at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

(a) the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares or resell treasury shares (if permitted under the Listing Rules) of not exceeding 20% of the total number of the issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5(A) of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular;

(b) the granting of the Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the total number of the issued Shares (excluding treasury shares) as at the date of passing of the proposed ordinary resolution contained in item 5(B) of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular; and

(c) the extension of the Issue Mandate by adding the total number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, there were in issue an aggregate of 76,948,775 Shares and the Company does not hold any treasury shares. Subject to the passing of the proposed resolutions for the grant of the Issue Mandate and the Repurchase Mandate, and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM and the Company does not have treasury shares, the Directors will be authorized to allot and issue upon exercise of the Issue Mandate in full up to 15,389,755 Shares and to repurchase upon exercise of the Repurchase Mandate in full up to 7,694,877 Shares respectively, and to the extent the Repurchase Mandate is exercised, plus the amount of Shares representing the total number of the issued share capital of the Company repurchased by the Company under the Repurchase Mandate.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate. An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr Cheung Lit Wan Kenneth, Mr Chan Wing Sum, and Ms Luo Ying as executive Directors; and Mr Loo Hong Shing Vincent, Mr Leung Wai Kwan, and Mr Lee Ka Leung Daniel as independent non-executive Directors.

Article 16.2 of the Articles of Association provides that any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

Article 16.18 of the Articles of Association provides that at each annual general meeting of the Company, one-third of the Directors (or, if their number is not three or a multiple of three, then the number nearest to, but not less than one-third) for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Any Directors appointed pursuant to Articles 16.2 and 16.3 of the Articles of Association shall not be taken into account in determining which Directors are to retire by rotation.

In accordance with Article 16.18 of the Articles of Association, Mr Cheung Lit Wan Kenneth and Mr Chan Wing Sum shall retire from office by rotation and shall be eligible to offer themselves for re-election at the Annual General Meeting.

The Nomination Committee considered and assessed the suitability of the above Directors for re-election in accordance with the director nomination policy of the Company. The assessment encompassed their time commitment and contribution to the Board as well as their ability to effectively discharge their responsibilities. The Nomination Committee also took into account the structure, size and composition (including skills, knowledge, experience and diversity profile) of the Board as set out in the board diversity policy of the Company. The Nomination Committee is of the view that the above Directors are able to continue to fulfill their roles as required and are appropriate to stand for re-election and their re-appointment would enhance the diversity of the Board.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the diverse and invaluable knowledge, skills set and experience of each of Mr Cheung Lit Wan Kenneth and Mr Chan Wing Sum in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and its Shareholders as a whole. The above Directors abstained from the discussion and voting at the Board meeting regarding their respective nominations.

Biographical details of the above named Directors who are proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

Procedure and Process for Nomination of Directors

According to the board diversity policy adopted by the Company and the code provision B.3.4 as set out in Part 2 of Appendix C1 to the Listing Rules, the Nomination Committee shall identify, assess, select and nominate suitable director candidates to the Board for it to consider for appointment.

In the determination of the suitability of a candidate, the Nomination Committee shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence, age, culture, ethnicity and gender diversity. The Nomination Committee shall consider the following selection criteria and such other factors that it may consider appropriate for a position on the Board:

(i) Attributes complementary to the Board: the candidate should possess attributes that complement and expand the skill set, experience and expertise of the Board as a whole, having regard to the current structure, size, diversity profile and skills matrix of the Board and the needs of the Board;

(ii) Business experience & board expertise and skills: the candidate should have the ability to exercise sound business judgment and also possess proven achievement and experience in directorship including effective oversight of and guidance to management;

(iii) Commitment: the candidate should have sufficient time for the proper discharge of the duties of a director, including devoting adequate time for the preparation and participation in meetings, training and other Board or Company associated activities;

(iv) Motivation: the candidate should be self-motivated and have a strong interest in the Company's businesses;

(v) Integrity: the candidate should be a person of integrity, honesty, good repute and high professional standing; and

(vi) Independence: independent non-executive director candidates must satisfy the independence requirements under the Listing Rules. Such candidate shall be independent in character and judgement and be able to represent and act in the best interests of all shareholders of the Company.

If the Nomination Committee determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

Upon compilation and interview of the list of potential candidates, the Nomination Committee will shortlist candidates and make a recommendation based on the selection criteria and such other factors that it considers appropriate for consideration by the Board. The Board has the final authority on determining a suitable director candidate for appointment.

4. RE-APPOINTMENT OF COMPANY'S AUDITORS

Baker Tilly Hong Kong Limited will retire as auditors of the Group upon expiration of its current term of office at the close of the forthcoming AGM to be held on 24 September 2026.

On 24 September 2026, the Board will propose to resolve the re-appointment of Baker Tilly Hong Kong Limited as the auditors of the Group and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting, which contains, resolutions to approve, inter alia, the grant of the Issue Mandate and the Repurchase Mandate to the Directors, the retirement and re-election of Directors and the re-appointment of the Company's auditors, is set out on pages 19 to 23 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll save that the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish.

The register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (both days inclusive), for the purpose of determining entitlement of the Shareholders to vote at the AGM. During this period, no share transfer will be registered. In order to qualify for attending and voting at the AGM, all completed share transfer forms, accompanied by the relevant 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 Friday, 18 September 2026.

6. 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.

7. RECOMMENDATION

The Directors consider that the proposed resolutions for approval of the grant of the Issue Mandate and the Repurchase Mandate to the Directors, the retirement and re-election of Directors, and the re-appointment of the Company's auditors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
By order of the Board
Hunlicar Group Limited
Cheung Lit Wan Kenneth
Chairman & Executive Director

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

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

1. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset per Share and/or earnings per Share and will only be made if the Directors believe such repurchase will benefit the Company and the Shareholders.

On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the articles of association of the Company that is in effect, and the applicable laws of the Cayman Islands. Share repurchase will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 76,948,775 Shares in issue.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting and the Company does not have treasury shares, the Company would be allowed to repurchase a maximum of 7,694,877 Shares upon exercise of the Repurchase Mandate in full.

The Repurchase Mandate, unless revoked or varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company.

3. FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the articles of association of the Company that is in effect, the Listing Rules and the Companies Act. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Act. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Act.

There might be material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, 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 Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorized to make repurchases of Shares.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the articles of association of the Company that is in force and any applicable laws of the Cayman Islands.

The Directors consider that neither this explanatory statement nor the proposed share repurchase has any unusual features.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

5. MARKET PRICES OF SHARES

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

	Price per Share	
Month	**Highest**	**Lowest**
	(HK$)	*(HK$)*
2025		
July	17.50	9.19
August	18.30	16.30
September	18.00	13.78
October	15.20	13.71
November	14.20	12.64
December	14.00	13.50
2026		
January	13.90	13.08
February	13.00	12.55
March	12.01	8.80
April	9.20	8.00
May	8.95	8.15
June	8.23	7.90
July (up to the Latest Practicable Date)	8.10	7.50

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the articles of association of the Company that is in force and the applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a share repurchase by the Company pursuant to the 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 purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register required to be kept by the Company under Section 336 of the SFO, and to the best of the knowledge and belief of the Directors having made all reasonable enquiries, 38,834,000 Shares are directly held by Talent Virtue International Limited, a company wholly-owned by Mr Cheung Lit Wan Kenneth. Mr Cheung also holds 4,531,000 Shares in the Company. Thus, Mr Cheung is deemed to be interested in 43,365,000 Shares, representing 56.36% of the total number of issued Shares as at the Latest Practicable Date.

Assuming that there would not be any change in the issued share capital of the Company prior to the repurchase of Shares and that Mr Cheung Lit Wan Kenneth would not dispose of his Shares nor acquire additional Shares prior to any repurchase of Shares, if the Repurchase Mandate were exercised in full, the aggregate percentage shareholding of Mr Cheung in the Company would increase to approximately 62.62% of the total number of issued Share (excluding treasury shares). On the basis of the shareholding interests of Mr Cheung, Mr Cheung will not be obligated to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

The Directors will be cautious in exercising the Repurchase Mandate. In any event, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares being held by the public falling below the prescribed minimum percentage of 25% in the Listing Rules (excluding treasury shares).

Save as the aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

8. SHARE REPURCHASES MADE BY THE COMPANY

During the last six months immediately preceding the Latest Practicable Date. 536,000 Shares of the Company were repurchased by the Company on the Stock Exchange.

Stated below are the biographical details of the following Directors who will be retire and be eligible for re-election at the Annual General Meeting according to the Articles of Association of the Company:

(A) MR CHEUNG LIT WAN KENNETH

Mr Cheung Lit Wan Kenneth ("**Mr Cheung**"), aged 59, has served as the Chairman and Executive Director of the Company since 2 July 2024. He serves as a director of multiple subsidiaries of the Company. He also serves as the chairman of the Executive Committee and a member of the Corporate Governance Committee.

Mr Cheung has over 30 years of management experience in investment in securities, wealth management, asset management and financial products. From December 2016 to January 2019, he served as an executive Director of Glory Sun Financial Holdings Limited, a subsidiary of Renze Harvest International Limited (stock code: 1282) ("**Renze Harvest**") principally engaged in the provision of financial services, including securities brokerage services, advisory services, asset management services, wealth management services and money lending services. From October 1998 to January 2019, he served as an executive director and chief executive officer of Glory Sun Securities Limited, a company principally engaged in the provision of securities brokerage services.

Save as disclosed above, Mr Cheung did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, save as disclosed above, he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Further, as at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Pursuant to a service agreement signed by the Company and Mr Cheung, Mr Cheung is not appointed for a specific term and can be terminated by giving three months' prior written notice or in certain circumstances in accordance with the terms of the service agreement. He is entitled to a fixed remuneration of HK$2,160,000 per annum and bonus payable at the discretion of the Board, determined with reference to the prevailing market conditions and her effort and expertise. Mr Cheung's remuneration and other benefits are subject to review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the re-election of Mr Cheung that needs to be brought to the attention of the Shareholders, and he confirmed that there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(B) MR CHAN WING SUM

Mr Chan Wing Sum ("**Mr Chan**"), aged 46, has served as an Executive Director and the Chief Executive Officer of the Company since 24 August 2023. He serves as a director of multiple subsidiaries of the Company. He also serves as a member of the Executive Committee.

Mr Chan holds a degree of the Doctor of Business Administration from the Atlanta College of Liberal Arts and Sciences in the United States and dual master's degrees, including a Master's Degree in Corporate Governance (with Distinction and was awarded Dean's List) from Saint Francis University (formerly known as Caritas Institute of Higher Education) in Hong Kong, a Master's Degree in Business Administration from the University of Wales in the United Kingdom, and a Postgraduate Diploma in Marketing from the Edinburgh Napier University. He is a Graduate Member (GradCG) of the Chartered Governance Institute and a Certified Management Accountant (CMA) accredited by the Australian Institute of Certified Management Accountants.

Mr Chan has engaged in asset management and financial services in mainland China, Hong Kong and Singapore for nearly 20 years. He has served in senior management positions in several listed companies.

From April 2022 to August 2023, he served as a director and the chief executive officer of Mouette Securities Company Limited, a company principally engaged in the provision of securities brokerage services, advisory services and asset management.

From August 2021 to March 2022, he served as the chief investment officer of Capital Realm Financial Holdings Group Limited (stock code: 204).

From June 2020 to July 2021, he served as the chief executive officer and chief investment officer of Apollo Capital Management Limited, a company principally engaged in the asset management business.

From September 2019 to May 2020, he served as the chief investment officer and executive director of China Hong Kong Link Asset Management Limited, a wholly-owned subsidiary of Long Well International Holdings Limited (Stock code: 850 (delisted).

From May 2014 to October 2019, he served as the chief investment officer and an executive director of Glory Sun Asset Management Limited, a subsidiary of Renze Harvest principally engaged in the asset management business.

Save as disclosed above, Mr Chan did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, save as disclosed above, he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Further, as at the Latest Practicable Date, he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Pursuant to a service agreement signed by the Company and Mr Chan, Mr Chan is not appointed for a specific term and can be terminated by giving three months' prior written notice or in certain circumstances in accordance with the terms of the service agreement. He is entitled to a fixed remuneration of HK$1,080,000 per annum and bonus payable at the discretion of the Board, determined with reference to the prevailing market conditions and her effort and expertise. Mr Chan's remuneration and other benefits are subject to review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the re-election of Mr Chan that needs to be brought to the attention of the shareholders, and he confirmed that there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

亨利加集團有限公司
HUNLICAR GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3638)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Hunlicar Group Limited (the "**Company**") will be held at 22/F, Sun Hung Kai Centre, 30 Harbour Road, Wan Chai, Hong Kong on Thursday, 24 September 2026 at 11:00 a.m. for the following purposes:–

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 March 2026.

2. To re-elect:

   (a) Mr Cheung Lit Wan Kenneth as an executive director of the Company; and

   (b) Mr Chan Wing Sum as an executive director of the Company.

3. To authorize the board (the "**Board**") of directors (the "**Directors**") of the Company to fix the remuneration of the Directors.

4. To re-appoint Baker Tilly Hong Kong Limited as the Company's auditors and to authorize the Board to fix their remuneration.

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

5. (A) "**THAT**:

   (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the "**Shares**"), and to make or grant offers, agreements, options, warrants and other securities which would or might require the exercise of such powers or to resell treasury shares (if permitted by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")), be generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options, warrants and other securities which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) or treasury shares to be resold (if permitted under the Listing Rules) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate number of Shares in issue (excluding treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly;

(d) for the purpose 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 articles of association of the Company or any applicable law to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(e) "**Rights Issue**" means an offer of shares for subscription open for a fixed period by the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusion 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, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside Hong Kong)."

(B) "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange, be and is hereby generally and unconditionally approved and authorized;

(b) the aggregate number of Shares to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue (excluding treasury shares) as at the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purpose 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 articles of association of the Company or any applicable law to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT**:

conditional upon Resolutions 5(A) and 5(B) being passed, the aggregate number of Shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 5(B) shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 5(A) above."

On behalf of the Board
Hunlicar Group Limited
Cheung Lit Wan Kenneth
Chairman & Executive Director

Hong Kong, 31 July 2026

As at the date of this notice, the executive Directors are Mr Cheung Lit Wan Kenneth, Mr Chan Wing Sum, and Ms Luo Ying and the independent non-executive Directors are Mr Loo Hong Shing Vincent, Mr Leung Wai Kwan, and Mr Lee Ka Leung Daniel.

Notes:

(1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company but must attend the meeting to represent the member.

(2) In order to be valid, the form of proxy must be deposited 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 together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting.

(3) In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.

(4) The register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (both days inclusive), for the purpose of determining entitlement of the Company's shareholders to vote at the meeting. During this period, no share transfer will be registered. In order to qualify for attending and voting at the meeting, all completed share transfer forms, accompanied by the relevant 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 Friday, 18 September 2026.

(5) If Typhoon Signal No. 8 or above, "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting of the Company, the Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (https://3638hk.com) to notify members of any updates.