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Baiying Holdings Group Limited
百應控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8525)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Baiying Holdings Group Limited (the "**Company**") will be held at Company's headquarters and principal place of business in the PRC, Unit 2, 18/F, No. 77 Tai Nan Road, Siming District, Xiamen City, Fujian Province, the PRC at 10:00 a.m. on Wednesday, 24 June 2026 for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries, the reports of the directors (the "**Director(s)**") and the auditor of the Company for the year ended 31 December 2025;

2. (a) To re-elect the following Directors:

   (i) To re-elect Mr. Zhou Shiyuan as an executive Director.

   (ii) To re-elect Mr. Ke Jinding as a non-executive Director.

   (iii) To re-elect Mr. Tu Liandong as an independent non-executive Director.

   (b) To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

3. To re-appoint Moore CPA Limited as the auditor of the Company and authorise the Board to fix the auditor's remuneration.

4. To consider and, if thought fit, pass the followings resolutions (with or without amendments) as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to Directors to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Share(s)**") (including sale or transfer of any treasury shares) and to make or grant offers, agreements, options or warrants or other securities which would or might require the exercise of such powers;

(b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements, options, warrants and other securities which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the purpose of granting or issuing Shares or rights to acquire Shares to the Directors, employees, officers, agents, consultants or representatives of the Company and/or any of its subsidiaries; or (iii) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time (the "**Articles of Association**"); or (iv) the exercise of any rights of subscription or conversion attaching to any existing warrants or other existing securities which are convertible into Shares from time to time; or (v) a specific authority granted by the shareholders of the Company (the "**Shareholder(s)**") in general meeting, shall not exceed 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution and the said mandate shall be limited accordingly; and

(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 date by which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or

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

"**Rights Issue**" means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors, to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such (or, where appropriate, such other securities), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of or any recognised regulatory body or any stock exchange in, any territory outside Hong Kong."

5. To consider and, if thought fit, to pass (with or without amendments) the following resolution as an ordinary resolution:

"**THAT**:

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to repurchase or otherwise acquire Shares in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, provided that the total number of Shares so repurchased or otherwise acquired shall not exceed 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution;

(b) 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 date by which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or

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

6. To consider and, if thought fit, to pass (with or without amendments) the following resolution as an ordinary resolution:

"**THAT**:

conditional upon the passing of the resolutions set out in paragraphs 4 and 5 of the notice of the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares (including sale or transfer of any treasury shares) pursuant to the resolution set out in paragraph 4 of this notice of the AGM be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 5 of this notice of the AGM, provided that such number of Shares shall not exceed 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing this resolution."

By Order of the Board
Baiying Holdings Group Limited
Zhou Shiyuan
Chairman and Executive Director

Fujian Province, the PRC, 17 April 2026

Notes:

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association of the Company, vote in his stead. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

2. Where there are joint registered holders of any Share, any one of such joint holders may attend and vote at the AGM (or any adjournment thereof), either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM (or any adjournment thereof), whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. A form of proxy for use at the AGM (or at any adjournment thereof) is despatched together with this notice of AGM. In order to be valid, the form of proxy, duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy thereof must be delivered to the Hong Kong Branch Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later not less than 48 hours before the time appointed for holding of AGM (i.e. not later than 10:00 a.m. on Monday, 22 June 2026) or any adjournment thereof (as the case may be).

4. 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 (as the case may be) if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

5. In order to qualify for attending and voting at the AGM, the register of members of the Company will be closed from Thursday, 18 June 2026 to Wednesday, 24 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates should 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 no later than 4:30 p.m. on Wednesday, 17 June 2026. All holders of shares of the Company whose names appear on the register of members of the Company on Wednesday, 24 June 2026 will be entitled to attend, speak and vote at the AGM.

6. In case the AGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, please refer to the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.byleasing.com for announcement on bad weather arrangement for the AGM.

7. A form of proxy for use by Shareholders at the AGM is enclosed in this circular.

As at the date of this notice, the Directors are:

Executive Directors
Mr. Zhou Shiyuan *(Chairman)*
Mr. Huang Dake
Ms. Lin Zhenyan

Non-executive Director
Mr. Ke Jinding

Independent Non-executive Directors
Mr. Li Yao
Mr. Tu Liandong
Mr. Xie Mianbi

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

Principal Place of Business in Hong Kong
31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Headquarters and Principal Place of Business in the PRC
Unit 2, 18/F
No. 77 Tai Nan Road
Siming District, Xiamen City
Fujian Province
the PRC

As of the date of this notice, the executive Directors are Mr. Zhou Shiyuan, Mr. Huang Dake and Ms. Lin Zhenyan; the non-executive Director is Mr. Ke Jinding; and the independent non-executive Directors are Mr. Li Yao, Mr. Xie Mianbi and Mr. Tu Liandong.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company's website at www.byleasing.com.