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

If you have sold or transferred all your shares in **Landrich Holding Limited** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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LANDRICH HOLDING LIMITED

譽樂豐控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2132)

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

A notice convening the annual general meeting (“**AGM**”) of the Company to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 4 September 2026 at 11:00 a.m. is set out on pages 19 to 24 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the Company’s general meeting.

29 July 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 4 September 2026 at 11:00 a.m. the notice of which is set out on pages 19 to 24 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 19 to 24 of this circular
“Articles of Association”	the second amended and restated articles of association of the Company as amended, supplemented or otherwise modified from time to time and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Landrich Holding Limited (stock code: 2132), a company incorporated in the Cayman Islands with limited liability and the Shares of which have been listed on the Main Board of the Stock Exchange since 20 October 2020
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of the Company, means the controlling shareholders of the Company, namely, Mr. Tsui Kai Kwong and New Brilliance Enterprises Limited
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“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 at the AGM to exercise all power of the Company to allot, issue and otherwise deal with Shares (including any sale and transfer of treasury shares out of treasury) of up to 20% of the number of issued Shares (excluding treasury shares, if any) on the date of passing the relevant resolution as set out in resolution no. 5 of the AGM Notice
“Latest Practicable Date”	23 July 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	20 October 2020, being the date on which dealings in Shares first commenced on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum”	the memorandum of association of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to 10% of the number of issued Shares (excluding any treasury shares) on the date of passing the relevant resolution, as set out in resolution no. 6 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended or supplemental from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-Backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD

LANDRICH HOLDING LIMITED

譽樂豐控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2132)

Executive Directors:

Mr. Tsui Kai Kwong (*Chairman*)

Mr. Tsui Tsz Yeung Ian (*Chief Executive Officer*)

Ms. Tsui Wai Yeung Janis

Independent non-executive Directors:

Mr. Lee Yan Kit

Mr. Lee Kin Kee

Mr. Kwong Ping Man

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 6, 18th Floor

Fortune Commercial Building

362 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

29 July 2026

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of retiring Directors; (iv) furnish you with details of the re-appointment of auditors; and (v) give you the AGM Notice.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by ordinary resolutions at the annual general meeting held on 5 September 2025. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares (including any sale and transfer of treasury shares out of treasury) of up to 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution.

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury shares out of treasury) only during the period ending on 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 to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,600,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with (including any sale or transfer of treasury shares out of treasury) a maximum of 320,000,000 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by ordinary resolutions at the annual general meeting held on 5 September 2025. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,600,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 160,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the AGM.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

EXTENSION OF ISSUE MANDATE

In addition, subject to the passing of the relevant resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares by an amount of shares representing the aggregate nominal value of shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares (excluding treasury shares, if any) as at the date of passing the resolution for approving the Repurchase Mandate.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of six (6) Directors, namely:

Executive Directors

Mr. Tsui Kai Kwong

Mr. Tsui Tsz Yeung Ian

Ms. Tsui Wai Yeung Janis

Independent non-executive Directors

Mr. Lee Yan Kit

Mr. Lee Kin Kee

Mr. Kwong Ping Man

LETTER FROM THE BOARD

In accordance with article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

In accordance with article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election. Any Director appointed by the Board or as an addition to the existing Board shall hold office only until the first following annual general meeting of the Company after his/her appointment and shall then be eligible for re-election. Any Director appointed under this article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Accordingly, each of Mr. Tsui Kai Kwong and Mr. Lee Kin Kee will retire at the AGM and, being eligible, will offer themselves for re-election.

The nomination committee of the Company (the “**Nomination Committee**”) had reviewed the independence of Mr. Lee Kin Kee and Mr. Lee Kin Kee also submitted annual confirmation to the Company on his fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules. After due consideration, the Board confirmed that Mr. Lee Kin Kee continues to be considered as an independent non-executive Director and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Mr. Lee Kin Kee had abstained from deliberation and decision in respect of assessment of his own independence.

The Company has in place a nomination policy which sets out, *inter alia*, the election criteria (the “**Criteria**”) and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of Mr. Tsui Kai Kwong and Mr. Lee Kin Kee was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meeting, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

Biographical details of the retiring Directors are set out in Appendix II to this circular. In consideration of the background, specific knowledge and experience of the above mentioned retiring Directors, the Board believes that they could bring an invaluable insight. Their in-depth knowledge, extensive experience and expertise continue to provide invaluable contribution and diversity to the Board.

LETTER FROM THE BOARD

RE-APPOINTMENT OF AUDITORS

HLB Hodgson Impey Cheng Limited will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon recommendation of the audit committee of the Company (the “**Audit Committee**”), the Board proposes to re-appoint HLB Hodgson Impey Cheng Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company; and the Board proposed it be authorised to fix the remuneration of the auditors of the Company. The estimated audit fee agreed with HLB Hodgson Impey Cheng Limited for the audit services for the year ending 31 March 2027 was within the range of HK\$0.71 million to HK\$0.79 million. Such fee has been determined after due consideration and arm’s length negotiations between the Company and HLB Hodgson Impey Cheng Limited taking into account, among other things, historical audit fees, the business scope and size of operations of the Group remains substantially similar to the prior year, no material variation on the expected scope of the audit, and the level and composition of professional staff to be deployed. The estimated audit fee has been determined on the basis that no material changes are expected in the Group’s operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the audit.

As HLB Hodgson Impey Cheng Limited is familiar with the Group’s financial position and affairs, the Board and the Audit Committee consider that the estimated audit fee agreed with the auditor is fair and reasonable, taking into account the facts and circumstances known as at the Latest Practicable Date, and that the audit related work in respect of the Group for the year ending 31 March 2027 will be performed more efficiently by HLB Hodgson Impey Cheng Limited, which is in the best interests of the Company and the Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

The forthcoming AGM is scheduled to be held on Friday, 4 September 2026. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 1 September 2026 to Friday, 4 September 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, all duly completed share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company 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 Monday, 31 August 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is therefore Friday, 4 September 2026.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Friday, 4 September 2026 at 11:00 a.m. is set out on pages 19 to 24 of this circular.

None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Article. Separately, holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval of the Company's AGM.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event no less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the AGM Notice will be voted by way of a poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the re-appointment of auditors at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

LETTER FROM THE BOARD

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.

By Order of the Board
Landrich Holding Limited
Tsui Kai Kwong
Chairman and executive Director

This appendix serves as an explanatory statement, as required under the Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rule 10.06 of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,600,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 160,000,000 Shares, representing 10% of the number of issued Shares during the Relevant Period.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate 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.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the 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.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. Shares repurchased for cancellation may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Shares and/or earnings per Share. 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 the compliance with the Listing Rules, the Articles of Association of the Company, and the laws of the Cayman Islands. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Shares Price	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
July	0.105	0.087
August	0.125	0.091
September	0.225	0.088
October	0.285	0.136
November	0.194	0.113
December	0.143	0.113
2026		
January	0.167	0.125
February	0.180	0.129
March	0.170	0.132
April	0.151	0.135
May	0.170	0.126
June	0.152	0.121
July (up to the Latest Practicable Date)	0.184	0.135

5. UNDERTAKING

The Directors will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association, the memorandum of association of the Company and the applicable laws of the Cayman Islands.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares 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 for the purposes of the Takeover Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Long position in the Company

Name	Capacity/ Nature of interest	Number of Shares held/ interested	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
New Brilliance Enterprises Limited (Note 2)	Beneficial owner	1,200,000,000	75.0%	83.3%
Mr. Tsui Kai Kwong (Note 2)	Interest of a controlled corporation	1,200,000,000	75.0%	83.3%
Ms. Wong Cheuk Mui (Note 3)	Interest of spouse	1,200,000,000	75.0%	83.3%

Notes:

- All interests stated are long positions.
- New Brilliance Enterprises Limited ("New Brilliance") is 100% owned by Mr. Tsui Kai Kwong ("Mr. KK Tsui"). Therefore, Mr. KK Tsui is deemed to be, or taken to be, interested in all the Shares held by New Brilliance for the purpose of the SFO.
- Ms. Wong Cheuk Mui is the spouse of Mr. KK Tsui. Therefore, Ms. Wong Cheuk Mui is deemed to be, or taken to be, interested in the same number of Shares in which Mr. KK Tsui is interested for the purpose of the SFO.

On the basis of 1,600,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, if the Repurchase Mandate were exercised in full, the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 160,000,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date) and the interests in the shareholding in the Company held by New Brilliance and Mr. KK Tsui would be increased from 75.0% to approximately 83.3% of the number of issued Shares. Such increase would result in the aggregate number of Shares in the public hands being reduced to less than 25%. Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. DISCLOSURE OF INTEREST OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company (i) has notified the Company that he/she/it has a present intention to sell any Shares; or (ii) has undertaken to the Company that he/she/it will not sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 March 2026 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

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 of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

10. GENERAL

Neither the explanatory statement in this appendix nor the proposed Repurchase Mandate has any unusual features.

The following are particulars of the Directors proposed to be re-elected at the AGM.

RE-ELECTION OF DIRECTORS**Mr. Tsui Kai Kwong (“Mr. KK Tsui”)**

Mr. KK Tsui, aged 66, is the Chairman and executive Director. Mr. KK Tsui is responsible for the overall strategic management and development of the Group’s business operations. Mr. KK Tsui was appointed as the Director on 31 July 2018 and re-designated as the Chairman and executive Director on 26 October 2018. He is also a member of the Nomination Committee and the remuneration committee of the Board (the “**Remuneration Committee**”). Mr. KK Tsui is a director of all subsidiaries of the Company.

Mr. KK Tsui has over 40 years of extensive experience in civil engineering. In July 1993, he founded the Group by establishing Richwell Engineering Limited and subsequently expanded the Group through establishing Richwell Civil Engineering Limited and Time Concept to capture the growing opportunities in Hong Kong’s construction engineering sector. He serves as Council Member of the Hong Kong Construction Association (HKCA).

Mr. KK Tsui is the father of Mr. Tsui Tsz Yeung Ian and Ms. Tsui Wai Yeung Janis, each an executive Director.

Mr. KK Tsui has entered into a director’s service agreement with the Company and it has been renewed for a term of three years commencing on 20 October 2023, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s remuneration of Mr. KK Tsui will be reviewed annually by the Board and by reference to the prevailing market practice, the Company’s remuneration policy, his experience, duties and responsibilities within the Company. For the year ended 31 March 2026, the total remuneration paid to Mr. KK Tsui amounted to approximately HK\$9,908,000.

As at the Latest Practicable Date, Mr. KK Tsui held a long position of 1,200,000,000 Shares, representing 75% of the total number of issued Shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. KK Tsui does not have any relationship with other Directors and senior management of the Company, substantial or Controlling Shareholders and he had no interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. KK Tsui does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications. Save as disclosed above, the Company considers that in relation to the re-election of Mr. KK Tsui as an executive Director, there is no information to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Lee Kin Kee (“Mr. Kevin Lee”)

Mr. Kevin Lee, aged 62, was appointed as the independent non-executive Director on 21 September 2020. He is also the chairman of the Audit Committee and a member of each of the Nomination Committee, the Remuneration Committee and the Investment Committee. Mr. Kevin Lee is responsible for providing independent judgment and advising on the issue of strategy, performance, resources and standard of conduct of the Group.

Mr. Kevin Lee has 38 years of experience in the finance profession. Before joining the Group, Mr. Kevin Lee served as an audit assistant at Price Waterhouse Company (currently known as Price Waterhouse Company Limited) in August 1987, and was promoted to senior accountant II in July 1990 before he left his position in October 1990. From October 1990 to January 1994, he served at Elec & Eltek Group, and held the positions of senior officer with the department of audit & system review, and, in the department of group finance & treasury, the positions of senior accountant, manager (management accounting) and manager (corporate accounting & credit control). From January 1994 to July 1994, he served at Technic Holdings Corporation Limited as a finance manager. From August 1995 to March 1997, he served with Asia Commercial Holdings Limited as a PRC financial controller. From July 1998 to July 2001, he served with SEI Interconnect Products (Hong Kong) Limited, initially as an assistant manager of the accounting department, and, from January 1999 onward, as a manager of accounting department. From July 2001 to November 2004, he served with Wah Shing Toys Company Limited, initially as a financial controller in the finance department, and, from February 2004 onwards, as a director in the production & material control department. From December 2004 to July 2007, he served with Musical Industries Limited as a general manager. From August 2007 to December 2008, he served with United Luminous International (Holdings) Limited as a financial controller. From January 2009 to March 2010, he served with Traxon Technologies Limited as its finance & accounting director. From March 2010 onwards, he serves with Optiled Lighting International Limited as a financial controller. From December 2015 to August 2016, he served as a non-executive director and from August 2016 to April 2018, he was re-designated as an executive director of Super Strong Holdings Limited (stock code: 8262), respectively. Since March 2010, he serves as a director of LED Lighting Expert Limited. Mr. Kevin Lee has been the non-executive director of China Oral Industry Group Holdings Limited (formerly known as Alpha Era International Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8406), from March 2016 to December 2021.

Mr. Kevin Lee is the co-founder and the managing director of KAV Technology Limited, a Hong Kong private company, since 2016.

Mr. Kevin Lee obtained a Diploma in Accounting from Hong Kong Baptist College (currently known as Hong Kong Baptist University) in December 1987. He further obtained a Master of Business Administration from University of Canberra in Australia in May 2001. He was admitted as a member of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) in February 1992, and became a fellow thereof in October 2000. Mr. Kevin Lee was also admitted as an associate member and a fellow member of the Chartered Association of Certified Accountants in November 1990 and November 1995 respectively.

Mr. Kevin Lee has entered into a letter of appointment with the Company and it has been renewed for a term of three years commencing on 20 October 2023, subject to rotation and reelection at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Mr. Kevin Lee is HK\$198,000 per annum and will be reviewed annually by the Board and by reference to the prevailing market practice, the Company's remuneration policy, his experience, duties and responsibilities within the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kevin Lee does not have any relationship with other Directors and senior management of the Company, substantial or Controlling Shareholders and he had no interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Kevin Lee does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications. Save as disclosed above, the Company considers that in relation to the re-election of Mr. Kevin Lee as an independent non-executive Director, there is no information to be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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LANDRICH HOLDING LIMITED

譽樂豐控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2132)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of shareholders of Landrich Holding Limited (the “Company”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Friday, 4 September 2026 at 11:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 March 2026.
2. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company to hold office until the conclusion of next AGM and to authorise the board of Directors to fix their remuneration.
3. (a) To re-elect Mr. Tsui Kai Kwong as an executive Director; and
(b) To re-elect Mr. Lee Kin Kee as an independent non-executive Director.
4. To authorise the board of Directors to fix the remuneration of the Directors.
5. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares (the “Shares”) (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) of HK\$0.01 each in the share capital of the Company or securities convertible into such Shares or options, warrants,

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or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares be allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any other eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Article of Association**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of issued Shares (excluding treasury shares, if any) as at the time of passing this resolution, and the said approval 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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of shares of the Company (other than any holders of treasury shares) whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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 laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).

Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

6. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all power to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and

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- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
- 7. “**THAT** conditional upon the passing of resolutions 5 and 6 as set out in this notice convening the AGM of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 5 as set out in this notice convening the AGM of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution 6 as set out in this notice convening the AGM of which this resolution forms part, provided that such amount 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.”

QUESTIONS FROM SHAREHOLDERS

The Board considers that the AGM is an important opportunity for Shareholders to express their views by raising questions and voting. Shareholders’ participation in the AGM are considered to be important. The Board wishes to emphasise that Shareholders can raise questions during the AGM. Shareholders who would like to raise questions in relation to any resolution set out in this notice or the business of the Company at the AGM can submit questions by 11:00 a.m. on Wednesday, 2 September 2026 (being not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof) via email to info@landrich.com.hk or via telephone hotline at (852) 2430 0018 providing personal particulars as follows for verification purposes:

- (a) Full name;
- (b) Registered address;
- (c) Number of Shares held;
- (d) Hong Kong Identity Card Number or passport number (in case of natural person)/ company registration number (in case of body corporate);

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(e) Contact telephone number; and

(f) Email address.

Shareholders attending the AGM can also submit questions during the AGM.

The Board will arrange to answer the questions raised by Shareholders at the AGM and those submitted in advance to the extent possible.

By Order of the Board
Landrich Holding Limited
Tsui Kai Kwong
Chairman and executive Director

Hong Kong, 29 July 2026

Notes:

- (1) Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
- (3) Where there are joint registered holders of any Shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (5) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (6) In relation to resolution 3, Mr. Tsui Kai Kwong and Mr. Lee Kin Kee will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.

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- (7) An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution 6 above is set out in Appendix I to this circular.
- (8) The transfer books and register of members of the Company will be closed from Tuesday, 1 September 2026 to Friday, 4 September 2026, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all duly completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 31 August 2026. The record date for the attending and voting at the AGM is therefore Friday, 4 September 2026.
- (9) If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a Black Rainstorm Warning Signal is in force at 8:00 a.m. on the date of the AGM, the AGM will be postponed or adjourned. The Company will post an announcement on the websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and place of the rescheduled AGM.
- (10) A form of proxy for use by shareholders at the AGM is enclosed.
- (11) For the avoidance of doubt, holder of treasury share of the Company (if any) are not entitled to vote at the AGM.

As at the date of this notice, the Board comprises Mr. Tsui Kai Kwong, Mr. Tsui Tsz Yeung Ian and Ms. Tsui Wai Yeung Janis as executive Directors; and Mr. Lee Yan Kit, Mr. Lee Kin Kee and Mr. Kwong Ping Man as independent non-executive Directors.