PALINDA GROUP HOLDINGS LIMITED
百 利 達 集 團 控 股 有 限 公 司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8179)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Palinda Group Holdings Limited (the "**Company**") will be held at 11:00 a.m. on Friday, 2 October 2026 at Unit 306-A201, 3rd Floor, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hunghom, Kowloon, Hong Kong to consider and, if thought fit, pass the following resolutions:

AS AN ORDINARY RESOLUTION

1. "**THAT** subject to and conditional upon, (i) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Share Consolidation (as defined below); and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation becoming effective, with effect from one clear business day immediately following the date on which this Resolution is passed or these conditions are fulfilled (whichever is the later):

   (a) every fifty (50) issued and unissued existing ordinary share(s) of par value of HK$0.1 each in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK$5.0 each (the "**Consolidated Share**") in the share capital of the Company (the "**Share Consolidation**"), and such Consolidated Shares to rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the Articles of Association of the Company;

   (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (if applicable);

   (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK$1,000,000,000 divided into 10,000,000,000 ordinary shares of par value of HK$0.10 each to HK$1,000,000,000 divided into 200,000,000 ordinary shares of par value of HK$5.0 each;

(d) any one Director be and are hereby authorised to take such actions, do all such acts and things and sign and/or execute (under hand or as a deed and where appropriate, under the common seal of the Company) all such further documents or deeds as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation; and

(e) any Director or registered office service provider of the Company be and hereby authorised to attend to any relevant filing to any relevant authority for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation."

AS A SPECIAL RESOLUTION

2. "**THAT** subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) the Directors signing the solvency statement in accordance with the requirements of the Companies Act; (iii) registration by the Registrar of Companies in the Cayman Islands with a copy of the solvency statement to be made by the directors of the Company in the prescribed form under the Companies Act, confirming that the Company will be able to pay its debts as they fall due in the ordinary course of business, and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction (as defined below); (iv) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction and the Share Sub-division (as defined below); (v) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Capital Reduction and Share Sub-division; and (vi) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, the Capital Reduction and the Share Sub-division, with effect from the date on which the above conditions are fulfilled (the "**Effective Date**"):

(a) the par value of each issued Consolidated Share will be reduced from HK$5.0 to HK$0.001 by cancelling the paid-up capital of the Company to the extent of HK$4.999 on each of the then issued Consolidated Shares (the "**Capital Reduction**");

(b) As required under section 14B(2)(a) of the Companies Act, the Company's reduction of capital by the special resolution for reducing share capital resulted in the aggregate amount of its share capital being decreased from HK$190,779,825 to HK$38,156.

(c) As required under section 14B(2)(b) of the Companies Act, following the Company's reduction of capital by the special resolution for reducing share capital, the Company's share capital was HK$38,156 divided into 38,155,965 ordinary shares of HK$0.001 par value each.

(d) As required under section 14B(2)(c) of the Companies Act, as a result of the Company's reduction of capital by the special resolution for reducing share capital:

1. the paid-up capital of the Company to the extent of HK$4.999 on each of the 38,155,965 issued ordinary shares of par value HK$5 each are cancelled; and

2. an amount equal to the par value of HK$0.001 shall be deemed to be paid up on each share in issue and outstanding in the capital of the Company.

(e) immediately after the Capital Reduction becomes effective, each of the authorised but unissued Consolidated Shares of par value HK$5.0 each be sub-divided (the "**Sub-division**") into five thousand (5,000) unissued new shares of par value HK$0.001 each (the "**New Shares**"), such New Shares to rank *pari passu* in all respects with each other and have the rights and privileges, and be subject to the restrictions, in respect of ordinary shares contained in the memorandum and articles of association of the Company;

(f) immediately following the Capital Reduction and the Sub-division, the authorised share capital of the Company be changed from HK$1,000,000,000 divided into 200,000,000 Consolidated Shares to HK$1,000,000,000 divided into 1,000,000,000,000 New Shares;

(g) the credit arising from the Capital Reduction in the amount of approximately HK$190.7 million be transferred to a distributable reserve account of the Company and the distributable reserve will be applied by the Directors for such purposes permitted under all applicable laws and the memorandum and articles of association of the Company;

(h) any one Director of the Company be and is hereby authorised to do all such acts and things and sign and/or execute (under hand or as a deed and, where appropriate, under the common seal of the Company) the solvency statement and each such document, on behalf of the Company, as that director may consider necessary or expedient to give effect to, or in connection with, the Capital Reduction or the Sub-division; and

(i) any Director or registered office service provider of the Company be and hereby authorised to attend to any relevant filing to any relevant authority for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Capital Reduction or the Sub-division."

Yours faithfully
For and on behalf of the Board of
Palinda Group Holdings Limited
Huang Wei
Chairlady and Executive Director

Hong Kong, 18 September 2026

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Unit 306-A201, 3/F.,
Harbour Centre, Tower 1,
1 Hok Cheung Street,
Hunghom, Kowloon,
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged, at the office of the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting.

3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the extraordinary general meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

4. Where there are joint registered holders of any Shares, any one of such persons may vote at the EGM, 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 extraordinary general meeting personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.

5. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 30 September 2026 to Friday, 2 October 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date of the EGM will be Friday, 2 October 2026. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 29 September 2026.

6. As at the date of this notice, the Board comprises Ms. Huang Wei and Mr. Dou Sheng as executive Directors, and Mr. Wu Chi King, Mr. So Yat Chuen and Ms. Cheng Wai, Iris as independent non-executive Directors.

7. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.palinda.com and on the "Latest Listed Company Information" page of the Stock Exchange website at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board of the Company comprises Ms. Huang Wei and Mr. Dou Sheng as executive Directors, and Mr. Wu Chi King, Mr. So Yat Chuen and Ms. Cheng Wai Iris, as independent non-executive Directors.

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 HKEx website at www.hkexnews.hk for at least seven days from the date of its posting and on the Company's website at www.palinda.com.