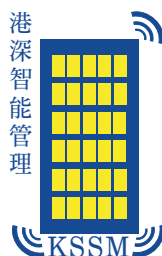

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares in Kong Shum Smart Management Group (Holdings) Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular. Terms defined herein shall have the same meanings as defined in this circular.



Kong Shum Smart Management Group (Holdings) Limited 港深智能管理集團(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8181)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) PROPOSED RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Unit J, 6/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong on Friday, 31 July 2026 at 11:00 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use by the shareholders at the AGM is enclosed.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The following arrangement will be taken by the Company for the AGM:

- voluntary wearing of surgical face masks (please bring your own mask);
- no provision of refreshments; and
- no souvenirs will be distributed.

6 July 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

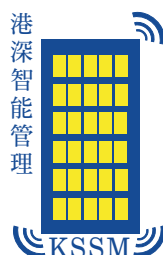
In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Unit J, 6/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong on Friday, 31 July 2026 at 11:00 a.m. for the purpose of considering and if thought fit, approving, inter alia, the resolutions set out in the Notice of AGM
“Articles” or “Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“CCASS”	The Central Clearing and Settlement System
“Close Associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Company”	Kong Shum Smart Management Group (Holdings) Limited (Stock Code: 8181), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“Latest Practicable Date”	30 June 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Memorandum”	the memorandum of association of the Company currently in force
“Nomination Committee”	the nomination committee of the Company
“Notice of AGM”	the notice convening the AGM set out on pages 15 to 19 of this circular
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended from time to time
“Treasury Shares”	have the same meaning as ascribed in the GEM Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



Kong Shum Smart Management Group (Holdings) Limited

港深智能管理集團(控股)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8181)

Executive Directors:

Dr. HO Ying Choi (*Chairman*)

Ms. HO Siu Chun

Independent non-executive Directors:

Mr. LAM Frank Pun Yuen

Mr. CHAN Fei Fei

Mr. MAK Siu Hong

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:*

Unit J, 6/F

Kaiser Estate, Phase 2

51 Man Yue Street

Hunghom Kowloon

Hong Kong

6 July 2026

To the Shareholders

Dear Sirs or Madams,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following resolutions to be proposed at the AGM relating to:

- (a) the granting of the Issue Mandate;

LETTER FROM THE BOARD

- (b) the granting of the Repurchase Mandate;
- (c) the granting of the extension mandate to extend the Issue Mandate by an amount representing the total number of issued Shares repurchased by the Company under the Repurchase Mandate;
- (d) the re-election of Directors; and
- (e) the re-appointment of auditor.

ISSUE MANDATE

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 not exceeding 20% of the aggregate number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of the passing of the relevant resolution.

REPURCHASE MANDATE

The Directors have been granted a general mandate to exercise the power of the Company to repurchase Shares pursuant to the ordinary resolution passed by the then Shareholders on 28 July 2025. As at the Latest Practicable Date, the existing repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted the Repurchase Mandate to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares, if any) on the date of passing the relevant resolution.

An explanatory statement giving the particulars required under the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in the Appendix I to this circular.

The Issue Mandate and the Repurchase Mandate will remain in effect 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, or any applicable laws to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing such mandate.

The Company has in issue an aggregate of 1,128,986,665 Shares as at the Latest Practicable Date. On the basis that no further Shares will be issued or repurchased by the Company prior to the AGM and subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with 225,797,333 new Shares and to repurchase a maximum of 112,898,666 Shares, respectively.

LETTER FROM THE BOARD

GENERAL EXTENSION MANDATE

In addition, if the Repurchase Mandate and the Issue Mandate are granted, 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 total number of issued Shares purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate.

RE-ELECTION OF THE DIRECTORS

Pursuant to Article 84(1) of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for reelection. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with the above articles, Ms. HO Siu Chun (“**Ms. Ho**”) and Mr. LAM Frank Pun Yuen (“**Mr. Lam**”) will retire from office and being eligible, offer themselves for re-election in the AGM.

The re-election of Directors has been reviewed by the Nomination Committee which recommended to the Board that the re-election be proposed for Shareholders’ approval at the AGM. The nominations were made in accordance with the Nomination Policy of the Company and the objective criteria for the nominations include but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service, with due regard for the benefits of diversity as set out under the Board Diversity Policy of the Company.

LETTER FROM THE BOARD

In recommending Ms. Ho to stand for re-election as executive Director, and Mr. Lam to stand for re-election as independent non-executive Director (“INED”), the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:

- (a) Ms. Ho has extensive experience in the property management sector in Hong Kong.
- (b) Mr. Lam has extensive experience in the financial service industry, with a strong background in corporate finance advisory for both public companies and private entities.

The Nomination Committee considered that in view of their past performance, and diverse and different educational backgrounds and professional knowledge and experience in the respective fields of business operations, sales and marketing, corporate finance, corporate governance and accounting as mentioned above and as set out in Appendix II to this circular. Ms. Ho and Mr. Lam will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company’s business.

The Nomination Committee has also assessed the independence of all the INEDs. All the INEDs satisfy the Independence Guidelines set out in Rule 5.09 of the GEM Listing Rules and each has provided to the Company an annual written confirmation of their independence.

Particulars of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint Beijing Xinghua Caplegend CPA Limited (“**Beijing Xinghua**”) as the independent auditor of the Company for the year ending 31 March 2027 and to hold the office until the conclusion of the next annual general meeting of the Company. The estimated audit and related service fee for the year ending 31 March 2027 is expected to be approximately HK\$850,000 to HK\$950,000 (exclusive of out of pocket expenses). The estimated fee represents a fair and reasonable estimation, after due consideration and arm’s length negotiation between the Company and Beijing Xinghua. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group’s businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor. Furthermore, the estimated audit fee assumes there will be no material changes in the Group’s businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit and related service. Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

LETTER FROM THE BOARD

A resolution will also be proposed to authorize the Board to fix the auditor's remuneration for the ensuing year. Beijing Xinghua has indicated their willingness to be re-appointed as auditor of the Company for the said period.

AGM

A notice convening the AGM to be held at Unit J, 6/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hungghom, Kowloon, Hong Kong, on Friday, 31 July 2026 at 11:00 a.m. is set out on pages 15 to 19 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, inter alia, the resolutions set out in the Notice of AGM.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you intend to be present at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong but in any event not later than 48 hours before the time fixed for the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM 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. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results of the AGM will be made by the Company following the conclusion of the AGM.

RESPONSIBILITY STATEMENT

This circular, 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 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.

As at the date hereof, the Board comprises Dr. HO Ying Choi and Ms. HO Siu Chun as executive Directors, and Mr. LAM Frank Pun Yuen, Mr. CHAN Fei Fei and Mr. MAK Siu Hong as independent non-executive Directors.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed resolutions are in the best interests of the Company as well as 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.

GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

Kong Shum Smart Management Group (Holdings) Limited

Dr. HO Ying Choi

Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This is an explanatory statement given to all the shareholders relating to resolutions to be proposed at the AGM authorising the Repurchase Mandate.

This serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate.

1. SOURCE OF FUNDS

The Company is empowered by the Memorandum and Articles to repurchase its Shares. In accordance with the applicable laws of the Cayman Islands and the Memorandum and Articles, Shares may only be repurchased out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase or, subject to a statutory test of solvency, out of capital.

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of the Cayman Islands and the Memorandum and Articles.

The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, subject to the statutory test of solvency, out of capital. Under the applicable laws of the Cayman Islands, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,128,986,665 fully paid Shares. Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, exercise in full of the Repurchase Mandate, on the basis of 1,128,986,665 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 112,898,666 Shares being repurchased by the Company.

As at the Latest Practicable Date, the Company did not have any other share options, warrants and convertible securities to subscribe for the shares.

3. REASONS FOR REPURCHASE AND IMPACT OF REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or its earnings per Share.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 March 2026, the Directors consider that there could 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 purchases period. However, no repurchases would be made in circumstances that would have a material adverse impact on the working capital or the gearing ratio of the Company.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases, which will provide greater flexibility to the Company in repurchasing and reselling Shares thereby allowing the Company an additional channel to manage its capital structure.

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 HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS;
- (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; and
- (iii) 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.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors or, to the best of their knowledge and belief having made all reasonable enquiries, any of their Close Associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders at the AGM, to sell their Shares to the Company under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company nor has he/she/it undertaken not to sell any of his/her/its Shares held by him/her/it to the Company in the event that the Repurchase Mandate was approved in the AGM and the Company is authorised to make repurchases of the Shares.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

A repurchase of Shares by the Company pursuant to the Repurchase Mandate may result in an increase in the proportionate interests of substantial shareholders of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholder is interested in more than 10% of the total voting rights of the Shares then in issue:

Long positions and short positions in the ordinary shares of HK\$0.01 each of the Company

Name	Capacity and nature of interest	Number of shares	Approximate percentage of the total voting rights
HO Ying Choi (<i>note 1</i>)	Beneficial owner	745,119,950 (L) (<i>note 2</i>)	66.00%
CHAN Yuk Fan (<i>note 3</i>)	Interest of spouse	745,119,950 (L) (<i>note 2</i>)	66.00%

Notes:

- (1) As at the Latest Practicable Date, Dr. HO Ying Choi is an executive Director and the chairman of the Board.
- (2) The letter “L” denotes long position in the Shares.
- (3) Ms. CHAN Yuk Fan is the spouse of Dr. HO Ying Choi and, accordingly, under the SFO, she is deemed to be interested in the same number of Shares in which Dr. HO Ying Choi is interested.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholder in the total voting rights of the Shares would be increased to approximately 73.33% of the issued share capital of the Company. In the opinion of the Directors, such an increase would not give the above Shareholder an obligation to make a mandatory offer under rule 26 of the Takeover Code.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

6. SHARE PRICES

The highest and lowest traded prices of the Shares on the Stock Exchange during the previous twelve months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
June	0.065	0.053
July	0.079	0.055
August	0.078	0.060
September	0.069	0.055
October	0.065	0.053
November	0.080	0.056
December	0.080	0.056
2026		
January	0.067	0.052
February	0.061	0.056
March	0.058	0.045
April	0.052	0.047
May	0.052	0.041
June (up to and including the Latest Practicable Date)	0.077	0.042

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the provisions of the Memorandum and Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

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

MS. HO SIU CHUN (“Ms. Ho”)

Ms. Ho has been appointed as an executive Director with effect from 27 June 2024.

Ms. Ho, aged 63, joined the Group in August 1992 as the directors of certain subsidiaries of the Company. Ms. Ho has over 30 years experience in property management. Ms. Ho is the sister of Dr. HO Ying Choi, an executive Director.

Ms. Ho has entered into a service agreement with the Company for an initial term of one year with effect from 27 June 2024 which is renewable automatically for successive terms of one year each commencing from the next day after the expiry of the then current term of the appointment, unless terminated by either party giving not less than one month’s notice in writing to the other party. Ms. Ho will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Ho is entitled to a Director’s fee of HK\$184,000 per month pursuant to the service agreement, which was determined by arm’s length negotiation between Ms. Ho and the Company with reference to her duties, responsibilities with the Group and the prevailing market conditions. The remuneration package of Ms. Ho will be subject to annual review by the remuneration committee of the Company and the Board from time to time with reference to her responsibility and performance.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ho (i) does not hold any other positions of the Company and other companies within the Group; (ii) did not hold any other directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any other directors, senior management or substantial or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; and (v) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

MR. LAM FRANK PUN YUEN (“Mr. Lam”)

Mr. Lam has been appointed as an independent non-executive director with effect from 12 November 2024.

Mr. Lam, aged 75, is currently the senior vice president at Alpha Financial Group Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, and has been its responsible officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO since 12 August 2013 and 2 October 2019, respectively.

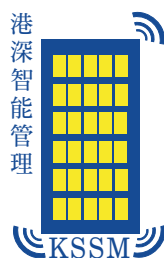
Mr. Lam has extensive experience in the financial service industry, including investment banking and equities market. Mr. Lam was licensed to conduct Type 1 (dealing in securities) Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and/or Type 6 (advising on corporate finance) regulated activities under the SFO in a number of companies, including but not limited to China Merchants Securities (HK) Co., Limited, SinoPac Securities (Asia) Limited, SinoPac Futures (Asia) Limited, Fubon Capital (HK) Limited and KGI Capital Asia Limited. Mr. Lam obtained a Bachelor of Science in Marketing from Utah State University in the United States of America in 1975 and a Master of Business Administration from Armstrong College, Berkeley in the United States of America in 1976.

A letter of appointment has been entered into between Mr. Lam and the Company pursuant to which he was appointed for a term of three (3) years, unless terminated by either party giving not less than one (1) month’s notice in writing to the other party. Mr. Lam is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Lam is entitled to a Director’s fee of HK\$120,000 per annum for acting as the independent non-executive Director, which was determined by the Board upon recommendations of the remuneration committee of the Board with reference to his duties, responsibilities to the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam (i) does not hold any positions with the Company or other members of the Group; (ii) did not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company; and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no further information that is required to be disclosed in accordance with Rule 17.50(2)(h) to (v) of the GEM Listing Rules, nor any other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF AGM



Kong Shum Smart Management Group (Holdings) Limited **港深智能管理集團(控股)有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8181)

NOTICE IS HEREBY GIVEN that the annual general meeting of Kong Shum Smart Management Group (Holdings) Limited (the “**Company**”) will be held at Unit J, 6/F, Kaiser Estate, Phase 2, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong on Friday, 31 July 2026 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of directors of the Company (the “**Directors**” and each a “**Director**”) and the independent auditor of the Company for the year ended 31 March 2026.
2.
 - (a) To re-elect Ms. HO Siu Chun as an executive Director;
 - (b) to re-elect Mr. LAM Frank Pun Yuen as an independent non-executive Director;
and
 - (c) to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Beijing Xinghua Caplegend CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

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4. “**THAT:**

- (a) subject to paragraph (c) below, 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 new shares, in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time) (the “**GEM Listing Rules**”) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription rights attaching to any warrants which may be issued by the Company; (iii) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and (iv) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the memorandum of association and the articles of association of the Company from time to time; shall not exceed 20% of the total number of shares of the Company in issue (excluding Treasury Shares, if any) as at the date of 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 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 memorandum of association and the articles of association of the Company, or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing such mandate.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (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 legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue (excluding Treasury Shares, if any) at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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- (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 memorandum of association and the articles of association of the Company, or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.”
6. “**THAT** conditional upon resolutions 4 and 5 above being passed (with or without amendments), the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in resolution 4 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under resolution 5 above, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution.”

By order of the Board

Kong Shum Smart Management Group (Holdings) Limited

Dr. HO Ying Choi

Chairman

Hong Kong, 6 July 2026

Notes:

1. A member of the Company entitled to attend and vote at the annual general meeting may appoint one or more proxies (if he is a holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the annual general meeting and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general 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.

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3. A form of proxy for the annual general meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 48 hours before the time for holding the annual general meeting or any adjournment thereof.
4. To ascertain the shareholders' entitlement to attend and vote at the meeting, the Register of Members will be closed from Monday, 27 July 2026 to Friday, 31 July 2026, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, 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 Friday, 24 July 2026. Shareholders whose names appear on the Register of Members on Friday, 31 July 2026, being the record date for determining Shareholder's entitlement to attend and vote at the AGM, will be entitled to attend and vote at the AGM.
5. As at the date of this notice, the executive Directors are Dr. HO Ying Choi and Ms. HO Siu Chun, and the independent non-executive Directors are Mr. LAM Frank Pun Yuen, Mr. CHAN Fei Fei and Mr. MAK Siu Hong.
6. A circular containing, inter alia, details of the proposed general mandate to issue and repurchase shares of the Company and information of the retiring Directors who are proposed to be re-elected at the AGM, will be dispatched to the shareholders of the Company.
7. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.kongshum.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
9. The following arrangement will be taken by the Company for the AGM:
 - voluntary wearing of surgical face masks (please bring your own mask);
 - no provision of refreshments; and
 - no souvenirs will be distributed.