
THIS DOCUMENT 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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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China Risun Group Limited

中國旭陽集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1907)

- (1) RE-ELECTION OF RETIRING DIRECTORS;
(2) RE-APPOINTMENT OF AUDITOR;
(3) DECLARATION AND PAYMENT OF FINAL DIVIDEND;
(4) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China Risun Group Limited to be held at Room 2001, 20/F., Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong, on Friday, May 29, 2026 at 10:00 a.m. is set out on pages 19 to 23 of this circular. A proxy form for use at the Annual General Meeting is also enclosed and published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.risun.com>).

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice of Annual General Meeting and to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, May 27, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

April 29, 2026

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held on Friday, May 29, 2026 at 10:00 a.m. at Room 2001, 20/F., Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong
“Articles”	the fifth amended and restated articles of association of the Company adopted pursuant to a special resolution passed on May 30, 2023
“Board” or “Board of Directors”	the board of directors of the Company
“close associate(s)”	has the meaning given to it under the Listing Rules
“Company”	China Risun Group Limited (中國旭陽集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on November 8, 2007 under the Companies Law
“Controlling Shareholder(s)”	has the meaning given to it under the Listing Rules
“core connected person(s)”	has the meaning given to it under the Listing Rules
“Directors”	directors of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Final Dividend”	the final dividend of RMB0.19 cents per Share for the year ended December 31, 2025, subject to the Shareholders’ approval at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Independent Non-executive Directors”	independent non-executive Directors of the Company
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the AGM (excluding Treasury Shares)
“Latest Practicable Date”	April 24, 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region of the PRC, and Taiwan region
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the number of which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution at the AGM (excluding Treasury Shares)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary shares of HK\$0.1 each in the share capital of the Company
“Share Award Plan”	the share award plan adopted by the Company on May 30, 2025
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning given to it under the Listing Rules

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“Texson Limited”	Texson Limited (泰克森有限公司), a company incorporated in the BVI on February 19, 2004 and wholly-owned by Mr. Yang Xuegang and a Controlling Shareholder of the Company
“Treasury Share(s)”	has the meaning given to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



China Risun Group Limited
中國旭陽集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1907)

Board of Directors:

Executive Directors:

Mr. Yang Xuegang
(Chairman and Chief Executive Officer)

Ms. Lu Xiaomei

Mr. Li Qinghua

Mr. Han Qinliang

Mr. Wang Nianping

Mr. Yang Lu

Independent Non-executive Directors:

Dr. Yu Kwok Kuen Harry

Mr. Wang Yinping

Dr. Liu Xiaofeng

Registered Office:

Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Corporate Headquarters:

Building 1, Risun Plaza
Sihezhuang No. 2 Road, Huaxiang Town
Fengtai District
Beijing, PRC
100070

Place of Business in Hong Kong:

Room 2001, 20/F., Sino Plaza
255 Gloucester Road
Causeway Bay
Hong Kong

April 29, 2026

To the Shareholders

Dear Sir or Madam,

- (1) RE-ELECTION OF RETIRING DIRECTORS;**
(2) RE-APPOINTMENT OF AUDITOR;
(3) DECLARATION AND PAYMENT OF FINAL DIVIDEND;
(4) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the AGM to be held on Friday, May 29, 2026 at 10:00 a.m. at Room 2001, 20/F., Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the notice of the AGM set out on pages 19 to 23 of this circular and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

PROPOSED RESOLUTIONS AT THE AGM

1. To consider and approve the Report of the Board of Directors of the Company for the year ended December 31, 2025

The full text of the report of the Board of Directors for the year ended December 31, 2025 is set out in the section headed “Report of the Board of Directors” in the Company’s 2025 annual report published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.risun.com>).

2. To consider and approve the audited financial statements of the Company and the independent auditor’s report for the year ended December 31, 2025

The audited financial statements and independent auditor’s report for the year ended December 31, 2025 are set out in the sections headed “Independent Auditor’s Report” and the consolidated financial statements and notes contained in the Company’s 2025 annual report which was published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.risun.com>).

3. Re-election of retiring Directors and fixing of Directors’ remuneration

In accordance with Article 84 of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, 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. A retiring Director shall be eligible for re-election. 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 re-election. 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 newly appointed by the Board to fill a casual vacancy on the Board shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

LETTER FROM THE BOARD

Based on the aforesaid provisions under the Articles, the following Directors shall retire from office at the forthcoming AGM:

Name	Position
(a) Mr. Han Qinliang	Executive Director
(b) Mr. Wang Nianping	Executive Director
(c) Mr. Yang Lu	Executive Director

The particulars of Mr. Han Qinliang, Mr. Wang Nianping and Mr. Yang Lu are set out in Appendix I to this circular. All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee considered that all Directors offering for re-election have provided valuable advice and contributed their respective experience and expertise to the Board and the Company. The Nomination Committee nominated and the Board recommended Mr. Han Qinliang, Mr. Wang Nianping and Mr. Yang Lu to stand for re-election as Directors at the AGM. Separate resolutions will be proposed at the AGM to approve the re-election of each retiring Director.

A proposal will also be put forward for the Shareholders to authorize the Board to fix the Directors' remuneration for the year ending December 31, 2026.

4. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the Company's external auditor and to authorize the Board to determine its remuneration

Following the recommendation of the Audit Committee, the Board proposed to re-appoint Deloitte Touche Tohmatsu as the Company's external auditor with a term expiring upon the next annual general meeting of the Company, and the Board proposed it be authorized to determine its remuneration.

5. To consider and approve the declaration and payment of the Final Dividend

On March 27, 2026, the Board resolved to recommend the declaration and payment of the Final Dividend of RMB0.19 cents per Share. The Final Dividend will be paid in Hong Kong dollars with an amount of HK0.22 cents per Share. The payment of the Final Dividend is still subject to the approval by the Shareholders at the AGM and the payment date for the Final Dividend is expected to be on or before Tuesday, June 30, 2026.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 4,278,615,000 Shares in issue (excluding Treasury Shares), and 175,571,000 Treasury Shares which were held by the Company in its own name. Treasury Shares of the Company would not receive the Final Dividend.

6. To consider and approve the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Board

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the granting of general and unconditional mandates to the Board:

- (a) to allot, issue or deal with additional Shares (or to resell or transfer of Treasury Shares to the extent permitted under the applicable laws, the Listing Rules and the Articles) not exceeding 20% of the total number of the issued Shares as at the date of passing of such resolution (excluding Treasury Shares). Based on the 4,278,615,000 Shares in issue (excluding Treasury Shares) as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased after the Latest Practicable Date and up to the date of the AGM, the Company can issue up to 855,723,000 Shares with an aggregate nominal amount of HK\$85,572,300 under the Issue Mandate;
- (b) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (excluding Treasury Shares). Based on the 4,278,615,000 Shares in issue (excluding Treasury Shares) as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased after the Latest Practicable Date and up to the date of the AGM, the Company can repurchase up to 427,861,500 Shares with an aggregate nominal value of HK\$42,786,150; and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, if granted, will remain effective until 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 law or the Articles to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

In accordance with the requirements of Rule 10.06(1)(b) of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM

The AGM is scheduled to be held on Friday, May 29, 2026 at 10:00 a.m.. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, May 26, 2026 to Friday, May 29, 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, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, May 22, 2026.

For determining the entitlement to the Final Dividend

The record date for entitlement to the Final Dividend is Friday, June 12, 2026. For determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Wednesday, June 10, 2026 to Friday, June 12, 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to the Final Dividend, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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 Tuesday, June 9, 2026.

ANNUAL GENERAL MEETING AND FORM OF PROXY

The notice of the AGM is set out on pages 19 to 23 in this circular.

A form of proxy for use at the AGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the AGM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event, not later than 48 hours before the time fixed for holding the AGM (i.e. no later than 10:00 a.m. on Wednesday, May 27, 2026) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so desire.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY OF THE DIRECTORS

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.

RECOMMENDATION

The Board believes that the resolutions proposed in the notice of the AGM are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM (or any adjournment thereof).

Yours faithfully,
By order of the Board
China Risun Group Limited
Mr. Yang Xuegang
Chairman

APPENDIX I PROFILES OF DIRECTORS PROPOSED FOR RE-ELECTION

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM. All the following Directors, if being re-elected, will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles. As at the Latest Practicable Date, save as disclosed herein, none of the following Directors (i) had any interest in Shares within the meaning of Part XV of the SFO, or (ii) holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years, or (iii) has any relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders of the Company. Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Han Qinliang, Executive Director

Mr. HAN Qinliang (韓勤亮先生), aged 52, is an Executive Director and a senior vice president of the Group. Mr. Han was appointed as an Executive Director in May 2011. He is primarily responsible for the management of the financial, accounting and information systems of the Group. He is also a member of the Sustainable Development Committee.

Mr. Han obtained a diploma in industrial economy administration from Hebei College of Mechanical Engineering (河北機電學院) in Xingtai, the PRC in June 1993 (as a result of a merger, Hebei College of Mechanical Engineering is now part of Hebei University of Science and Technology (河北科技大學)). In December 2001, he obtained a bachelor's degree in accounting from Hebei University of Economics and Business (河北經貿大學) in Shijiazhuang, the PRC. In July 2001, he became a member of Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in the PRC. In December 2003, he obtained the senior accountant qualification from the Title Reform Leading Group Office of Hebei Province (河北省職稱改革領導小組辦公室).

Mr. Han joined the Group in March 2004. Mr. Han has over 32 years of experience in steel and coal chemical industry. From September 1993 to April 2004, he was the deputy head of the finance department cost division in Xingtai Machinery and Mill Roll (Group) Corporation (邢台機械軋輥(集團)有限公司) (now known as Sinosteel Xingtai Machinery & Mill Roll Co., Ltd. (中鋼集團邢台機械軋輥有限公司)). In March 2004, Mr. Han joined Xingtai Risun Trading Limited as a general manager assistant.

The Company has entered into a letter of appointment with Mr. Han, pursuant to which Mr. Han will not receive any fixed director fee but is eligible to receive a discretionary bonus as may be determined by the Board and the Remuneration Committee based on his performance of duties and the Company's earnings. Mr. Han will receive an annual salary of approximately RMB800,000 from his existing employers within the Group, which is determined with reference to his duties and performance as well as the prevailing market conditions and trends.

APPENDIX I PROFILES OF DIRECTORS PROPOSED FOR RE-ELECTION

As far as the Directors are aware and as at the Latest Practicable Date, Mr. Han was interested in 500,000 Shares, of which 200,000 Shares represent the Shares underlying the awards granted to him under the Share Award Plan, which are subject to the terms and conditions (including vesting conditions) of those awards.

Mr. Wang Nianping, Executive Director

Mr. WANG Nianping (王年平先生), aged 63, is an Executive Director and a senior vice president of the Group. He was appointed as an Executive Director in September 2018. He is primarily responsible for the legal and risk management of the Group.

Mr. Wang obtained a bachelor's degree in law from the Institute of Hubei Finance (湖北財經學院) (now known as Zhongnan University of Economics and Law (中南財經政法大學)) in Wuhan, the PRC in July 1984. He obtained a post-graduate degree in international trade and a juris doctor degree from the University of International Business and Economics (對外經濟貿易大學) in Beijing, the PRC in June 1994 and December 2007, respectively. He was admitted as a qualified lawyer in the PRC in June 1987 and obtained the senior economist qualification issued by the Sinopec Group in November 2004.

Mr. Wang joined the Group in February 2011. He had over 17 years of extensive experience in the petrochemical industry. He was recognized as a third level lawyer in April 1990 by the China National Petroleum Corporation (中國石油天然氣總公司) where he worked. In January 1996, Mr. Wang joined China Petroleum Engineering Construction Corporation, a company whose principal business is building oil and gas infrastructures and undertook various positions including contracts administrator, senior officer of the debt recovery department and deputy manager of the projects department. In May 2001, he joined Sinopec International Petroleum Exploration and Production Corporation (“SIPC”), a company whose principal business is in overseas oil and gas investment and operations, as the deputy manager of the legal department. From November 2004 to December 2008, he served as the vice president of the SIPC's subsidiaries in Kazakhstan and as the deputy general manager of the SIPC's subsidiaries in Syria from January 2009 to October 2010.

The Company has entered into a letter of appointment with Mr. Wang, pursuant to which Mr. Wang will not receive any fixed director fee but is eligible to receive a discretionary bonus as may be determined by the Board and the Remuneration Committee based on his performance of duties and the Company's earnings. Mr. Wang will receive an annual salary of approximately RMB800,000 from his existing employers within the Group, which is determined with reference to his duties and performance as well as the prevailing market conditions and trends.

APPENDIX I PROFILES OF DIRECTORS PROPOSED FOR RE-ELECTION

As far as the Directors are aware and as at the Latest Practicable Date, Mr. Wang was interested in 200,000 Shares, being the Shares underlying the awards granted to him under the Share Award Plan, which are subject to the terms and conditions (including vesting conditions) of those awards.

Mr. Yang Lu, Executive Director

Mr. YANG Lu (楊路先生), aged 35, is an Executive Director and vice president of the Group. He is primarily responsible for the management of the international and domestic trading and refined chemicals business of the Group. He was appointed as an Executive Director in September 2018.

Mr. Yang Lu graduated with a bachelor's degree in chemical engineering from the Washington University in St. Louis, the United States in May 2012. He obtained the fund management qualification from the Asset Management Association of China in June 2015.

Mr. Yang Lu joined the Group in November 2013. He has over 13 years of fund management, international and domestic trade and refined chemicals business experience. Prior to joining the Group, he was a junior consultant at Roland Berger Management Consultants (Shanghai) Co., Ltd. (羅蘭貝格企業管理(上海)有限公司), a global strategy consulting firm, from September 2012 to September 2013, and from October 2013 to November 2014, he worked in the marketing department of Beijing Automic Technology Co., Ltd. (北京奧特美克科技股份有限公司), a company previously listed on the National Equities Exchange and Quotations (全國中小企業股份轉讓系統) (stock code: 430245), whose principal business is the planning of water conservancy information projects, consultation and assessment, as well as software and hardware product development and services, and held as to 49.92% by Mr. Yang Xuegang and parties acting-in-concert with him. Mr. Yang Lu has been the chairman's assistant of China Risun Group (Hong Kong) Limited since November 2013 and worked in the market research department as deputy manager of Risun Marketing Co. Ltd. (旭陽營銷有限公司) (previously named as Beijing Risun Hongye Chemicals Co., Ltd.) from December 2014 to May 2016. He then worked in Beijing Risun Fund Management Co., Ltd. (北京旭陽基金管理有限公司), a wholly-owned subsidiary of Xuyang Holding Limited, between June 2016 and September 2018, first as deputy general manager and subsequently as general manager. Since September 2018, he was the general manager of Risun Marketing Co. Ltd..

Mr. Yang Lu is the son of Mr. Yang Xuegang and Ms. Lu Xiaomei, both are also Executive Director of the Company.

APPENDIX I PROFILES OF DIRECTORS PROPOSED FOR RE-ELECTION

The Company has entered into a letter of appointment with Mr. Yang, pursuant to which Mr. Yang will not receive any fixed director fee but is eligible to receive a discretionary bonus as may be determined by the Board and the Remuneration Committee based on his performance of duties and the Company's earnings. Mr. Yang will receive an annual salary of approximately RMB950,000 from his existing employers within the Group, which is determined with reference to his duties and performance as well as the prevailing market conditions and trends.

As far as the Directors are aware and as at the Latest Practicable Date, Mr. Yang held 6,230,000 Shares.

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the Repurchase Mandate. Neither this explanatory statement nor the proposed share repurchase has any unusual features.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company, the Group and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company, the Group and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 4,278,615,000 Shares in issue (excluding Treasury Shares) and 175,571,000 Treasury Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 427,861,500 Shares (representing 10% of the total number of issued Shares (excluding Treasury Shares) as at the date of the AGM) with an aggregate nominal value of HK\$42,786,150.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws, as the case may be.

Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or out of share premium account or, if authorized by the Articles and subject to the applicable laws of the Cayman Islands, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles and subject to the applicable laws of the Cayman Islands, out of capital of the Company.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended December 31, 2025) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period.

4. INTENTION OF DIRECTORS AND CORE CONNECTED PERSONS TO SELL SHARES

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective close associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to do so, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

5. SHARE PRICES

The monthly highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the following months were as follows:

	PER SHARE	
	Highest	Lowest
	(per Share)	(per Share)
	HK\$	HK\$
2025		
April	2.68	2.40
May	2.76	2.34
June	2.62	2.45
July	2.78	2.36
August	2.59	2.30
September	2.56	2.31
October	2.45	2.31
November	2.52	2.15
December	2.30	2.17
2026		
January	2.78	2.21
February	2.77	2.43
March	4.24	2.43
April (up to the Latest Practicable Date)	3.51	2.80

6. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company repurchased a total of 16,155,000 Shares on the Stock Exchange, details of which are as follows:

Date of Repurchase	No. of Shares Repurchased	Highest Price per Share <i>HK\$</i>	Lowest Price per Share <i>HK\$</i>
November 18, 2025	2,000,000	2.23	2.15
November 19, 2025	850,000	2.23	2.20
November 20, 2025	1,500,000	2.22	2.19
November 21, 2025	1,640,000	2.21	2.18
November 24, 2025	1,985,000	2.21	2.17
November 28, 2025	400,000	2.22	2.20
December 2, 2025	470,000	2.26	2.24
December 5, 2025	1,090,000	2.28	2.21
December 8, 2025	1,500,000	2.26	2.20
December 9, 2025	1,120,000	2.23	2.16
December 11, 2025	1,000,000	2.24	2.22
December 16, 2025	1,500,000	2.25	2.21
December 23, 2025	600,000	2.26	2.25
December 30, 2025	500,000	2.26	2.24

Save as disclosed above, no repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, the exercise of the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate shall be in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition pursuant to Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the interest of the Shareholder (and concerted parties, if any), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following person held 5% or more of the issued share capital of the Company:

Name of Shareholder	Nature of interest	Number of Shares (share) ⁽¹⁾	Approximate percentage of the total issued share capital of the Company (excluding Treasury Shares) as at the Latest Practicable Date (%)	If Repurchase Mandate is exercised fully, approximate percentage of the total issued share capital of the Company (excluding Treasury Shares) as at the Latest Practicable Date (%)
Texson Limited	Beneficial owner	3,182,910,928	74.39%	82.66%

Note:

(1) All interests stated are long positions.

In the event that the Directors exercise the power in full to repurchase Shares pursuant to the Repurchase Mandate, the interest of the above person in the issued share capital of the Company will be increased as shown above. On the basis of the aforesaid increase of shareholding, the Directors are not presently aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in the number of Shares held by the public falling below the minimum public float requirement under the Listing Rules. The Company has made an application to the Stock Exchange when applying for the listing of its Shares, and the Stock Exchange has granted the Company a waiver that the minimum public float requirement under Rule 8.08(1) of the Listing Rules be reduced, based on which the minimum percentage of the Shares from time to time held by the public hand should be the percentage of Shares of the enlarged issued share capital of the Company after the full exercise of the over-allotment option (or any options that may be granted under the share option scheme of the Company).

The Directors have no intention to exercise the Repurchase Mandate to the extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage.

INTENTIONAL USE OF THE REPURCHASED SHARES

To the extent permitted by the applicable laws, the Listing Rules and the Articles, the Company may either cancel any or all of the Shares to be repurchased under the Repurchase Mandate or retain them as Treasury Shares, subject to the prevailing market conditions and the Company's capital management needs at the relevant time of the repurchases. Further, the Company will file a next day disclosure return for every Share repurchase under Rule 13.25A and provide details of the repurchased Shares, including but not limited to the number of repurchased Shares that are cancelled or held as Treasury Shares.

ARRANGEMENTS TO HOLD OR DEPOSIT TREASURY SHARES IN CENTRAL CLEARING AND SETTLEMENT SYSTEM ("CCASS")

Should the Company engage in on-exchange share repurchases with the intention of holding the repurchased Shares as Treasury Shares, it will, upon completion of the repurchase, withdraw the repurchased Shares from CCASS and register the repurchased Shares in the Company's register of members under its own name as Treasury Shares. The Company may only re-deposit the Treasury Shares into CCASS if there is an immediate plan to resell them on the Stock Exchange, and such resale should be executed promptly. For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the issuer's own name as Treasury Shares, including but not limited to the Board of Directors approving that: (i) the Company shall 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; and (ii) in the case of dividends or distributions, the Company should 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.

NOTICE OF ANNUAL GENERAL MEETING



China Risun Group Limited

中國旭陽集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1907)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**” or the “**AGM**”) of China Risun Group Limited (the “**Company**”) will be held on Friday, May 29, 2026 at 10:00 a.m. at Room 2001, 20/F., Sino Plaza, 255 Gloucester Road, Causeway Bay, Hong Kong, for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company for the year ended December 31, 2025.
2. To consider and approve the audited financial statements of the Company and the independent auditors’ report for the year ended December 31, 2025.
3. To re-elect Mr. Han Qinliang as an executive director of the Company.
4. To re-elect Mr. Wang Nianping as an executive director of the Company.
5. To re-elect Mr. Yang Lu as an executive director of the Company.
6. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending December 31, 2026.
7. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the Company’s external auditor and to authorize the board of directors to determine its remuneration.
8. To consider, approve and declare a final dividend of RMB0.19 cents per share of the Company (the “**Final Dividend**”) to be paid in Hong Kong dollars of an amount of HK0.22 cents per share of the Company for the year ended December 31, 2025.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorized and unissued shares or to resell or transfer of treasury shares of the Company to the extent permitted under the applicable laws, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the shares allotted or agreed conditionally or unconditionally to be allotted, or resold, or agreed conditionally or unconditionally to be resold by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company; or (iii) a share option scheme or share award scheme of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares) of the Company at the date of passing of 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company of any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange)."

- 10. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**) or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which might be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings."

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

"**THAT**, subject to the passing of resolutions nos. 9 and 10 set out in this notice, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with authorized and unissued shares of the Company or to resell or transfer of treasury shares to the extent permitted under the applicable laws, the Listing Rules and the Articles pursuant to resolution No. 9 set out in this notice be and is hereby extended by the addition thereto the number of the shares of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to resolution No. 10 set out in this notice, provided that such amount of shares of the Company shall not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the date of passing of this resolution."

Yours faithfully,
By order of the Board
China Risun Group Limited
Yang Xuegang
Chairman

Hong Kong, April 29, 2026

Notes:

1. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, 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.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the branch share registrar of the Company 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 fixed for holding the AGM (i.e. not later than 10:00 a.m. on Wednesday, May 27, 2026) (or any adjournment thereof).

NOTICE OF ANNUAL GENERAL MEETING

4. Completion and return of the proxy form in respect of the proposed ordinary resolutions for the AGM will not preclude a member of the Company from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
5. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Tuesday, May 26, 2026 to Friday, May 29, 2026 (both days inclusive) for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, May 22, 2026.
7. The register of members of the Company will also be closed from Wednesday, June 10, 2026 to Friday, June 12, 2026, both days inclusive, for the purpose of determining the entitlement of the shareholders to receive the Final Dividend, during which period no share transfers will be registered. The record date for entitlement to the Final Dividend is Friday, June 12, 2026. In order to be entitled to the Final Dividend, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar 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 Tuesday, June 9, 2026.
8. A circular giving details of the proposed resolutions has been published together with this notice to shareholders on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.risun.com>).
9. The AGM is expected to last for no more than half a working day. Shareholders and their proxies attending the meeting are responsible for their own traveling and accommodation expenses.

As at the date of this notice, the executive Directors are Mr. Yang Xuegang, Ms. Lu Xiaomei, Mr. Li Qinghua, Mr. Han Qinliang, Mr. Wang Nianping and Mr. Yang Lu; and the independent non-executive Directors are Dr. Yu Kwok Kuen Harry, Mr. Wang Yinping and Dr. Liu Xiaofeng.