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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Electronics Huada Technology Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED****中國電子華大科技有限公司***(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)***(Stock Code: 00085)****PROPOSED GRANT OF GENERAL MANDATES
TO BUY BACK AND TO ISSUE SHARES****PROPOSED RE-ELECTION OF DIRECTORS****PROPOSED ADOPTION OF THE NEW BYE-LAWS****NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 25 June 2026 at 4:30 p.m. is set out on pages 15 to 20 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the annual general meeting 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 adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 25 June 2026 at 4:30 p.m.
“AGM Notice”	the notice for convening the AGM as set out on pages 15 to 20 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2025
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate for the Board to exercise the powers of the Company to buy back Shares, details of which are set out in Ordinary Resolution no. 7
“Bye-law(s)”	the second amended and restated bye-law(s) of the Company currently in force
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CEC”	China Electronics Corporation Limited, a state-owned enterprise established under the laws of the PRC and the ultimate controlling shareholder of the Company
“Company”	China Electronics Huada Technology Company Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Resolution(s)”	the ordinary resolution(s) as referred to in the AGM Notice
“PRC”	the People’s Republic of China
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Share Buyback Rules”	the relevant rules set out in the Listing Rules to regulate the buyback by companies with primary listing on the Stock Exchange of their own securities
“Share Issue Mandate”	a general mandate for the Board to exercise the powers of the Company to allot, issue and deal with additional Shares, details of which are set out in Ordinary Resolution no. 8
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the SFC, as amended or supplemented from time to time

LETTER FROM THE BOARD



CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED 中國電子華大科技有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00085)

Non-executive Directors:

Sun Jie (*Chairman*)
Qin Wei

Executive Directors:

Chang Feng (*Deputy Chairman and Managing Director*)
Wang Jian

Independent Non-executive Directors:

Chan Kay Cheung
Qiu Hongsheng
Chow Chan Lum
Huang Yaping

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal place of business
in Hong Kong:*

Room 3403, 34th floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

3 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED GRANT OF GENERAL MANDATES TO BUY BACK AND TO ISSUE SHARES

PROPOSED RE-ELECTION OF DIRECTORS

PROPOSED ADOPTION OF THE NEW BYE-LAWS

NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions proposed to be considered at the AGM and information in connection with the convening of the AGM, and the AGM Notice.

LETTER FROM THE BOARD

BUY-BACK MANDATE AND SHARE ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders for the granting of the Buy-back Mandate and the Share Issue Mandate.

Buy-back Mandate

At the AGM, an ordinary resolution will be proposed that the Board be granted an unconditional general mandate to buy back Shares on the Stock Exchange, or any other stock exchange on which the Shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, of not exceeding 10% of the number of the issued Shares (excluding treasury shares) as at the date of approval of the Buy-back Mandate. Details of the Buy-back Mandate are set out in Ordinary Resolution no. 7 of the AGM Notice.

Under the Listing Rules, if the Company buys back any Shares pursuant to the Buy-back Mandate, the Company may either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time the buy-back of Shares is made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Share Issue Mandate in Ordinary Resolution no. 8 as set out in the AGM Notice and in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

As at the Latest Practicable Date, the Company had an aggregate of 2,029,872,000 Shares in issue. Subject to the passing of the ordinary resolution for the Buy-back Mandate and on the assumption that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 202,987,200 Shares.

An explanatory statement as required under the Share Buyback Rules, giving certain information regarding the Buy-back Mandate, is set out in the appendix to this circular.

Share Issue Mandate

At the AGM, an ordinary resolution will be proposed that the Board be granted an unconditional general mandate to allot, issue and deal with additional Shares of not exceeding 20% of the number of the issued Shares (excluding treasury shares) as at the date of approval of the Share Issue Mandate.

At the AGM, an ordinary resolution will also be proposed for the extension of the Share Issue Mandate by an addition thereto of the number of Shares bought back by the Company under the Buy-back Mandate (if granted).

LETTER FROM THE BOARD

Subject to the passing of the ordinary resolution for the Share Issue Mandate and on the assumption that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with a maximum of 405,974,400 Shares.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions no. 8 and no. 9 of the AGM Notice, respectively.

The Buy-back Mandate and the Share Issue Mandate shall be in force from the date of passing of the ordinary resolutions for the Buy-back Mandate and the Share Issue Mandate until: (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 Bye-laws, the Bermuda Companies Act or any other applicable laws to be held; or (iii) the revocation or variation of the Buy-back Mandate or the Share Issue Mandate (as the case may be) by ordinary resolution(s) of the Shareholders in general meeting, whichever occurs first.

RE-ELECTION OF DIRECTORS

Mr. Qin Wei was appointed as a Director by the Board on 15 December 2025. Pursuant to Bye-law 86(2), Mr. Qin Wei will hold office only until the AGM and, being eligible, will offer himself for re-election at the AGM. Pursuant to Bye-law 87, Mr. Chan Kay Cheung and Mr. Chow Chan Lum will retire by rotation at the AGM and are eligible for re-election at the AGM. Mr. Chow Chan Lum will offer himself for re-election at the AGM and Mr. Chan Kay Cheung has decided not to offer himself for re-election.

Ordinary resolutions will be proposed at the AGM to seek the approval of the Shareholders for the re-election of Mr. Qin Wei and Mr. Chow Chan Lum as Directors.

The biographical and other details of the Directors standing for re-election at the AGM are set out below:

Mr. Qin Wei, aged 43, is a non-executive Director. Mr. Qin holds a Bachelor's degree in Chemical Engineering and Technology and a Master's degree in Physical Chemistry from Soochow University. Mr. Qin is currently serving as a deputy director of the operation management department of Huada Semiconductor Co., Ltd ("Huada Semiconductor"), a controlling shareholder of the Company. Mr. Qin was a research assistant of Suzhou Institute of Nano-Tech and Nano-Bionics (SINANO), Chinese Academy of Sciences, a project manager of Suzhou Nanopolis Co., Ltd, head of industrial cooperation of Shanghai Industrial Micro Technology Research Institute, head of business development of Shanghai SGR Microelectronics Co., Ltd, and head of marketing and sales of Posifa Technology (Shenzhen) Co., Ltd. Mr. Qin was appointed as a Director in December 2025.

LETTER FROM THE BOARD

Mr. Chow Chan Lum, aged 75, is an independent non-executive Director. Mr. Chow graduated from The Chinese University of Hong Kong with a Bachelor's degree in Business Administration in 1974, received a Postgraduate Diploma in Accountancy from the University of Strathclyde in Glasgow, United Kingdom in 1975 and was awarded a Postgraduate Diploma in Chinese Laws by the University of Macau in 1987. Mr. Chow has been a member of the Institute of Chartered Accountants of Scotland since 1979 and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow is a member of the Foreign Experts Consultative Committee on China Independent Auditing Standards of the Ministry of Finance of the PRC. Mr. Chow served on a number of committees of the Hong Kong Institute of Certified Public Accountants, including as the deputy chairman of the Auditing & Assurance Standards Committee, and a member of the Investigation Panel and the Professional Standards Monitoring Committee and as the president of The Taxation Institute of Hong Kong. Mr. Chow is currently serving as an honorary advisor and committee member of various social bodies, and has been a member of the Chinese People's Political Consultative Conference of Guangdong Province, the PRC from 1997 to 2012. Mr. Chow was awarded the Medal of Honor by the Government of the Hong Kong Special Administrative Region of the PRC in 2013 and conferred the Honorary Doctorate by The Hong Kong Academy for Performing Arts in 2021. Mr. Chow was appointed as a Director in June 2015.

Mr. Chow is an independent non-executive Director, a member of the audit committee and a member of the remuneration and nomination committee. Mr. Chow was appointed as an independent non-executive Director in June 2015 and has served as an independent non-executive Director for more than nine years. As independent non-executive Director with in-depth understanding of the Group's operations and business, Mr. Chow has been contributing objective views and giving independent guidance to the Company over the years.

Mr. Chow has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has provided an annual confirmation of his independence to the Company. Mr. Chow also confirmed that he has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Chow has not held any executive or management role or position within the Group, and has not been involved in the daily operations and management of the Group while serving as a director, and has clearly demonstrated to the Company his willingness to exercise independent judgement and to provide objective views to the Company.

In this respect, the remuneration and nomination committee has taken into account the above factors and re-assessed the independence of Mr. Chow, and was satisfied (among other things) that Mr. Chow would be independent in accordance with Rule 3.13 of the Listing Rules. On the basis of the recommendation from the remuneration and nomination committee and after taking into account the above factors, the Board is not aware of any circumstance which would cause it to believe that the independence of Mr. Chow has been impaired. After a comprehensive review of all the skillsets, experience and qualifications of Mr. Chow, the Board and the remuneration and nomination committee are of the view that Mr. Chow possesses the required character, competence, integrity and experience to continue fulfilling his role as the independent non-executive Director, and his continued tenure will continue to bring valuable insights, diversity and fresh perspectives to the Board.

LETTER FROM THE BOARD

None of Mr. Qin Wei or Mr. Chow Chan Lum has entered into any service contract with the Company which provides for a specified length of service. Each of Mr. Qin Wei and Mr. Chow Chan Lum will be subject to retirement by rotation and re-election under the Bye-laws and the Listing Rules. Mr. Qin Wei will not receive any remuneration from the Group. Mr. Qin Wei will be entitled to a discretionary bonus as determined with reference to his duties and the prevailing market conditions. Mr. Chow Chan Lum will receive an annual director fee of HK\$200,000. The amount of emoluments paid for the year ended 31 December 2025 to each of the Directors standing for re-election at the AGM are set out on page 145 of the Annual Report.

Save as disclosed above and as at the Latest Practicable Date, none of Mr. Qin Wei or Mr. Chow Chan Lum has any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As of the Latest Practicable Date, none of Mr. Qin Wei or Mr. Chow Chan Lum has any interest in the Shares within the meaning of Part XV of the SFO.

Except as disclosed in the biographical details above, none of Mr. Qin Wei or Mr. Chow Chan Lum has held any directorship in any other public company the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

None of Mr. Qin Wei or Mr. Chow Chan Lum has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

Save as disclosed herein, there is no other matter relating to the re-election of Mr. Qin Wei or Mr. Chow Chan Lum that needs to be brought to the attention of the Shareholders, nor is there any other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

RE-APPOINTMENT OF INDEPENDENT AUDITOR

An ordinary resolution will be proposed at the AGM to seek the approval of the Shareholders for the re-appointment of Forvis Mazars CPA Limited (“Forvis Mazars”) as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and that the Board be authorised to fix the remuneration of Forvis Mazars. Having considered, among other things, the scale of the Group’s business, operations, assets and liabilities, and the expected complexity of the audit and the review work for the year ending 31 December 2026, and following discussions with Forvis Mazars, the Board proposes that the fee for the annual audit and interim review services for the year ending 31 December 2026 will be in the range of HK\$1,310,000 to HK\$1,360,000.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF THE NEW BYE-LAWS

The Board proposes to adopt the New Bye-laws (as defined below) to incorporate amendments to the Bye-laws, for the purpose of (i) bringing the Bye-laws in line with the Listing Rules amendments in relation to the further expansion of the paperless listing regime (including to enable the Company to hold a general meeting at one or more physical venue, whilst allowing shareholders to attend and participate virtually by means of electronic facilities and electronic voting at general meetings); (ii) incorporating certain changes in line with current market practices to enable the Company to conduct general meetings and handle other corporate affairs more efficiently; and (iii) incorporating certain house-keeping changes. The Board also proposes to adopt a third amended and restated bye-laws (the “New Bye-laws”) which incorporates the above-mentioned amendments in substitution for, and to the exclusion of, the Bye-laws. A special resolution will be proposed at the AGM to seek the approval of the Shareholders for the adoption of the New Bye-laws.

An explanatory statement, which contains a summary of the major proposed amendments under the New Bye-laws, is set out in Appendix II to this circular.

The Company’s independent legal advisers have respectively confirmed that the New Bye-laws conforms with the requirements of the Listing Rules and do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the New Bye-laws.

The full text of the New Bye-laws, in English and Chinese, showing the proposed amendments to the Bye-laws, is available on the Investor Relations section of the Company’s website (www.cecht.com.cn). A copy of the New Bye-laws will also be available for inspection at the principal place of business of the Company at Room 3403, 34th floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong during normal business hours on any business day (excluding Saturday) from the date of this circular up to and including 25 June 2026. The New Bye-laws is available only in English, and the Chinese translation of the New Bye-laws is for reference only. In case of any inconsistency between the English version and the Chinese version of the New Bye-laws, the English version shall prevail.

BOOK CLOSURE PERIOD

Shareholders whose names appear on the register of members of the Company on 25 June 2026 will be entitled to attend and vote at the AGM. The register of members of the Company will be closed from 22 June 2026 to 25 June 2026 (both days inclusive), during which period no transfer of Shares will be registered.

In order to be entitled to attend and vote at the AGM, completed transfer form with relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 18 June 2026.

Shareholders whose names appear on the register of members of the Company on 17 July 2026 will be entitled to the dividend. The register of members of the Company will be closed from 15 July 2026 to 17 July 2026 (both days inclusive), during which period no transfer of Shares will be registered.

LETTER FROM THE BOARD

In order to qualify for the dividend, completed transfer form with relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 14 July 2026.

AGM

A notice convening the AGM to be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 25 June 2026 at 4:30 p.m. is set out on pages 15 to 20 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding 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 and in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers the above proposals are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board
China Electronics Huada Technology Company Limited
Sun Jie
Chairman

1 LISTING RULES

The Listing Rules permit companies with primary listing on the Stock Exchange to buy back their own shares on the Stock Exchange or any other stock exchange on which their shares may be listed and which is recognised by the SFC and the Stock Exchange for such purpose, subject to certain restrictions. This appendix serves as an explanatory statement, as required by the Share Buyback Rules to be sent to the Shareholders in connection with the proposed grant of the Buy-back Mandate, to provide the requisite information to the Shareholders for their consideration of the Buy-back Mandate.

2 REASONS FOR SHARE BUY-BACKS

The Board believes that it is in the interests of the Company and the Shareholders as a whole for the Board to have a general authority from the Shareholders to enable the Company to buy back Shares in the market when appropriate and beneficial to the Company. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Buy-backs of Shares will only be made when the Board believes that such buy-backs will benefit the Company and the Shareholders as a whole.

The Company may cancel such bought-back Shares and/or hold them as treasury shares, subject to market conditions and the Company's capital management needs at the relevant time of the buy-back of Shares is made.

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

3 SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,029,872,000 Shares. Subject to the passing of the ordinary resolution for the Buy-back Mandate and on the assumption that no further Shares are issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 202,987,200 Shares, representing not more than 10% of the number of the issued Shares (excluding treasury shares) as at the date of the AGM.

4 FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-laws, the Listing Rules and the applicable laws of Bermuda. The Board proposes that buy-backs of Shares under the Buy-back Mandate in these circumstances would be financed by available cash flow or working capital facilities of the Group. The Company may not buy back its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

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 consolidated financial statements of the Group for the year ended 31 December 2025 contained in the Annual Report) in the event that the Buy-back Mandate is exercised in full at any time during the period within which the Buy-back Mandate can be exercised. However, the Board does not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing level of the Company which, in the opinion of the Board, are from time to time appropriate for the Company.

5 SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
May	1.48	1.34
June	1.64	1.36
July	1.51	1.35
August	1.91	1.41
September	1.80	1.51
October	1.83	1.48
November	1.52	1.30
December	1.37	1.26
2026		
January	1.54	1.36
February	1.37	1.29
March	1.34	1.14
April	1.21	1.10
May (up to and including the Latest Practicable Date)	1.23	1.10

6 BOARD'S CONFIRMATION

The Board confirms that it will exercise the Buy-back Mandate in accordance with the memorandum of continuance of the Company and the Bye-laws, the Listing Rules and the applicable laws of Bermuda. Neither the explanatory statement nor the Buy-back Mandate has any unusual features.

7 TAKEOVERS CODE IMPLICATION

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

As at the Latest Practicable Date, the register maintained by the Company pursuant to Section 336 of the SFO showed that the following persons (other than the Directors or chief executive of the Company) had notified the Company that they had an interest of 5% or more in the issued share capital of the Company:

Name of interested party	Capacity	Position	Number of Shares held or attributable	Percentage of shareholding
China Electronics Corporation (BVI) Holdings Company Limited ("CEC (BVI)")	Beneficial owner	Long	812,500,000	40.03%
Huada Semiconductor (<i>Note 1</i>)	Beneficial owner and interest of corporation controlled by Huada Semiconductor	Long	1,206,180,000	59.42%
China Electronics Limited ("CEL") (<i>Note 2</i>)	Interest of corporation controlled by CEL	Long	1,206,180,000	59.42%
CEC (<i>Note 2</i>)	Interest of corporation controlled by CEC	Long	1,206,180,000	59.42%

Notes:

- (1) Huada Semiconductor holds 100% equity interest in CEC (BVI). Pursuant to the SFO, Huada Semiconductor is deemed to be interested in the 812,500,000 Shares held by CEC (BVI).
- (2) To the best knowledge of the Directors, CEL holds 58.07% equity interest in Huada Semiconductor, and CEC holds 81.66% equity interest in CEL. Pursuant to the SFO, CEL and CEC are deemed to be interested in the Shares held by Huada Semiconductor.

In the event that the Board exercised in full the power to buy back Shares under the Buy-back Mandate and assuming the present shareholdings remain the same, the interest of CEC and parties acting in concert with it would be increased from 59.42% to 66.02% of the issued share capital of the Company immediately after the exercise in full of the Buy-back Mandate. The Board is not aware of any consequences which may arise under the Takeovers Code if the Buy-back Mandate is exercised in full.

8 GENERAL

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, nor has any undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders at the AGM.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company if the Buy-back Mandate is approved by the Shareholders at the AGM.

9 BUY-BACK OF SHARES BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

Set out below are the major proposed amendments to the Bye-laws, which have been incorporated in the New Bye-laws.

(a) Conduct of general meetings

The New Bye-laws allow the Company to hold electronic or hybrid general meetings and/or general meetings at more than one location using electronic facilities, as determined by the Board. Shareholders or their proxies attending at any meeting location (physical or electronic) other than the principal meeting place shall be counted in the quorum and may speak and vote at the meeting. Notices of general meetings shall disclose, among other things, the date, time and, where applicable, place of the meeting, together with, in the case of a hybrid or electronic meeting, details of the electronic facilities for attendance and participation (or where such details will be made available prior to the meeting).

The New Bye-laws also outline the powers of the Board and/or the chairman of the meeting to make necessary arrangements for managing Shareholders' attendance, participation and voting at general meetings, and to specify the circumstances under which a general meeting may be postponed (e.g. where a No. 8 or higher storm signal or black rainstorm warning signal is in force). Shareholders and their proxies must comply with all arrangements, requirements and restrictions imposed by the Board or the chairman of the meeting pursuant to the New Bye-laws to ensure the security and orderly conduct of general meetings, and those seeking to participate electronically are responsible for ensuring they have access to the systems, equipment and connectivity necessary to do so. Corresponding amendments have been made to Bye-laws 79 and 80 to ensure proxy arrangements operate consistently with the above.

(b) Payment of corporate action proceeds and electronic instructions

New Bye-law 171 permits the Company, to the extent permitted by applicable law and the Listing Rules, to: (i) accept instructions from Shareholders and securities holders transmitted by electronic means, subject to such authentication measures as the Board may determine; and (ii) pay corporate action proceeds by electronic means, including through the Hong Kong Interbank Clearing Limited payment system or such other means as the Board considers appropriate.

(c) General

The New Bye-laws also incorporate other minor changes which are for clarity and consequential amendments in line with the above proposed amendments.

NOTICE OF AGM



CHINA ELECTRONICS HUADA TECHNOLOGY COMPANY LIMITED 中國電子華大科技有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 00085)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “Meeting”) of China Electronics Huada Technology Company Limited (the “Company”) will be held at Plaza 3, Basement 3, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 25 June 2026 at 4:30 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and of the independent auditor for the year ended 31 December 2025;
2. to declare a dividend of HK3.6 cents per share for the year ended 31 December 2025;
3. to re-elect Mr. Qin Wei as a director of the Company;
4. to re-elect Mr. Chow Chan Lum as a director of the Company;
5. to authorise the directors of the Company to fix the directors’ remuneration;
6. to re-appoint Forvis Mazars CPA Limited as the independent auditor of the Company and to authorise the directors of the Company to fix its remuneration; and

to consider, as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

7. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the shares of the Company may be listed and which 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 rules and regulations of the Securities and Futures Commission of Hong Kong and the Stock Exchange or of any other stock exchange,

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the memorandum of continuance and the bye-laws of the Company, the Companies Act 1981 of Bermuda and all other applicable laws in this regard as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the number of shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the number of the issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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8. **“THAT:**

- (a) subject to paragraph (b) of this resolution, 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 additional shares in the share capital of the Company (including sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the number of shares of the Company allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares of the Company or (iii) an issue of shares upon the exercise of subscription rights of any options granted under any option scheme or similar arrangement for the time being adopted for the issue of shares or grant of rights to acquire shares of the Company or (iv) an issue of shares pursuant to any scrip dividend or similar arrangement in accordance with the memorandum of continuance and the bye-laws of the Company, shall not exceed the aggregate of:
 - (aa) 20% of the number of the issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company bought back by the Company subsequent to the passing of this resolution shall not exceed 10% of the number of the issued shares of the Company (excluding treasury shares) as at the date of the passing of ordinary resolution no. 7 in the notice convening the Meeting,

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda or any other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company, or any class of securities of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company who are entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate, such other securities) as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong which are applicable to the Company).”

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9. “**THAT** subject to the ordinary resolutions no. 7 and no. 8 in the notice convening the Meeting being duly passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company (including sale or transfer of treasury shares out of treasury) pursuant to ordinary resolution no. 8 in the notice convening the Meeting be and is hereby extended by the addition thereto of the number of shares of the Company bought back by the Company under the authority granted pursuant to ordinary resolution no. 7 in the notice convening the Meeting, provided that such number shall not exceed 10% of the number of the issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution.”

to consider, as special business and, if thought fit, pass with or without amendments the following resolution as a special resolution:

10. “**THAT:**
- (a) the third amended and restated bye-laws (the “New Bye-laws”) be and are hereby adopted in substitution for, and to the exclusion of, the existing second amended and restated bye-laws of the Company with immediate effect; and
 - (b) any one director of the Company be and is hereby authorised to do all such things necessary to implement the adoption of the New Bye-laws.”

By Order of the Board
China Electronics Huada Technology Company Limited
Ng Kui Kwan
Company Secretary

Hong Kong, 3 June 2026

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
Room 3403, 34th floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

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Notes:

1. The register of members of the Company will be closed from 22 June 2026 to 25 June 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the Meeting, completed transfer form with relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 18 June 2026.
2. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company but must be present in person at the Meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and returned together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17th floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the Meeting or any adjournment thereof should he so wish and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint registered holders of any shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall alone be entitled to vote in respect thereof.