THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Helens International Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, 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.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Singapore Exchange Securities Trading Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Helens International Holdings Company Limited
海倫司國際控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Hong Kong Stock Code: 9869)
(Singapore Stock Code: HLS)

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS
PROPOSED RE-APPOINTMENT OF AUDITOR
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND SELL TREASURY SHARES
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT
PROPOSED GRANTING OF GENERAL AUTHORITY TO DECLARE AND PAY AN INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of Helens International Holdings Company Limited to be held at 6th Floor — Lecture Hall, Building B2, Guanggu Chongwen Centre Phase I, No. 792 Gaoxin Avenue, East Lake New Technology Development Zone, Wuhan, Hubei Province, the PRC on Thursday, May 14, 2026 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877 (email: shareregistry@incorp.asia) as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, May 12, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk), Singapore Exchange Securities Trading Limited (www.sgx.com) and the Company (www.helensbar.com).

April 22, 2026

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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 at 6th Floor — Lecture Hall, Building B2, Guanggu Chongwen Centre Phase I, No. 792 Gaoxin Avenue, East Lake New Technology Development Zone, Wuhan, Hubei Province, the PRC on Thursday, May 14, 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 27 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors
"CCASS"	has the meaning ascribed to it under the Listing Rules
"CDP"	The Central Depository (Pte) Limited
"China" or "PRC"	the People's Republic of China (excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purposes of this circular)
"Companies Act"	the Companies Act (as amended) of the Cayman Islands
"Company"	Helens International Holdings Company Limited (海倫司國際控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on January 16, 2018, the Shares of which are listed on the Main Board of the Stock Exchange and the Singapore Exchange Securities Trading Limited
"Director(s)"	the director(s) of the Company

"Final Dividend"	the proposed final dividend for the year ended December 31, 2025 of RMB0.0554 per ordinary share of the Company in issue as recommended by the Board
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Interim Dividend Authority"	a general authority proposed to be granted to the Directors at the AGM to declare and pay an interim dividend for the six months ending June 30, 2026 out of the credit standing in the Share Premium Account, details of which are set out in the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares and/or to sell or transfer Treasury Shares (if any) of not exceeding 20% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
"Latest Practicable Date"	April 17, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
"Record Date"	May 21, 2026, the date for determining entitlement to the Final Dividend
"Register of Members"	the register of members of the Company

"Repurchase Mandate"	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary shares of the Company with a nominal value of US$0.0000000001 each
"Share Premium Account"	the share premium account of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules

Helens International Holdings Company Limited
海倫司國際控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Hong Kong Stock Code: 9869)
(Singapore Stock Code: HLS)

Executive Directors:
Mr. Xu Bingzhong
(Chairman and Chief Executive Officer)
Ms. Cai Wenjun
Ms. Yu Zhen
Mr. He Daqing

Independent Non-executive Directors:
Mr. Li Dong
Mr. Wang Renrong
Mr. Ler Soon Hock Leonard

Registered Office:
Palm Grove Unit 4
265 Smith Road, George Town
P.O. Box 52A Edgewater Way, #1653
Grand Cayman KY1-9006
Cayman Islands

Headquarters and Principal Place of Business in China:
Building B2
Guanggu Chongwen Centre Phase I
No. 792 Gaoxin Avenue
East Lake New Technology
Development Zone
Wuhan
Hubei Province
PRC

Principal Place of Business in Hong Kong:
Room 19, 9/F
118 Wai Yip Street
Kwun Tong, Kowloon
Hong Kong

April 22, 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS
PROPOSED RE-APPOINTMENT OF AUDITOR
PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND SELL TREASURY SHARES
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT
PROPOSED GRANTING OF GENERAL AUTHORITY TO DECLARE AND PAY AN INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, May 14, 2026.

2. PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles of Association, Ms. Yu Zhen and Mr. He Daqing shall retire at the Annual General Meeting. In addition, Mr. Ler Soon Hock Leonard, who has been appointed by the Board on July 11, 2025, shall hold office until the Annual General Meeting pursuant to Article 112 of the Company's Articles of Association. Ms. Yu Zhen confirmed that she will not offer herself for re-election at the Annual General Meeting and will retire as an executive Director upon conclusion of the Annual General Meeting in order to devote more time to other business endeavours. Mr. He Daqing and Mr. Ler Soon Hock Leonard (collectively, the "**retiring Directors**"), being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 111 of the Articles of Association, Ms. Lei Xing ("**Ms. Lei**") will be elected as an executive Director, subject to approval by the Shareholders by an ordinary resolution at the Annual General Meeting. Ms. Lei is not an existing executive director or independent non-executive director of the Company.

Having considered Ms. Lei's background and past experience as set out in Appendix I to this circular, the Company believes that she will bring valuable business experience, knowledge and professionalism to the Board.

Ms. Yu Zhen has confirmed that she has no disagreement with the Board and there are no other matters in relation to her retirement that needs to be brought to the attention of the Stock Exchange and the Shareholders. For further details, please refer to the announcement of the Company dated April 22, 2026.

Mr. Ler Soon Hock Leonard, an independent non-executive Director of the Company, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Mr. Ler Soon Hock Leonard has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as independent non-executive Director of the Company. With his background and experience as set out in the biographical information, Mr. Ler Soon Hock Leonard is fully aware of the responsibilities and expected time involvements in the

Company. Based on the foregoing, the Board believes that Mr. Ler Soon Hock Leonard's positions outside the Company will not affect him in maintaining his current roles in, and his functions and responsibilities for, the Company.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee of the Company has recommended to the Board on election of Ms. Lei as executive Director and re-election of the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the above retiring Directors who are standing for re-election and the new Director nominated for election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules. Separate resolutions will be proposed for the re-election of each of the retiring Directors and for the election of the new Director nominated for election.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposed to re-appoint PricewaterhouseCoopers as the auditor of the Company for the year ending December 31, 2026 and to hold the office until the conclusion of the next annual general meeting of the Company. The estimated audit fee for audit services in respect of the relevant reporting period ranges from approximately RMB2 million to RMB2.4 million, which was determined between the Company and PricewaterhouseCoopers having regard to, among other matters, the audit workload, the Company's business development of the year and the outcome of negotiations between the parties. A resolution will be proposed to approve the said re-appointment and to authorise the Board to fix the auditor's remuneration.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES AND SELL TREASURY SHARES

At the annual general meeting of the Company held on Wednesday, May 14, 2025, a general mandate was granted to the Directors to issue Shares and/or to sell or transfer Treasury Shares (if any). Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares and/or to sell or transfer Treasury Shares (if any) if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares and/or to sell or transfer Treasury Shares (if any) of not exceeding 20% of the total number of issued Shares of the Company (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 253,000,504 Shares on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on Wednesday, May 14, 2025, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 126,500,252 Shares on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

6. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As stated in the Company's announcement dated March 31, 2026, the Board has recommended declaration and payment of a final dividend for the year ended December 31, 2025 of RMB0.0554 per Share out of the Share Premium Account pursuant to Articles 14(h) and 158 of the Articles of Association and in accordance with the Companies Act. For details of the proposed payment of final dividend, please refer to the Company's announcement dated March 31, 2026.

As at December 31, 2025, based on the audited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB1,820 million.

As of the date of the circular, the Company has 1,265,002,524 Shares in issue.

Assuming that there will be no change in the share capital of the Company from the date of the circular up to the Record Date, the Final Dividend in the aggregate amount of approximately RMB70 million will be paid out of the Share Premium Account. Following the payment of the Final Dividend, approximately RMB1,750 million will remain standing to the credit of the Share Premium Account.

Conditions to the Payment of the Final Dividend out of the Share Premium Account

The payment of the Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

(a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Final Dividend out of the Share Premium Account pursuant to Article 14(h) of the Articles of Association; and

(b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Final Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Final Dividend will be paid in cash on or about June 2, 2026 to the Shareholders whose names appear on the Register of Members at the close of business on the Record Date.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Final Dividend will not be paid.

Reasons for and effect of the payment of the Final Dividend out of the Share Premium Account

The Board considers it appropriate to distribute the Final Dividend in recognition of Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the Final Dividend be paid out of the Share Premium Account in accordance with Article 14(h) of the Articles of Association and the Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

Closure of Register of Members

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the Register of Members will be closed from Monday, May 11, 2026 to Thursday, May 14, 2026, both days inclusive, during which period no transfer of Shares will be effected. Shareholders whose names appear on the Register of Members on Thursday, May 14, 2026 will be entitled to attend and vote at the AGM. To be eligible to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, May 8, 2026 and the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877, before 5:00 p.m. (Singapore time) on Friday, May 8, 2026.

A Depositor's name must appear on the Depository Register maintained by the CDP as at 48 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote at the AGM.

For Hong Kong Shareholders

To determine the Hong Kong Shareholders' entitlement to the proposed Final Dividend, the Register of Members will be closed from Wednesday, May 20, 2026 to Thursday, May 21, 2026, both days inclusive, during which period no transfers of Shares shall be effected. Hong Kong

Shareholders whose names appear on the Register of Members in Hong Kong on May 21, 2026 will be entitled to receive the Final Dividend. To be eligible to receive the Final Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. (Hong Kong time) on Tuesday, May 19, 2026.

For Singapore Shareholders

To be eligible to receive the Final Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877 for registration not later than 5:00 p.m. (Singapore time) on Thursday, May 21, 2026.

7. PROPOSED GRANTING OF GENERAL AUTHORITY TO DECLARE AND PAY AN INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The Board intends to put forward for approval by the Shareholders at the AGM a proposal to grant a general authority to the Directors to declare and pay an interim dividend for the six months ending June 30, 2026 out of the Share Premium Account.

Pursuant to Articles 14(h) and 159 of the Articles of Association and in accordance with the Companies Act, the Company may from time to time by ordinary resolution pay to the Shareholders such interim dividends as appear to the Board to be justified by the financial conditions and the profits of the Company out of the Share Premium Account.

The Board considers that the Interim Dividend Authority will give the Board greater flexibility to declare an interim dividend for the six months ending June 30, 2026 out of the Share Premium Account to the Shareholders if and when the Board considers appropriate and therefore propose to seek the approval of the Interim Dividend Authority from the Shareholders at the AGM. The granting of the Interim Dividend Authority will not in itself alter the underlying assets, liabilities, business operations, management or financial position of the Company. The Board therefore considers that the Interim Dividend Authority is in the interests of the Company and the Shareholders as a whole.

Pursuant to section 34 of the Companies Act, no distribution or dividend may be paid out of share premium unless, immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

The Directors undertake that they would only pay an interim dividend for the six months ending June 30, 2026 to the Shareholders out of the credit standing in the Share Premium Account pursuant to the Interim Dividend Authority as approved by the Shareholders if and when the financial position of the Company justifies such payment or distribution and subject to compliance with the requirements of the Companies Act and any applicable rules and regulations. However, as at the Latest Practicable Date, the Board did not have any concrete decision as to the declaration and payment of any dividend for the six months ending June 30, 2026. Should the Board decide to declare or make distributions out of the Share Premium Account to the Shareholders, the Company will make further announcement(s) as and when appropriate.

As at December 31, 2025, the amount standing to the credit of the Share Premium Account was approximately RMB1,820 million. Following the payment of the Final Dividend, there will be a remaining balance of approximately RMB1,750 million standing to the credit of the Share Premium Account.

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 27 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk), Singapore Exchange Securities Trading Limited (www.sgx.com) and the Company (www.helensbar.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877 (email: shareregistry@incorp.asia) as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, May 12, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

For Singapore Shareholders

Depositors who wish to attend and vote at the AGM, and whose names are shown in the records of CDP as at Tuesday, May 12, 2026 or 48 hours prior to the time appointed for holding of any adjourned meeting supplied by CDP to the Company, may attend as CDP's proxies. Such Depositors who are individuals and who wish to attend the AGM in person need not take any further action and can attend and vote at the AGM without the lodgement of any proxy form. Such Depositors who are unable to attend personally and wish to appoint nominees to attend and vote on their behalf, and such Depositors who are not individuals, will find enclosed a depositor proxy form which they are requested to complete, sign and return in accordance with the instructions printed thereon and deposit the same at the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877 or by email to shareregistry@incorp.asia, as soon as possible and in any event no later than Tuesday, May 12, 2026 at 10:00 a.m. or not less than 48 hours before the time appointed for the holding of any adjourned meeting. The completion and return of a depositor proxy form by a Depositor who is an individual does not preclude him/her from attending and voting in person at the AGM in place of his/her nominee if he/she finds he/she is able to do so. Such depositor proxy form is also published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk, the Singapore Exchange Securities Trading Limited at www.sgx.com and the Company at www.helensbar.com. All the resolutions proposed to be approved at the AGM will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules. An announcement on the poll results of the AGM will be made by the Company after the AGM in compliance with the Listing Rules.

9. RECOMMENDATION

The Directors consider that the proposed re-election and election of Directors, proposed re-appointment of auditor, proposed granting of the Repurchase Mandate and the Issuance Mandate, proposed declaration and payment of Final Dividend out of the Share Premium Account and proposed granting of general authority to declare and pay an interim dividend out of the Share Premium Account are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the ordinary resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Mr. Xu Bingzhong
Chairman of the Board and
Chief Executive Officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election and election at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

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 any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTORS

(1) Mr. He Daqing

Mr. He Daqing (賀大慶), aged 42, is an executive Director of the Company. Mr. He is currently the chief operating officer at Shenzhen Helens Enterprise Management Co., Ltd. (深圳海倫司企業管理有限公司), a wholly-owned subsidiary of our Company, as well as a supervisor at Maidilong Technology (Hubei) Co., Ltd. (邁迪隆科技(湖北)有限公司), a subsidiary of our Company. He joined our Group in August 2020.

Prior to joining our Group, Mr. He served as a deputy investigator at the publicity department of the CPC Huangshi Municipal Committee (黃石市委宣傳部) and the director of news and public opinion center from October 2015 to July 2020. Before that, he was an editor and the director of industry information department at the Xinhua News Agency, Hubei Branch (新華社湖北分社), from February 2012 to October 2015. Mr. He also worked at the Xinhua News Agency, Yunnan Branch (新華社雲南分社), as an economic analyst and editor from July 2009 to February 2012.

Mr. He obtained a bachelor's degree in economics and a master's degree in management, both from Sichuan University (四川大學), in July 2006 and July 2009, respectively.

Mr. He has entered into a service agreement with the Company for a term of three years commencing from September 15, 2023, and continues thereafter until terminated by not less than three months' notice in writing served by either party on the other, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association. As an executive Director, Mr. He is entitled to receive emoluments of approximately RMB458,000 per annum including salary, allowances and benefits in kind and employer's contribution to pension scheme as determined by the Board with reference to the experience, responsibility, workload, time devoted, contribution to the Group, emoluments paid by comparable companies and performance of the Group, as well as discretionary bonus. The Board has determined that for the time being no additional emoluments will be payable to Mr. He in taking on additional responsibility as executive Director, save for his entitlement to any restricted share units, pursuant to the terms and conditions of any restricted share unit scheme adopted by the Company from time to time as part of his remuneration package under his service contract as an executive Director, as determined by the Board from time to time.

As at the Latest Practicable Date, Mr. He is beneficially interested in 71,508 Shares pursuant to Part XV of the SFO.

(2) Ms. Lei Xing

Ms. Lei Xing (雷星), aged 34, is the senior vice president of the Company, responsible for sales and marketing of the Group. Ms. Lei joined the Group in April 2018 and served as the marketing director of Shenzhen Helens Enterprise Management Co., Ltd., a subsidiary of the Company. She previously served as an executive Director of the Company from March 2021 to September 2023.

Prior to joining the Group, Ms. Lei served as a software development engineer in Ping An Technology (Shenzhen) Co., Ltd. (平安科技(深圳)有限公司) from July 2013 to January 2017. From December 2017 to April 2018, Ms. Lei served as the IT development engineer for a Helen's branded bar.

Ms. Lei obtained a bachelor's degree in software engineering from Wuhan University (武漢大學) in June 2013.

As at the Latest Practicable Date, Ms. Lei was deemed to be interested in 6,812,976 Shares pursuant to Part XV of the SFO, of which the Shares are under a trust where Ms. Lei is the settlor.

Subject to the approval of the Shareholders by way of an ordinary resolution at the forthcoming AGM and upon the conclusion of the AGM, the Company will enter into a service agreement with Ms. Lei for a term of three years commencing from the date of the AGM, which may be terminated by not less than one month's prior notice in writing served by either party on the other, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Under the aforesaid service agreement, Ms. Lei is entitled to emoluments of approximately HK$603,000 per annum including salary, allowances and benefits in kind and employer's contribution to pension scheme, as well as discretionary bonus, which was determined by the Board and approved by the remuneration committee of the Board, having taken into account multiple factors including her position and responsibilities within the Company, her qualification, experience and the prevailing market rates.

INDEPENDENT NON-EXECUTIVE DIRECTOR

(3) Mr. Ler Soon Hock Leonard

Mr. Ler Soon Hock Leonard (呂珣福), aged 47, is an independent non-executive Director of the Company. Mr. Ler has over 18 years of experience in business development, consulting and management.

Mr. Ler has been the business development director at Frost & Sullivan since March 2024. Prior to that, he served as chief commercial officer at Boardroom Share Registrar (HK) Limited from February 2022 to October 2023, vice president/director at Computershare Hong Kong Investor Services Limited from October 2019 to January 2022, assistant vice president at The Core Group from June 2019 to October 2019, business development director at Alpha Financial Press Limited from October 2018 to April 2019, and business development director (Asia Pacific) at GenNex Financial Media Limited from September 2017 to August 2018. Mr. Ler worked at Toppan Vite Limited from January 2014 to July 2017, with his last position as senior director business development (Asia Pacific). Prior to that, Mr. Ler also worked as an associate director at GR Translation Services Limited, Manpartners Limited from March 2012 to December 2013; worked at Toppan Vite Limited from December 2009 to February 2012 with his last position as senior manager; and worked as international recruitment manager of Shines Education Pte Ltd from January 2007 to December 2009.

Mr. Ler obtained his degree of Bachelor of Commerce (Management and Marketing) from Curtin University of Technology in February 2007.

Mr. Ler has entered into a letter of appointment with the Company for a term of three years commencing from July 11, 2025, subject to termination in certain circumstances as stipulated in the letter of appointment. His appointment is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association. Mr. Ler is entitled to a fixed Director's remuneration of SGD1,500 per month (or the equivalent amount in HK$), which was determined by the Board and approved by the remuneration committee of the Board, having taken into account multiple factors including his position and responsibilities within the Company, his qualification, experience and the prevailing market rates.

As at the Latest Practicable Date, Mr. Ler does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

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The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,265,002,524 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued after the Latest Practicable Date and up to the date of the Annual General Meeting, i.e. being 1,265,002,524 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 126,500,252 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as Treasury Shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

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 accounts 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 carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
Month 2025		
May	1.75	1.52
June	1.62	1.22
July	1.52	1.26
August	1.40	1.23
September	1.54	1.17
October	1.25	0.99
November	1.19	0.95
December	1.03	0.88
Month 2026		
January	0.97	0.87
February	0.92	0.87
March	0.95	0.79
April *(up to the Latest Practicable Date)*	1.11	0.83

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

For the Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company has 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 Company's own name as Treasury Shares. The Company has implemented the following measures in place: (i) the Company would procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited (HKSCC) to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would withdraw the Treasury Shares from CCASS, and either re-register them in the Company's own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement as contained herein nor the proposed share repurchase has any unusual features.

7. TAKEOVERS CODE

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

To the best knowledge of the Company, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Repurchase Mandate.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had repurchased a total of 475,000 Shares on the Stock Exchange, details of which are as follows:

Repurchase date	Number of Shares repurchased	Purchase price per Share Highest *(HK$)*	Lowest *(HK$)*
2025			
November 17	34,000	1.02	1.02
November 18	40,000	1.00	1.00
November 20	101,000	1.00	1.00
November 21	200,000	1.00	0.98
December 11	100,000	0.93	0.93

Save as disclosed above, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the 6 months prior to the Latest Practicable Date.

Helens International Holdings Company Limited
海倫司國際控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Hong Kong Stock Code: 9869)
(Singapore Stock Code: HLS)

Notice is hereby given that the Annual General Meeting of Helens International Holdings Company Limited (the "**Company**") will be held at 6th Floor — Lecture Hall, Building B2, Guanggu Chongwen Centre Phase I, No. 792 Gaoxin Avenue, East Lake New Technology Development Zone, Wuhan, Hubei Province, the PRC on Thursday, May 14, 2026, at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2025.

2. (A) To re-elect Mr. He Daqing as an Executive Director ("**Director**") of the Company.

   (B) To re-elect Mr. Ler Soon Hock Leonard as an Independent Non-executive Director of the Company.

   (C) To elect Ms. Lei Xing as an Executive Director of the Company.

   (D) To authorize the board of Directors (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix their remuneration.

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

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

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

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

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

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and/or to sell or transfer Treasury Shares (if any) and to make or grant offers, agreements, options and awards, which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) any issue of shares under a share scheme of the Company; and

(iii) 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 20% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

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

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

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

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

"**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution)."

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

   (a) the declaration and payment of a final dividend of RMB0.0554 per ordinary share of the Company in issue (the "**Final Dividend**") out of the share premium account of the Company to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Final Dividend be and is hereby approved; and

   (b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as such director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.

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

   "**THAT** a general authority be granted to the Directors to declare and pay an interim dividend for the six months ending June 30, 2026 out of the credit standing to the Company's share premium account to the shareholders of the Company during the period from the date of passing of this resolution until December 31, 2026 if and when the Directors consider appropriate, subject to the applicable provisions of the Companies Act (as amended) of the Cayman Islands."

By Order of the Board
Mr. Xu Bingzhong
Chairman of the Board and
Chief Executive Officer

Hong Kong and Singapore, April 22, 2026

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.

2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877 (email: shareregistry@incorp.asia) not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Tuesday, May 12, 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Monday, May 11, 2026 to Thursday, May 14, 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 Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 8, 2026 and the Company's Singapore share transfer agent, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877, before 5:00 p.m. (Singapore time) on Friday, May 8, 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the meeting will be Thursday, May 14, 2026.

5. In respect of resolutions numbered 2(A) to 2(D) above, Mr. He Daqing and Mr. Ler Soon Hock Leonard, being eligible, have offered themselves for re-election at the above meeting. Details of the above Directors who are subject to re-election and details of Ms. Lei Xing who is recommended for election at the Annual General Meeting are set out in Appendix I to the circular dated April 22, 2026.

6. In respect of the resolution numbered 5 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.

7. In respect of resolution numbered 4 above, the Directors wish to state that they will only exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interests of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated April 22, 2026.

8. Resolution numbered 6 will be proposed to the shareholders of the Company for approval provided that resolutions numbered 4 and 5 are passed by the shareholders of the Company.

9. Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the articles of association of the Company, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

10. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated April 22, 2026 of which this notice relates.