THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your Shares in THAC Group (Holdings) Limited (the "**Company**"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker, registered dealer in securities or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

THAC Group (Holdings) Limited
一木集團(控股)有限公司

(formerly known as Classified Group (Holdings) Limited)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8232)

PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES AND SELL TREASURY SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2026 annual general meeting of the Company ("**AGM**") to be held at Room 09, 12/F., Kwong Sang Hong Centre, 151 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Monday, 7 September 2026 at 11:30 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for use by the shareholders at the AGM is enclosed.

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

This circular together with a form of proxy will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at www.classifiedgroup.com.hk.

30 July 2026

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

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

CONTENTS

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

"2025/26 Annual Report"	the annual report of the Company for the fifteen months ended 31 March 2026 which has been published on the websites of the Stock Exchange and the Company on 30 July 2026
"AGM"	the annual general meeting of the Company to be held at Room 09, 12/F., Kwong Sang Hong Centre, 151 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Monday, 7 September 2026 at 11:30 a.m. for the purpose of considering and if thought fit, approving, *inter alia*, the resolutions contained in the notice of AGM which is set out on pages 18 to 23 of this circular
"Articles"	the articles of association of the Company as amended, supplemented or modified from time to time
"Associate(s)"	has the meaning ascribed to this term under the GEM Listing Rules
"Auditor"	the auditor of the Company for the time being
"Board"	the board of Directors
"CCASS"	has the same meaning as defined in the GEM Listing Rules
"Cayman Companies Act"	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	THAC Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM (stock code: 8232)
"Controlling shareholder(s)"	has the meaning ascribed to this term under the GEM Listing Rules
"Core connected person(s)"	has the meaning as defined in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	the GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM

"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"INED(s)"	the independent non-executive Director(s)
"Issue Mandate"	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares and/or sell or transfer treasury shares (if any) up to a maximum of 20% of the aggregate number of issued Shares (excluding treasury shares, if any) of the Company in issue as at the date of passing of the relevant resolution at the AGM
"Latest Practicable Date"	22 July 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"PRC"	the People's Republic of China, which for the purpose of this circular shall exclude Hong Kong, Taiwan, and Macau Special Administrative Region
"Repurchase Mandate"	a general unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares with the aggregate number of Shares not exceeding 10% of the aggregate number of issued Shares of the Company (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of HK$0.2 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended from time to time
"Treasury shares"	has the same meaning as defined in the GEM Listing Rules and as amended from time to time
"%"	per cent

THAC Group (Holdings) Limited
一木集團(控股)有限公司

(formerly known as Classified Group (Holdings) Limited)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8232)

Executive Directors:
Mr. KWOK Chun Kwan *(Chairman)*
Mr. CHAN Benson
Ms. HO Helen Kayee

Independent Non-executive Directors:
Mr. WONG Ho Shing Samson
Ms. CHAN Sheung Yu
Mr. LAU Kelly

Registered office in the Cayman Islands:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Headquarter and principal place of business in Hong Kong:
Room 09, 12/F.,
Kwong Sang Hong Centre,
151 Hoi Bun Road, Kwun Tong,
Kowloon, Hong Kong

30 July 2026

To the Shareholders

Dear Sirs or Madams,

**PROPOSAL FOR
GENERAL MANDATES TO ISSUE SHARES AND
SELL TREASURY SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate and (ii) the re-election of the retiring Directors.

The purpose of this circular is to give you notice of the AGM and to provide you with the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

RESOLUTION: ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with the additional Shares pursuant to the annual general meeting on 25 June 2025. The general mandate would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by the Articles or any other applicable laws to hold its next annual general meeting; or (c) when revoked, varied or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, a total of 55,750,000 Shares were in issue. An ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to allot, issue and deal with additional Shares and/or sell or transfer treasury shares not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares, if any) of the Company as at the date of passing the relevant resolution. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company will be allowed under the Issue Mandate to issue new Shares and/or sell or transfer treasury shares for a maximum of 11,150,000 Shares.

RESOLUTION: REPURCHASE MANDATE

The Directors have been granted a general unconditional mandate to exercise the power of the Company to repurchase Shares pursuant to the annual general meeting on 25 June 2025. The repurchase mandate would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by the Articles or any other applicable laws to hold its next annual general meeting; or (c) when revoked, varied or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the existing repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to exercise all the powers of the Company to purchase or repurchase Shares not exceeding 10% of the aggregate number of the issued Shares of the Company (excluding treasury shares, if any) as at the date of passing the relevant resolution.

The Company had in issue an aggregate of 55,750,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and in accordance with the terms therein, the Company will be allowed to repurchase a maximum of 5,575,000 Shares on the basis that no further Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM.

An explanatory statement giving the particulars required under Rule 13.08 of the GEM Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution is set out in Appendix I to this circular.

RESOLUTION: EXTENSION OF THE ISSUE MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the Issue Mandate to allot and issue Shares and/or sell or transfer treasury shares by an amount of Shares representing the aggregate number of Shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares of the Company (excluding treasury shares, if any) as at the date of passing the resolution for approving the Repurchase Mandate.

RESOLUTIONS: RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of three executive Directors, namely Mr. KWOK Chun Kwan ("**Mr. Kwok**"), Mr. CHAN Benson ("**Mr. Chan**") and Ms. HO Helen Kayee ("**Ms. Ho**"); and three INEDs, namely Mr. WONG Ho Shing Samson ("**Mr. Wong**"), Ms. CHAN Sheung Yu ("**Ms. Chan**") and Mr. LAU Kelly ("**Mr. Lau**").

On 30 September 2025, Mr. Kwok, Mr. Chan and Ms. Ho were respectively appointed as, amongst other things, the executive Directors and Mr. Wong, Ms. Chan and Mr. Lau were respectively appointed as INEDs. Pursuant to Article 83(3) of the Articles, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

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

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

Accordingly, Mr. Kwok, Mr. Chan, Ms. Ho, Mr. Wong, Ms. Chan and Mr. Lau shall retire at the AGM and being eligible, offer themselves for re-election.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of the INEDs. All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 5.09 of the GEM Listing Rules and have provided to the Company an annual written confirmation of his / her independence. The Nomination Committee had also considered a range of diversity factors including age, education and cultural background, professional expertise, industry experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

The biographical details of above mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITOR

BDO Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The estimated audit fee agreed with BDO Limited for the audit of the Company's financial results for the year ending 31 March 2027 ranged between HK$480,000 and HK$550,000. This estimate is based on discussions between the Company and BDO Limited, taking into account various factors, including (i) the Company's size, complexity and risk profile; (ii) the proposed work scope; (iii) the proposed audit timetable and (iv) the auditor's resources required to perform the audit, which are expected to be similar to those in the financial period ended 31 March 2026. The estimated audit fee is based on the facts and circumstances known at the relevant time and is provided for illustrative purposes only. The estimated audit fee may be subject to adjustment prior to the final determination by the Company and BDO Limited.

The Board (which agreed with the view of the Audit Committee of the Company) recommended that, subject to the approval of the Shareholders at the AGM, BDO Limited be reappointed as the external auditors of the Company for the year ending 31 March 2027.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at Room 09, 12/F., Kwong Sang Hong Centre, 151 Hoi Bun Road, Kwun Tong, Hong Kong on Monday, 7 September 2026 at 11:30 a.m. is set out on pages 18 to 23 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the adoption of audited consolidated financial statements and the reports of the Directors and the Auditors, the re-election of retiring Directors, the authorisation of the Board to fix the remuneration of the Directors, the re-appointment of Auditors, the granting of the Issue Mandate, the granting of the Repurchase Mandate and the extension of the Issue Mandate.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of 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.

VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM, in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules, on the results of the poll on all resolutions voted at the AGM.

RECOMMENDATION

The Directors believe that the adoption of audited consolidated financial statements and the reports of the Directors and the Auditors, the re-election of retiring Directors, the authorisation of the Board to fix the remuneration of the Directors, the re-appointment of the Auditor, the proposed grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders. The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Repurchase Mandate 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 and will only be exercised when the Directors believe that such repurchase of Shares will benefit the Company and the Shareholders. An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital requirements or the gearing levels of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of all resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 2 September 2026 to Monday, 7 September 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 1 September 2026 for registration. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is Monday, 7 September 2026.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
THAC Group (Holdings) Limited
KWOK Chun Kwan
Chairman and Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, a total of 55,750,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the date of the AGM, exercise in full of the Repurchase Mandate, on the basis of 55,750,000 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 5,575,000 Shares being repurchased by the Company.

3. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

Subject to the compliance with the GEM 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. The Shares so repurchased may be cancelled but the aggregate amount of authorized share capital will not be reduced.

4. SOURCE OF FUNDS

The Company is empowered by the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Cayman Companies Act, the GEM Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

Any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorized by the Articles and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorized by the Articles and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital.

The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2026, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell any of their Shares to the Company or its subsidiaries pursuant to the Repurchase Mandate.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Company is authorized to make repurchases of the Shares.

7. THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best knowledge of the Directors, THAC Group (BVI) Limited, a controlling Shareholder which is 53% owned by Mr. Kwok Chun Kwan, an executive Director and the chairman of the Board, held a beneficial interest in 39,291,625 Shares, representing approximately 70.48% of the total number of issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date. By virtue of the SFO, Mr. Kwok Chun Kwan is deemed, or taken to be interested in the Shares held by THAC Group (BVI) Limited in the Company. Ms. Ho Helen Kayee is the spouse of Mr. Kwok Chun Kwan and she is deemed to be interested in all the Shares in which Mr. Kwok Chun Kwan is interested by virtue of the SFO.

In the event that the Directors exercise the Repurchase Mandate in full the power of the Company to repurchase Shares (and assuming all such repurchased Shares are subsequently cancelled), the interest of the controlling Shareholder in the Company would be increased to approximately 78.31% of the aggregate number of issued Shares (excluding treasury shares, if any) and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the number of the Shares which are in the hands of the public falling below 25% of the total number of the issued Shares (excluding treasury shares, if any) (or such other percentage as may be prescribed as the minimum public shareholding under the GEM Listing Rules).

8. EXERCISE OF POWERS TO MAKE REPURCHASE

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

To the extent that any treasury shares are 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 shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that: (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

9. SHARE PRICES

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

	Price per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
July	2.720	1.400
August	5.180	2.120
September	4.970	3.550
October	4.470	2.290
November	2.960	1.730
December	2.540	1.960
2026		
January	2.510	1.850
February	1.920	1.550
March	1.650	1.420
April	1.300	0.760
May	1.080	0.750
June	0.990	0.660
July (up to the Latest Practicable Date)	0.830	0.690

10. SHARE REPURCHASES MADE BY THE COMPANY

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

11. NO UNUSUAL FEATURES

The Company confirms that neither the explanatory statement set out in this Appendix nor the Repurchase Mandate has any unusual features.

Set out below are the biographical details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Mr. KWOK Chun Kwan ("**Mr. Kwok**"), aged 37, is the Company's Chairman, an executive Director of the Company. Mr. Kwok joined the Group on 30 September 2025. Mr. Kwok obtained a hospitality management diploma with Honors in American Hotel & Lodging Educational Institute in 2008. Mr. Kwok possesses strong strategic vision and extensive experience in business management, with over 15 years in Hong Kong's food and beverage industry. Since 2025, Mr. Kwok has been serving as the vice chairperson of the board of directors of Yan Oi Tong.

Mr. CHAN Benson ("**Mr. Chan**"), aged 37, is an executive Director and is primarily responsible for the Group's business development. Mr. Chan joined the Group on 30 September 2025. Mr. Chan obtained a bachelor's degree from the University of California, Irvine in 2009. He has approximately 8 years of experience in the food and beverage industry in Hong Kong.

Ms. HO Helen Kayee ("**Ms. Ho**"), aged 36, is an executive Director and joined the Group on 30 September 2025. Ms. Ho obtained a hospitality management diploma with Honors in American Hotel & Lodging Educational Institute in 2012. She has approximately 8 years of experience in the food and beverage industry in Hong Kong.

Mr. Kwok, Mr. Chan and Ms. Ho have each entered into a director's service agreement with the Company for a term of three years subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The director's service agreement can be terminated by either party giving three months' notice in writing. Each of Mr. Kwok, Mr. Chan and Ms. Ho is entitled to annual director remuneration package of HK$360,000.

Mr. Kwok beneficially owns 53% equity interest in THAC Group (BVI) Limited, which directly holds 39,291,625 issued Shares, representing approximately 70.48% of the total number of issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date. By virtue of the SFO, Mr. Kwok is deemed to be interested in all the Shares held by THAC Group (BVI) Limited. Ms. Ho is the spouse of Mr. Kwok and accordingly she is deemed to be interested in all the Shares in which Mr. Kwok is interested by virtue of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WONG Ho Shing Samson ("**Mr. Wong**"), aged 41, was appointed as an independent non-executive Director on 30 September 2025. Mr. Wong obtained a Bachelor of Business (Management) from RMIT University, Melbourne in 2010, a Master of Public Administration from the University of Management and Technology, and a Doctor of Business Administration from Apollos University in 2020.

Mr. Wong was admitted as a Fellow of the Institute of Public Accountants on 2 September 2020 (with fellow advancement certified on 12 October 2020) and was awarded the Fellow Certified Management Accountant (FCMA) designation by The Institute of Certified Management Accountants in July 2020. He has also been admitted as an international affiliate of the Hong Kong Institute of Certified Public Accountants since March 2021.

Mr. Wong has served in management positions at various multinational and local enterprises, overseeing departments including human resources, administration, finance, legal, and operations. His industry experience spans finance, food and beverage, real estate development and property management, e-commerce and big data, as well as beauty and health medicine. In 2017, Mr. Wong was awarded an Honorary Fellowship by the Hong Kong Institution of Building and Services Engineers. Mr. Wong is also a certified expert in cross-border labor relations in the Guangdong–Hong Kong–Macao Greater Bay Area. In addition, Mr. Wong serves as a member of the Chongqing Municipal Committee of the Chinese People's Political Consultative Conference and as a Hong Kong-Macao affairs adviser, the Chairman of the Greater Bay Area Human Resources and Management Association, and the Subcommittee Chairman of the Eastern District Fire Services Committee of the Government of the Hong Kong Special Administrative Region, contributing policy advice to the Mainland and HKSAR governments.

Ms. CHAN Sheung Yu ("**Ms. Chan**"), aged 39, was appointed as an independent non-executive Director on 30 September 2025. Ms. Chan obtained a Master's degree in Marketing Management from Aston University in the United Kingdom in 2010, and she was awarded a Bachelor's degree in Business Administration and Mathematics in 2008. In terms of professional qualifications, Ms. Chan has passed the Certified Anti-Money Laundering Specialist (CAMS) examination administered by the Association of Certified Anti-Money Laundering Specialists (ACAMS). She also holds the Certified ESG Analyst (CESGA) credential awarded by the CFA Institute and is a Certified ESG Planner (CEP®) recognized in Hong Kong.

Ms. Chan, has over 10 years of experience in auditing and financial fields. Ms. Chan has been serving as an independent non-executive director of Prosperity Group International Limited (a company listed on the Stock Exchange with stock code: 1421) since December 2024, GBA Group Limited (a company listed on the Stock Exchange with stock code: 261) since July 2023 and GME Group Holdings Limited (a company listed on the GEM of the Stock Exchange with the stock code: 8188) since May 2026. And previously served as an independent non-executive Director for WS-SK Target Group Limited (a company listed on the Stock Exchange with stock code: 8427) from December 2024 to August 2025 and DreamEast Group Limited (a company listed on the Stock Exchange with stock code: 593) since January 2024 to October 2025.

Ms. Chan is currently the Chief Financial Officer of Kindness and Welfare Charity Limited since March 2023. Prior to her current role, Ms. Chan worked at Harvest Holdings Company from March 2017 to August 2019, where she held the position of Business Development Manager. She also worked at Nanyang Commercial Bank from July 2014 to March 2017, where she served as an internal auditor before leaving the company. Ms. Chan currently serves as an Audit Services Consultant for the Hong Kong Audit Management Institute. She has previously held positions as a member of the Lung Tong Area Committee under the Home Affairs Department of the HKSAR Government, and as a member of the Advisory Panel on Television and Radio Broadcasting for the Communications Authority (OFCA) of Hong Kong.

Mr. LAU Kelly ("**Mr. Lau**"), aged 47, was appointed as an independent non-executive Director on 30 September 2025. Mr. Lau has worked with the Hong Kong Police Force for twelve years between December 1998 and July 2010, receiving commendations from Secretary of Civil Service and Secretary of Home Affairs for highly rated performances during his tenure. Mr. Lau mainly worked at the Police Headquarters in Public Relations strategies and Criminal Investigations. Mr. Lau has been trained as a detective specializing in the fields of commercial crime and financial investigations.

Subsequently, Mr. Lau worked with Easy Finance Limited as principal consultant between May 2011 and October 2015, responsible for all regulatory and legal compliances. Mr. Lau was also a chief executive officer and executive director, compliance officer and authorized representative for HMVOD Limited, a company listed on the GEM of the Stock Exchange (stock code: 8103) between December 2015 and December 2020.

Mr. Lau is currently an independent non-executive director for Pinestone Capital Limited, a company listed on the Main Board of the Stock Exchange (stock code: 804) from September 2022. Mr. Lau is also an advisor to EYT3, a private company proactively in the field of cyber security detection and response, AML investigation and data-analytics from October 2022. Mr. Lau is also an advisor to the financial services team at Forvis Mazars in Hong Kong from June 2024. Forvis Mazars is a global professional services network across 100 countries providing audit & assurance, tax, advisory and consulting services across the globe. Mr. Lau also serves as the honorary president of the Hong Kong Police Force Junior Police Call (Eastern District), and also serves as a committee member of the Eastern District Road Safety Campaign Committee.

Mr. Wong, Ms. Chan and Mr. Lau have each entered into a letter of appointment with the Company for a term of one year, commencing from 30 September 2025, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The letter of appointment can be terminated by either party giving one month's prior notice in writing. Each of Mr. Wong, Ms. Chan and Mr. Lau is entitled to an annual director's fee of HK$72,000.

Each of the directors remuneration was determined by the Board on recommendation by the remuneration committee of the Company with reference to his\her duties and responsibilities with the Company, the Company's performance and market conditions.

GENERAL

Save as disclosed above, none of the above Directors:

(i) held any other positions in any members of the Group as at the Latest Practicable Date;

(ii) had any other relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date;

(iii) had any interest in the Shares within the meaning of Part XV of the SFO; and

(iv) held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no information in relation to the above Directors that needs to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of GEM Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of GEM Listing Rules.

THAC Group (Holdings) Limited
一木集團(控股)有限公司

(formerly known as Classified Group (Holdings) Limited)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8232)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of THAC Group (Holdings) Limited (the "**Company**") will be held at Room 09, 12/F., Kwong Sang Hong Centre, 151 Hoi Bun Road, Kwun Tong, Hong Kong on Monday, 7 September 2026 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the Company's directors (the "**Directors**") and the independent auditors of the Company for the fifteen months ended 31 March 2026.

2. To re-elect Mr. KWOK Chun Kwan as an executive Director.

3. To re-elect Mr. CHAN Benson as an executive Director.

4. To re-elect Ms. HO Helen Kayee as an executive Director.

5. To re-elect Mr. WONG Ho Shing Samson as an independent non-executive Director.

6. To re-elect Ms. CHAN Sheung Yu as an independent non-executive Director

7. To re-elect Mr. LAU Kelly as an independent non-executive Director.

8. To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

9. To re-appoint BDO Limited as the independent auditor of the Company and authorise the Board to fix its remuneration.

10. "**THAT**:

    (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional unissued shares in the capital of the Company and/or to sell or transfer treasury shares (has the meaning ascribed thereto under the GEM Listing Rules and as amended from time to time) of the Company (the "**Treasury Shares**") and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as amended from time to time) (the "**GEM Listing Rules**") be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined in paragraph (d) below);

(c) the aggregate number of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) and Treasury Shares sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); (ii) the exercise of the rights of subscription or conversion under the terms of any warrants which may be issued by the Company or any securities which are convertible into shares; (iii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees, officers, Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and (iv) any scrip dividend or similar arrangement providing for allotment and issue of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of the existing issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

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

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

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.

"**Rights Issue**" means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company)."

11. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to purchase or repurchase shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Companies Law of the Cayman Islands, the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to procure the Company to purchase or repurchase its shares or securities at a price determined by the Directors;

(c) the aggregate number of the shares of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the issued shares of the Company (excluding Treasury Shares, if any) at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

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

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

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

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate."

12. As special business, to consider and, if thought fit, pass the following resolutions (with or without amendments) as ordinary resolution:

"**THAT** conditional upon resolutions no. 10 and no. 11 above being passed (with or without amendments), the general and unconditional mandates granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in resolution no. 10 above be and is hereby extended by the addition thereto the number of shares representing the aggregate number of shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under resolution no. 11 above, provided that such number of shares shall not exceed 10% of the aggregate number of the issued shares of the Company (excluding Treasury Shares, if any) as at the date of the passing of this resolution."

By order of the Board
THAC Group (Holdings) Limited
KWOK Chun Kwan
Chairman and Executive Director

Hong Kong, 30 July 2026

Registered office in the Cayman Islands:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Headquarter and principal place of business in Hong Kong:
Room 09, 12/F.,
Kwong Sang Hong Centre,
151 Hoi Bun Road, Kwun Tong,
Kowloon, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the AGM shall be entitled to appoint one or if he is a holder of two or more shares of the Company, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person in the AGM to represent the member. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.

2. Where there are joint registered holders of any share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes 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 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 notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

4. To ascertain the members' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 2 September 2026 to Monday, 7 September 2026, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 1 September 2026. The record date for determining the eligibility of the Shareholders for attending and voting at the AGM is Monday, 7 September 2026.

5. An explanatory statement containing further details regarding resolution no. 11 above is set out in Appendix I to the circular of the Company dated 30 July 2026.

6. Biographical details of the retiring Directors are set out in Appendix II to the circular of the Company dated 30 July 2026.

7. Members of the Company or their proxies or their corporate representatives shall produce documents of their proof of identity when attending the AGM.

8. If Typhoon Signal No. 8 or above, or an announcement of "extreme conditions" by the Government of Hong Kong in accordance with the revised "Code of Practice in Times of Typhoon and Rainstorms" issued by the Hong Kong Labour Department in June 2019 or a "black" rainstorm warning is in effect in Hong Kong any time after 6:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of Company at www.classifiedgroup.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Chairman and Executive Director is Mr. KWOK Chun Kwan and the Executive Directors are Mr. CHAN Benson and Ms. HO Helen Kayee; and the Independent Non-executive Directors are Mr. WONG Ho Shing Samson, Ms. CHAN Sheung Yu and Mr. LAU Kelly.

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This notice will remain on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the "Latest Listed Company Information" page for at least seven days from the date of its posting and on the Company's website at www.classifiedgroup.com.hk.