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

If you have sold or transferred all your shares in Renze Harvest International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01282)

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at Room 2308, 23/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 October 2025 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hk1282.com). Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such case, the proxy form shall be deemed to be revoked.

23 September 2025

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 26 August 2025 in relation to the Placing
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the laws of the Cayman Islands
“Company”	Renze Harvest International Limited 中澤豐國際有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 1282)
“Completion”	completion of the Placing in accordance with the terms and conditions of the Placing Agreement
“Completion Date”	no later than third Business Days following the satisfaction of all the conditions set out in the Placing Agreement (or such later date as may be agreed between the Company and the Placing Agent to the Placing Agreement in writing)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and approve, among others, the Placing Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate for the allotment and issue of the Placing Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Independent Third Party(ies)”	third party(ies) independent of, not connected or acting in concert (as defined in The Hong Kong Code on Takeovers and Mergers and Share Buy-backs) with any directors, chief executive or substantial shareholder(s) of the Company or its subsidiaries and any of their respective associates
“Last Trading Day”	25 August 2025, being the last trading day for the Shares prior to the date of the Placing Agreement
“Latest Practicable Date”	23 September 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the main board on the Stock Exchange
“Long Stop Date”	the date falling the 21st day after the EGM or such later date as the Company and the Placing Agent may agree in writing
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Placee(s)”	any individual(s), corporation(s) and/or institutional or professional investor(s) procured by or on behalf of the Placing Agents or its agent(s) to subscribe for any of the Placing Shares
“Placing”	the placing of up to 2,320,000,000 Placing Shares on a best effort basis on and subject to the terms and conditions set out in the Placing Agreement
“Placing Agent”	Glory Sun Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activity under the SFO, is a wholly-owned subsidiary of the Company
“Placing Agreement”	the conditional placing agreement dated 25 August 2025 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.128 per Placing Share
“Placing Share(s)”	a maximum of up to 2,320,000,000 new Shares to be placed pursuant to the Placing Agreement

DEFINITIONS

“PRC”	the People’s Republic of China which, and for the sole purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Registrar”	Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, whose office is at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Specific Mandate”	the specific mandate to be granted by the Shareholders at the EGM to allot and issue a maximum of 2,320,000,000 Placing Shares pursuant to the terms and conditions of the Placing Agreement
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



中澤豐國際有限公司

RENZE HARVEST INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01282)

Executive Directors:

Mr. Li Minbin

Ms. Liu Jiaxin

Non-executive Director:

Mr. Zhang Chi (*Acting Chairman*)

Independent Non-executive Directors:

Ms. Zhao Yizi

Ms. Zhang Juan

Mr. Chan Manwell

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal place of business

in Hong Kong:

Room 2308, 23/F.

China Resources Building

26 Harbour Road, Wanchai

Hong Kong

23 September 2025

To the Shareholders

Dear Sir or Madam,

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the Announcement in relation to, among others, the Placing.

The purpose of this circular is to (i) provide you with further information regarding the Placing and (ii) to give you the notice of the EGM to be convened for the purpose of considering and, if thought fit, approving the relevant resolution in connection with the Placing, the allotment and issue of the Placing Shares pursuant to the Specific Mandate and the transactions contemplated thereunder.

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

On 26 August 2025 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent conditionally agrees, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owner(s) (if applicable) shall be Independent Third Parties to subscribe for up to 2,320,000,000 Placing Shares at the Placing Price of HK\$0.128 per Placing Share.

LETTER FROM THE BOARD

Details of the Placing Agreement are set out below:

The Placing Agreement

Date : 26 August 2025 (after trading hours)

Parties : (i) the Company (as issuer); and

(ii) Glory Sun Securities Limited (as placing agent).

Placing commission

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive a placing commission of 1% of the aggregate Placing Price for the Placing Shares actually placed by the Placing Agent. The placing commission was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares.

The terms of the Placing Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions. The Directors consider that the terms of the Placing, including the placing commission, are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

Placees

The Placing Shares will be placed to not less than six Placees who shall be individuals, corporation(s) and/or institutional or professional investor(s) who and whose ultimate beneficial owners are independent of and not connected with the Company, the connected persons of the Company and their respective associates. Upon Completion, it is expected that none of the Placees will become a substantial Shareholder. Pursuant to the Placing Agreement, the Placing Agent will use its best endeavour to ensure that none of the Placees to be procured by the Placing Agent will, immediately upon Completion, become a substantial Shareholder (within the meaning of the Listing Rules).

As at the Latest Practicable Date, no Placee has been identified. As advised by the Placing Agent, they will approach their existing customer base and liaison network to identify potential Placees.

Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the completion of the Placing, the maximum of 2,320,000,000 Placing Shares represent (i) approximately 86.6% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 46.4% of the issued share capital of the Company as enlarged by the allotment and issue of the maximum of 2,320,000,000 Placing Shares.

LETTER FROM THE BOARD

The aggregate nominal value of the Placing Shares under the Placing (assuming the maximum number of the Placing Shares is placed) will be HK\$23.2 million.

Placing Price

The Placing Price of HK\$0.128 per Placing Share represents:

- (i) a discount of approximately 15.8% to the closing price of HK\$0.152 per Share as quoted on the Stock Exchange on 26 August 2025, being the date of the Placing Agreement;
- (ii) a discount of approximately 19.4% to the average closing price of approximately HK\$0.1588 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Placing Agreement;
- (iii) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 9.0%, represented by the theoretical diluted price of approximately HK\$0.1445 per Share to the benchmarked price of approximately HK\$0.1588 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of the Announcement of HK\$0.152 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the Last Trading Day of HK\$0.1588 per Share); and
- (iv) a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 9.0% which is the same as the theoretical dilution effect calculated in (iii) above as the Company had not conducted any fund raising activities (rights issues, open offers and/or specific mandate placings) involving the issue of its equity securities in the 12 months immediately preceding the date of the Announcement.

The Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price, conditions and the recent trading performance of the Shares, in particular:

- (i) the low average trading volume of approximately 2,446,000 Shares during the 3-month period prior and up to the date of the Placing Agreement (the "**Review Period**") with average daily trading volume amounting to approximately 0.09% of the total number of issued Shares as at the date of the Placing Agreement, which indicates low liquidity; and
- (ii) the prevailing closing prices of the Shares during the Review Period and up to the date of the Placing Agreement which ranged from HK\$0.105 to HK\$0.175.

LETTER FROM THE BOARD

The Directors considered that the Review Period is appropriate and reasonable as it has generated a reasonable and meaningful samples size from 66 trading days to reflect the market trading volume prior to the date of the Placing Agreement. Such trading volume data were included without filtering so that it represented a fair view of the recent trading pattern of the Shares. In view of the above, and having considered the prevailing trading performances of the Shares and the low average daily trading volume during the Review Period as well as the recent market conditions as of the date of the Placing Agreement, the Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Ranking of the Placing Shares

The Placing Shares, when allotted and issued, will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Placing Shares.

Conditions

The Placing is conditional upon the fulfilment of the following conditions:

- (i) the passing of necessary resolution(s) by the shareholders of the Company who are allowed to vote under the Listing Rules of the relevant resolution(s) to approve the Placing Agreement and the transactions contemplated hereunder, including the grant of the Specific Mandate at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in and which have not been subsequently revoked prior to completion of the Placing Agreement, the Placing Shares; and
- (iii) all necessary consents and approvals to be obtained on the part of the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained.

If the foregoing conditions are not fulfilled on or prior to the Long Stop Date, being the 21st day after the EGM (or such later date as may be agreed between the Company and the Placing Agent), the Placing Agreement shall be terminated and none of the parties to the Placing Agreement shall have any claim against the other for any costs or losses. As at the Latest Practicable Date, none of the above conditions have been fulfilled. Application will be made to the Stock Exchange for the listing of and permission to deal in the securities.

Completion

Completion shall take place on the Completion Date, being not later than the third Business Days following the satisfaction of all the conditions set out in the Placing Agreement (or such other date as may be agreed between the parties to the Placing Agreement in writing).

LETTER FROM THE BOARD

Termination

The Placing Agent may terminate the Placing Agreement without liability to the Company by giving notice in writing to the Company at any time prior to 10:00 a.m. on the Completion Date if:

- (i) any material breach of any of the representations, warranties and undertakings set out in the Placing Agreement;
- (ii) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof;
- (iii) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date of the Placing Agreement and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions;
- (iv) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise;
- (v) a change or development involving a prospective change in taxation in Hong Kong, Cayman Islands or the implementation of exchange controls which shall or might materially and adversely affect the Group (as a whole) or its present or prospective shareholders in their capacity as such; or
- (vi) any change or deterioration in the conditions of local, national or international securities markets occurs.

In the event that the Placing Agent terminates the Placing Agreement pursuant to the above, all obligations of each of the parties under the Placing Agreement, shall cease and determine and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Placing Agreement except for any breach arising prior to such termination.

The Directors are not aware of the occurrence of any of the above events as at the Latest Practicable Date.

LETTER FROM THE BOARD

CHANGES IN SHAREHOLDING STRUCTURE

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (assuming the maximum number of the Placing Shares is placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out as below:

Shareholders	(i) As at the date of this announcement		(ii) Upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
China Grand Developments Limited (<i>Note 1</i>)	800,000,000	29.85	800,000,000	16.00
The Placees	–	–	2,320,000,000	46.40
Other public shareholders	<u>1,880,000,000</u>	<u>70.15</u>	<u>1,880,000,000</u>	<u>37.60</u>
Total	<u>2,680,000,000</u>	<u>100</u>	<u>5,000,000,000</u>	<u>100</u>

Notes:

1. China Grand Developments Limited is wholly-owned by Mr. Ma Jianghao.
2. Pursuant to the Placing Agreement, the Placing Agent will use its best endeavour to ensure that none of the Placees to be procured by the Placing Agent will, immediately upon Completion, become a substantial Shareholder (within the meaning of the Listing Rules) and the Placees will become public shareholders of the Company upon Completion.

FUND-RAISING DURING THE PAST TWELVE MONTHS

The Company had not conducted any equity fund-raising activities involving issue of securities in the past twelve months immediately prior to the date of the Announcement. As at the Latest Practicable Date, other than the Placing, the Company does not have any fundraising plan for the upcoming 12 months.

REASONS FOR AND BENEFITS OF THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the business of automation, property investment and development, financial services, and securities investment.

The gross proceeds from the Placing will be HK\$297.0 million (assuming all the Placing Shares are fully placed). The net proceeds, after deduction of relevant expenses (including but not limited to placing commission, legal expenses and disbursements) of approximately HK\$3.3 million, are estimated to be approximately HK\$293.7 million, representing a net issue price of approximately HK\$0.127 per Placing Share.

LETTER FROM THE BOARD

Having reviewed the latest audited consolidated financial statements of the Company for the year ended 31 December 2024 and the six months ended 30 June 2025 (“6M2025”), the Directors note that:

- (i) the Company recorded a loss for the year ended 31 December 2024 (“FY2024”) of approximately HK\$319.6 million as compared to the profit for the year ended 31 December 2023 (“FY2023”) of approximately HK\$55.3 million. The decrease in the profit for FY2024 as compared to the FY2023 was primarily due to the fair value loss on investment properties of approximately HK\$280,741,000 during FY2024;
- (ii) as mentioned in the annual report of the Company for FY2024, the operating loss of the property investment and development segment was approximately HK\$425.6 million in FY2024, compared to the operating loss of approximately HK\$249.5 million recorded in FY2023. The overall economy of 2024 remained weak due to the ongoing downturn of the property sector, and there was a decline in the operating condition of a small number of tenants in the Group’s property projects;
- (iii) the net cash used in the Group’s operating activities for the FY2024 amounted to approximately HK\$158.8 million;
- (iv) as at 31 December 2024, the Company has cash and balances in the amount of approximately HK\$777.7 million, loans and advances of HK\$147.3 million, trade receivables of HK\$268.2 million, prepayments, deposits and other receivables of HK\$290.2 million, finance lease receivables of HK\$8.3 million and pledged bank deposits of HK\$146.1 million; while the short-term obligation primarily composed of HK\$1,066.4 million in trade and bill payables, HK\$653.2 million in accruals and other payables, HK\$1,277.0 million in short-term borrowings. The immediate liquidity needs are substantial, largely driven by significant short-term borrowings and payables; and
- (v) as at 30 June 2025, the Company has cash and balances in the amount of approximately HK\$981.3 million, loans and advances of HK\$85.6 million, trade receivables of HK\$333.6 million, prepayments, deposits and other receivables of HK\$325.9 million, finance lease receivables of HK\$7.9 million and pledged bank deposits of HK\$36.6 million; while the short-term obligation primarily composed of HK\$1,076.0 million in trade and bill payables, HK\$634.7 million in accruals and other payables, HK\$1,068.9 million in short-term borrowings. The immediate liquidity needs are still substantial.

In view of the financial condition and performance of the Group in FY2024 and 6M2025, the Directors consider it necessary to seek additional source of funding to secure and maintain a sufficient amount of general working capital to support and facilitate the Group’s existing business and operating activities, and that the Placing represents a good opportunity to broaden the capital base of the Company and raise capital for the Group’s business operations.

Subject to completion of the Placing and assuming all the 2,320,000,000 Placing Shares are fully placed, it is expected that the maximum gross proceeds and net proceeds (after deduction of placing commission and other expenses of the Placing) from the Placing will be approximately HK\$297.0 million and HK\$293.7 million, respectively. On such basis, the net issue price will be approximately HK\$0.127 per

LETTER FROM THE BOARD

Placing Share. The Company intends to apply approximately 80% of the net proceeds (i.e. approximately HK\$234.9 million, assuming the Placing Shares are fully placed) from the Placing for repayment of the Group's outstanding other loans, which the contractual annual interest rate of such loans ranged from 6.0% to 8.0%, with maturity period of within one year or on demand. The original use of these borrowing proceeds of the other loans were general working capital of the Group such as procurement of inventory, payment to suppliers and employees, and the maintenance of necessary cash reserves for ongoing operations. The remaining 20% will be applied as general working capital of the Group in particular to settle the trade and bills payables to suppliers.

The Placing will proceed on a best-effort basis, in the event of an undersubscription of the Placing, any unplaced New shares will not be issued by the Company and the size of the Placing will be reduced. In the event of an undersubscription, the net proceed from the Placing will first be utilised for the repayment of the outstanding amount of the Group's indebtedness.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide funding to the Group to repay indebtedness and interest expenses of the Group and finance its working capital needs. The Placing also represents a good opportunity to broaden the Shareholders' base and the capital base of the Company without any interest burden. Moreover, the net proceeds will strengthen the Group's financial position to meet the repayment obligation of the Group's indebtedness. As a result, this could allow the Group to preserve its existing available financial resources for future development of the Group.

The Board has considered other alternative fund-raising methods such as debt financing, rights issue or open offer. The Board considered that debt financing may incur further interest burden on the Group and may be subject to lengthy due diligence and negotiations with the banks with reference to the Group's financial position and the then financial market condition and it may be relatively uncertain and time-consuming and the Company considers that the Group's ability to obtain additional borrowings from commercial banks at more favourable terms is limited. On the other hand, in terms of other equity fund raising feasibility, rights issue or open offer may also involve relatively substantial time and cost to complete as compared to the equity financing through issue of the new Shares under Specific Mandate. The lead time for the Placing is expected to be relatively shorter as it generally involves less complicated documentation and procedural requirements as compared to rights issue or open offer of Shares which involves the despatch of prospectus and the period for acceptance and payment of rights Shares/offer Shares, which the Directors consider the Placing to be more appropriate choice.

Given the immediate liquidity needs are substantial, the Group will continue to adhere to its established strategy to further recover liquidity. Currently, the Group has listed the Joyous Square with an area of approximately 22,867.96 square meters in Ganzhou Taigu Plaza on Alibaba Asset Platform for public auction. It is expected that the Group's financial position will be further improved if the auction is successfully completed. In addition, the Group stepped up its efforts and will continue to revitalize its properties held for sales, adopting various methods such as whole sale, whole lease and public auction. Also, the Company continues to negotiate with lenders for renewal of the Group's current borrowings. Given the resilient macroeconomic backdrop and the Company's growth, the Company intends to renew existing loans upon expiration under substantially similar terms and/or renew and obtain credit facilities as a backup liquidity source. Based on the positive interim results of 6M2025, apart from the net proceeds from the Placing, the Group has sufficient liquid assets to run its business, and the ability to fulfil its debt obligation.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors) consider that the terms and conditions of the Placing Agreement are fair and reasonable and are on normal commercial terms and the Placing is in the interest of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Placing Shares will be allotted and issued under the Specific Mandate and the Placing will be subject to the Shareholders' approval at the EGM. The Placing will not result in a theoretical dilution effect of 25% or more on its own or when aggregated. As such, the theoretical dilution impact of the Placing is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

The Placing Shares will be allotted and issued under the Specific Mandate and the Placing will be subject to the Shareholders' approval at the EGM.

The Placing is subject to the Shareholders' approval at the EGM. The Placing Shares will be allotted and issued under the Specific Mandate and the Placing will be subject to the Shareholders' approval at the EGM.

EGM

A EGM will be held and convened for the purpose of considering and, if thought fit, approving the Placing Agreement and the transaction contemplated thereunder, including allotment and issue of the Placing Shares, and grant of the Specific Mandate.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders and their respective close associates has any material interest in the Placing, the Placing Agreement, the allotment and issue of the Placing Shares pursuant to the Specific Mandate and the transactions contemplated thereunder and no Shareholder will be required to abstain from voting on the relevant resolution(s) to approve the Placing, the Placing Agreement, the allotment and issue of the Placing Shares pursuant to the Specific Mandate and the transactions contemplated thereunder at the EGM.

A notice for convening the EGM to be held at Room 2308, 23/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on Wednesday, 15 October 2025 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for the EGM is also enclosed with this circular. Whether or not you intend to be present at the EGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the EGM. The completion of a form of proxy will not preclude you from attending and voting at the EGM in person.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the resolution set out in the notice of the EGM will be voted by poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

In order to determine members who are entitled to attend the EGM, the transfer books and register of members will be closed from Thursday, 9 October 2025 to Wednesday, 15 October 2025, both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the EGM, all registered holders of shares of the Company should ensure that all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 8 October 2025. The record date for determining the entitlement to attend and vote at the EGM is Wednesday, 15 October 2025.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Placing, the Placing Agreement, the allotment and issue of the Placing Shares pursuant to the Specific Mandate and the transactions contemplated thereunder are fair and reasonable and in the interest of the Company and the Shareholders as a whole and so recommend all Shareholders to vote in favour of the resolutions to be proposed at the EGM.

STATEMENT OF RESPONSIBILITY

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

MISCELLANEOUS

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

The Placing is conditional upon satisfaction of its conditions in the Placing Agreement. Accordingly, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

For and on behalf of the Board
Renze Harvest International Limited
Zhang Chi
Acting Chairman

NOTICE OF THE EGM



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01282)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a extraordinary general meeting (the “**EGM**”) of Renze Harvest International Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at Room 2308, 23/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 October 2025 at 11:00 a.m. for the purpose of considering and if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional placing agreement (the “**Placing Agreement**”) dated 26 August 2025 and entered into between the Company as issuer and Glory Sun Securities Limited as the placing agent in relation to the placing of up to 2,320,000,000 shares of the Company (the “**Placing Shares**”) at the placing price of HK\$0.128 per Placing Share (a copy of the Placing Agreement having been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Placing Shares) be and are hereby approved, confirmed and ratified;
- (b) the board of Directors be and is hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Placing Shares, subject to and in accordance with the terms and conditions of the Placing Agreement; and
- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Placing Agreement, and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

Yours faithfully,

For and on behalf of the Board

Renze Harvest International Limited

Zhang Chi

Acting Chairman

Hong Kong, 23 September 2025

NOTICE OF THE EGM

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:

Room 2308, 23/F.
China Resources Building
26 Harbour Road, Wanchai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll vote may be given either personally or by proxy. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the EGM was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The Company's register of members will be closed during the period from Thursday, 9 October 2025 to Wednesday, 15 October 2025, both days inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 8 October 2025.
8. The voting at the EGM (or any adjournment thereof) shall be taken by way of poll.

As at the date of this circular, the Board comprises two executive directors, namely Mr. Li Minbin and Ms. Liu Jiaxin; one non-executive director, namely Mr. Zhang Chi; and three independent non-executive directors, namely Ms. Zhao Yizi, Ms. Zhang Juan and Mr. Chan Manwell.

In case of any inconsistency, the English version of this circular shall prevail over the Chinese version.