THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Reliance Global Holdings Limited, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or the transferee or to the licensed securities dealer, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

RELIANCE GLOBAL HOLDINGS LIMITED
信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

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

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

A notice convening the AGM to be held as a physical meeting at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Thursday, 24 September 2026 at 10:30 a.m. or any adjournment thereof is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the AGM, you are requested to complete and sign the enclosed proxy form in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM (i.e. at or before 10:30 a.m. on Tuesday, 22 September 2026 (Hong Kong time) or any adjournment thereof (as the case may be)). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy form shall be deemed to be revoked.

Reference to time and dates in this circular are to Hong Kong time and dates.

* *For identification purpose only*

26 August 2026

CONTENTS

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

"AGM"	annual general meeting of the Company to be held at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Thursday, 24 September 2026 at 10:30 a.m. or any adjournment thereof
"AGM Notice"	notice convening the AGM set out on pages 15 to 19 of this circular
"Board"	board of Directors
"Bye-laws"	bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
"CCASS"	Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	Reliance Global Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 723)
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and deal with new Shares (including any sale and transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution for approving such mandate
"Latest Practicable Date"	21 August 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange

"Preferred Share(s)"	convertible preferred share(s) of HK$0.01 each in the share capital of the Company carrying rights to convert into Shares
"Repurchase Mandate"	general mandate to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution for approving such mandate
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

In the event of any inconsistency, the English text of this circular, the AGM Notice and the accompanying proxy form shall prevail over the Chinese text.

RELIANCE GLOBAL HOLDINGS LIMITED
信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

Executive Directors:
Mr. Yang Zheng *(Chairman & Chief Executive* Officer)
Ms. Yiu Wai Yee, Catherine

Independent Non-Executive Directors:
Mr. Fung Kim Shun
Ms. Han Li
Mr. Lin Wei Qiao

Registered Office:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Room 2401A, 24th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

26 August 2026

To the Shareholders, and for information only, holders of the Preferred Shares,

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information relating to (i) the general mandates to issue and to repurchase Shares and to extend the general mandate to allot, issue and deal with Shares by adding to it the number of Shares repurchased; (ii) the re-election of retiring Directors; and (iii) the re-appointment of auditor.

* *For identification purpose only*

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

As at the Latest Practicable Date, the Company had 1,093,841,518 Shares in issue and the Company did not hold any treasury shares. Assuming that there is no change in the number of the issued Shares during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Issue Mandate will be 218,768,303 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 109,384,151 Shares.

The Issue Mandate and the Repurchase Mandate shall continue in force during the period from the date of passing of the Issue Mandate and the Repurchase Mandate ending on the earliest of (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required to be held by law or by the Bye-laws; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing information relating to the Repurchase Mandate as required by Rule 10.06(1)(b) of the Listing Rules is set out in Appendix I to this circular. This explanatory statement provides the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution in relation to the granting of the Repurchase Mandate. The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

(2) RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Bye-law 87(2) of the Bye-laws, Ms. Yiu Wai Yee, Catherine ("**Ms. Yiu**") and Mr. Fung Kim Shun ("**Mr. Fung**") will retire at the AGM and being eligible, offer themselves for re-election.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular.

Mr. Fung, being an Independent Non-Executive Director eligible for re-election at the AGM, has provided to the Company the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. Fung has been appointed as Independent Non-Executive Director of the Company since December 2024. The Board considered that Mr. Fung remains independent as he has not involved in the daily management of the Company and there are no relationships or circumstances which will interfere Mr. Fung with the exercise of his independent judgement. The Board also considered that Mr. Fung has the required character, integrity and experience to continuously fulfill his role as Independent Non-Executive Director of the Company effectively. The Board has assessed and reviewed the annual confirmation of independence from Mr. Fung and is satisfied that Mr. Fung meets the independence guidelines set out in Rule 3.13 of the Listing Rules. The Board believes that Mr. Fung's skills and knowledge, and experience in the Company's affairs will continue to benefit the Board, the Company and the Shareholders as a whole.

Based on the aforesaid, the Board formed the view that Mr. Fung will continue to maintain independent views of the Company's affairs, and will continue to bring his relevant knowledge and experience to the Board so as to enhance the diversity of the Board, and should be eligible for re-election.

In accordance with Bye-law 89 of the Bye-laws, if a Shareholder wishes to nominate a person to stand for election as a director at the AGM, notice of his/her intention to propose such person for election as a director and the notice executed by the nominated candidate of his/her willingness to be elected together with that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules which must be validly served to the Company at Room 2401A, 24th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong during the period from 27 August 2026 to 2 September 2026 (both dates inclusive). Upon receiving a valid nomination, a supplemental circular containing information of the candidate(s) proposed by Shareholder(s) will be published as soon as practicable.

(3) RE-APPOINTMENT OF THE AUDITOR

Pursuant to Bye-law 155(1) of the Bye-laws, upon the recommendation of the Audit Committee, the Board proposes to re-appoint Crowe (HK) CPA Limited as the auditor of the Company at the AGM and to hold office until the conclusion of the next annual general meeting of the Company. At the AGM, an ordinary resolution will be proposed for the re-appointment of auditor of the Company and to authorise the Board to fix the remuneration of the auditor.

Based on the assumption that the expected audit scope, audit timetable and auditors' resources required for the year ending 31 March 2027 ("**FY2027**") will be similar to those for the year ended 31 March 2026, the audit service fee for FY2027 is estimated to range from approximately HK$1.38 million to HK$1.42 million and the non-audit service fee for interim review for the period ending 30 September 2026 is estimated to range from approximately HK$150,000 to HK$155,000. The final service fees shall be agreed between the Company and Crowe (HK) CPA Limited on an arm's length basis, if the re-appointment of Crowe (HK) CPA Limited as the auditor of the Company is approved by the Shareholders at the AGM.

THE AGM

The AGM Notice is set out on pages 15 to 19 of this circular. A proxy form for use at the AGM is enclosed.

For determination of the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (both days inclusive), during which period no transfer of Shares will be effected.

In order to be eligible to attend and vote at the AGM, all unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Friday, 18 September 2026. The record date for the purpose of determining the entitlement of the Shareholders to attend and vote at the AGM is therefore Thursday, 24 September 2026.

A proxy form is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and sign the proxy form in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the AGM (i.e. at or before 10:30 a.m. on Tuesday, 22 September 2026 (Hong Kong time) or any adjournment thereof (as the case maybe)). Completion and return of the proxy form will not preclude Shareholders from attending and voting at the AGM or any adjourned meeting (as the case may be) should they so wish and in such event, the proxy form shall be deemed to be revoked.

VOTING BY WAY OF POLL

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 of the 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 chairman of the AGM will put the resolutions set out in the AGM Notice to be voted by way of poll pursuant to Bye-law 66 of the Bye-laws. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the AGM. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the AGM.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the above proposed resolutions referred to in this circular and the AGM Notice are all in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

Yours faithfully
For and on behalf of the Board
Reliance Global Holdings Limited
Yang Zheng
Chairman & Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,093,841,518 Shares in issue and the Company did not hold any treasury shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 109,384,151 Shares (i.e. not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the ordinary resolution granting the Repurchase Mandate). The Shares to be repurchased must be fully paid up.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Company's constitutive documents and the laws of the jurisdiction in which the Company is incorporated or otherwise established. Bermuda laws provide that funds used for a repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for that purpose. The amount of premium, if any, payable on a repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

4. EFFECT OF EXERCISE OF THE REPURCHASE MANDATE

In the event that the proposed share repurchases were to be carried out in full, it may have a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the Company's audited consolidated financial statements for the year ended 31 March 2026, being the date to which the latest published audited consolidated financial statements of the Company have been made up). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. If the Company holds any treasury shares, any sale or transfer of treasury shares will be subject to the terms of the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of Bermuda. Treasury shares held by the Company will only be resold on the market when the Directors believe that a resale thereof is in the interests of the Company and the Shareholders as a whole.

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 the treasury shares are appropriately identified and segregated and 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 would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS, (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; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is approved, to sell any Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the proposed Repurchase Mandate is approved.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more in the issued Shares:

Name of Shareholders	Capacity and nature of interest	Number of Shares held/ interested	Approximate % of interest As at the Latest Practicable Date	Approximate % of interest If the Repurchase Mandate is exercised in full
Yang Zheng	Interest of controlled corporation	244,435,994 *(Note)*	22.35%	24.83%
Able King International Group Limited ("**Able King**")	Interest of controlled corporation	244,435,994 *(Note)*	22.35%	24.83%
Champion Alliance Enterprises Limited ("**Champion Alliance**")	Beneficial owner	244,435,994 *(Note)*	22.35%	24.83%

Note:

These interests were held by Champion Alliance, a wholly-owned subsidiary of Able King which in turn was wholly-owned by Mr. Yang. Mr. Yang was also the sole director of Champion Alliance and Able King. Accordingly, Mr. Yang and Able King were deemed to be interested in 244,435,994 Shares under the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would increase to approximately the respective percentages set out in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, none of the Shareholders above is obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to the Latest Practicable Date are as follows:

	Share Price	
Month	**Highest**	**Lowest**
	(HK$)	*(HK$)*
2025		
August	0.420	0.235
September	0.360	0.220
October	0.370	0.140
November	0.255	0.201
December	0.340	0.181
2026		
January	0.350	0.240
February	0.295	0.246
March	0.345	0.180
April	0.238	0.210
May	0.275	0.233
June	0.250	0.200
July	0.248	0.186
August (up to the Latest Practicable Date)	0.250	0.198

Details of the Directors who are required to retire at the AGM according to the Bye-laws and who, being eligible, offer themselves for re-election at the AGM are as follows:

(1) Ms. Yiu Wai Yee, Catherine ("Ms. Yiu"), *Executive Director*

Ms. Yiu, aged 58, joined the Group as Project Director and was appointed as Executive Director in April 2024. Ms. Yiu is also a member of the Executive Committee and a director of various subsidiaries of the Company. She was the Company Secretary of the Company from November 2024 to September 2025. Ms. Yiu holds a Bachelor of Commerce degree from the University of Toronto in Canada. She completed a programme in Executive Master of Business Administration and holds a Master of Business Administration degree from The Chinese University of Hong Kong. Ms. Yiu is a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants of Ontario. Ms. Yiu is a seasoned professional accountant with extensive management experience in the education industry. Ms. Yiu had worked as a professional accountant for international accounting firm and an investment bank.

Save as disclosed above, Ms. Yiu did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Ms. Yiu does not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Ms. Yiu does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is an employment contract entered into between a subsidiary of the Company and Ms. Yiu. According to the employment contract, Ms. Yiu is not appointed for any specific length or proposed length of service and her term of service shall continue unless and until terminated by either party by giving to the other two months' prior notice in writing or payment in lieu. The directorship of Ms. Yiu is subject to retirement by rotation and re-election pursuant to the Bye-laws. Under the employment contract of Ms. Yiu, she is entitled to receive a basic salary of HK$840,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on her qualifications, experience, level of responsibilities undertaken and prevailing market conditions. Ms. Yiu is also entitled to receive discretionary bonus or other benefits to be decided by the Remuneration Committee and the Board having regard to Ms. Yiu's and the Company's performance. The remuneration of Ms. Yiu is subject to annual review by the Remuneration Committee and the Board. The emolument of Ms. Yiu for the year ended 31 March 2026 amounted to approximately HK$738,000. Save as disclosed above, Ms. Yiu is not entitled to receive any other kinds of remuneration from the Company or any member of the Group.

Save as disclosed above, there is no other information of Ms. Yiu that needs to be disclosed under Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Ms. Yiu's re-election.

(2) Mr. Fung Kim Shun ("Mr. Fung"), *Independent Non-Executive Director*

Mr. Fung, aged 58, joined the Company as an Independent Non-Executive Director in December 2024. Mr. Fung is also a member of the Audit Committee and the Remuneration Committee and the chairman of the Nomination Committee. Mr. Fung serves as vice secretary of Zhang Xueliang Foundation and honorary advisor of Hong Kong Chaodai Guo Clan Association. Mr. Fung served in the Hong Kong Police Force for 19 years. He graduated from the Detective Training School of the Hong Kong Police in May 1997. Mr. Fung mainly worked in the Hong Kong Police Force, including intelligence group, serious crime group and anti-triad group.

Mr. Fung was appointed as an independent non-executive director of Lamtex Holdings Limited (a company incorporated in Bermuda with limited liability whose shares were previously listed on the Main Board of the Stock Exchange with stock code: 1041 and was delisted with effect from 22 April 2022) ("**Lamtex**") from 28 August 2020 to 8 October 2021. Based on publicly available information, Lamtex, together with its subsidiaries, were principally engaged in the business of securities trading and investment, securities brokerage and provision of securities margin finance, property investment, hotel operation, loan financing services and trading and manufacturing of electronic products. Neither Lamtex nor any of its subsidiaries is related to the Group.

On 11 March 2021, Lamtex was ordered to be wounded up ("**Winding-up Order**") by the High Court of the Hong Kong (the "**High Court**") in HCCW 263/2020 pursuant to the provisions of the Companies (Winding-up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Joint and several liquidators were appointed for Lamtex on 12 May 2021. The Winding-up Order and the appointment of liquidators falls under an event described in Rule 13.51(2)(l) of the Listing Rules. At all relevant times, Mr. Fung had no involvement in the day-to-day operation or management of Lamtex. As at the Latest Practicable Date, based on the information publicly available, the liquidation procedure of Lamtex is still ongoing.

A writ of summons (the "**Writ**") was issued on 18 March 2022 against, among others, Mr. Fung as a former independent non-executive director of Lamtex. To the best knowledge and belief of the Company, the Writ alleged, among others, various breaches of duties, contracts and applicable laws and regulations but it did not set out the basis or the specific incidents supporting the allegations therein. Further, Mr. Fung confirmed that (i) he was not aware of the matters alleged in the Writ, and (ii) he was never served any notice of proceedings or the Writ, which might not be served later than 12 calendar months beginning with the date unless renewed by order of the High Court and was considered as expired. In view of (i) his appointment subsequent to the date of petition of winding up of Lamtex on 20 August 2020 and no involvement in the day-to-day operation and management in Lamtex during his time as an independent non-executive director of Lamtex, (ii) the fact that the plaintiff has not served the Writ on Mr. Fung and the Writ has expired without renewal by order of the High Court; and (iii) there were not any act of dishonesty, fraud or other circumstances that may cast doubt on the integrity of Mr. Fung, the Company believes that Mr. Fung remains suitable to be an Independent Non-Executive Director under Rules 3.08 and 3.09 of the Listing Rules.

Save as disclosed above, Mr. Fung did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Fung does not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Fung does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders.

There is a letter of appointment entered into between the Company and Mr. Fung. According to the letter of appointment, Mr. Fung's term of service is fixed at a term of twelve-month period which automatically renews for successive twelve-month periods unless terminated by either party in writing prior to the expiry of the term. The directorship of Mr. Fung is subject to retirement by rotation and re-election pursuant to the Bye-laws. Mr. Fung is entitled to receive a director's fee of HK$120,000 per annum which has been recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The director's fee of Mr. Fung is subject to annual review by the Remuneration Committee and the Board. The emolument of Mr. Fung for the year ended 31 March 2026 amounted to approximately HK$120,000. Save as disclosed above, Mr. Fung is not entitled to receive any other kinds of remuneration from the Company or any member of the Group.

Save as disclosed above, there is no other information of Mr. Fung that needs to be disclosed under Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Fung's re-election.

RELIANCE GLOBAL HOLDINGS LIMITED
信保環球控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of Reliance Global Holdings Limited (the "**Company**") will be held as a physical meeting at 24/F, OfficePlus @Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Thursday, 24 September 2026 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and of the auditor for the year ended 31 March 2026.

2. To re-elect the retiring directors and to authorise the Board of Directors to fix the remuneration of the directors of the Company.

3. To re-appoint Crowe (HK) CPA Limited as auditor of the Company and to authorise the Board of Directors to fix its remuneration.

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) "**THAT**:

(a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued ordinary shares in the share capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) (if any) out of treasury) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* *For identification purpose only*

(b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements or options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into shares of the Company) during the Relevant Period (as hereinafter defined) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the total number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) (if any) out of treasury) (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

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

(ii) the exercise of options under a share option scheme of the Company;

(iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Bye-laws of the Company from time to time,

shall not exceed 20% of the total number of shares of the Company in issue (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 purpose of this resolution:

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

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

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

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting.

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

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

(B) "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares in the share capital of the Company, subject to and in accordance with the Bye-laws of the Company, and the applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

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

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

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

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution passed by the shareholders of the Company in general meeting."

(C) "**THAT**:

conditional upon the passing of the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting (the "**Notice**"), the general mandate granted to the directors of the Company (the "**Directors**") to allot, issue and deal with authorised and unissued ordinary shares in the share capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) (if any) out of treasury) pursuant to the resolution numbered 4(A) set out in the Notice be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted to the Directors pursuant to the resolution numbered 4(B) set out in the Notice, provided that such number of shares of the Company so repurchased shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares, if any) as at the date of passing of the said resolution."

By Order of the Board
Reliance Global Holdings Limited
Yang Zheng
Chairman & Chief Executive Officer

Hong Kong, 26 August 2026

Head Office and Principal Place of Business in Hong Kong:
Room 2401A, 24th Floor
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Registered Office:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is/are entitled to exercise the same powers on behalf of the member of the Company which he/she/it or they represent(s) as such member of the Company could exercise. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote at the Meeting.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, together with such evidence as the Board of Directors of the Company may require under the Bye-laws of the Company, shall be delivered to 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 as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument appointing a proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from subsequently attending and voting in person at the Meeting or any adjournment thereof or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote, either personally or by proxy, in respect of such share(s) of the Company as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that the vote of the senior holder 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. The register of members of the Company will be closed from Monday, 21 September 2026 to Thursday, 24 September 2026 (both days inclusive) for the purpose of determining the eligibility of the Shareholders to attend and vote at the Meeting. During the closure of the register of members of the Company, no transfer of Shares will be effected. In order to be eligible to attend and vote at the Meeting, all unregistered holders of the shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 18 September 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the Meeting is therefore Thursday, 24 September 2026.

7. The resolutions at the Meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

8. In case of Typhoon Signal no. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by the Government is/are in force in Hong Kong at or at any time after 6:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the websites of the Company and Hong Kong Exchanges and Clearing Limited to notify shareholders of the date, time and place of the adjourned meeting.

9. The Chinese version of this notice is for reference only. If there is any inconsistency between the English and the Chinese versions, the English version shall prevail.

10. References to time and dates in this notice are to Hong Kong time and dates.

11. As at the date of this notice, the Board of Directors of the Company comprises two Executive Directors, namely Mr. Yang Zheng (Chairman and Chief Executive Officer) and Ms. Yiu Wai Yee, Catherine; and three Independent Non-executive Directors, namely Mr. Fung Kim Shun, Ms. Han Li and Mr. Lin Wei Qiao.