

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult stockbrokers, licensed securities dealers or other registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

**If you have sold or transferred** all your shares in Joy Spreader Group Inc., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

---



**Joy Spreader Group Inc.**  
**樂享集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6988)**

### **PROPOSED CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the EGM of Joy Spreader Group Inc. to be held at Joy Spreader Group, Zone A, Building T18, Jiuxianqiao Diantong Creative Park, Chaoyang District, Beijing, the PRC on Wednesday, December 10, 2025 at 2:30 p.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](http://www.hkexnews.hk)) and the Company ([www.joyspreader.com](http://www.joyspreader.com)).

Whether or not you are able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. 2:30 p.m. on Monday, December 8, 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting thereof (as the case may be) if you so wish and in such event, the proxy form shall be deemed to be revoked. For the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the EGM of the Company.

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

November 21, 2025

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	EGM-1

---

## DEFINITIONS

---

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

“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“Company”	Joy Spreader Group Inc. (樂享集團有限公司) (stock code: 6988) (formerly known as Joy Spreader Interactive Technology. Ltd (樂享互動有限公司)), a company incorporated on February 19, 2019 as an exempted company with limited liability in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Joy Spreader Group, Zone A, Building T18, Jiuxianqiao Diantong Creative Park, Chaoyang District, Beijing, the PRC on Wednesday, December 10, 2025 at 2:30 p.m. or any adjournment thereof to consider and, if thought fit, to approve the resolution of EGM
“EGM Notice”	a notice convening the EGM which is set out on pages EGM-1 to EGM-2 of this circular
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
“PRC”	the People’s Republic of China
“Share(s)”	ordinary shares in the share capital of the Company with the nominal value of HK\$0.00001 per share
“Shareholder(s)”	the holder(s) of the Share(s)

---

## DEFINITIONS

---

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“treasury share(s)”

has the meaning ascribed to it under the Listing Rules

---

## LETTER FROM THE BOARD

---



### Joy Spreader Group Inc. 樂享集團有限公司

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 6988)

*Executive Directors:*

Mr. Zhu Zinan (*Chairman and Chief  
Executive Officer*)  
Mr. Cheng Lin  
Ms. Qin Jiabin

*Non-Executive Director:*

Mr. Wang Hongpeng

*Independent Non-Executive Directors:*

Mr. Tang Wei  
Mr. Fang Hongwei  
Mr. Huang Boyang

*Registered Office:*

Office of Sertus Incorporations  
(Cayman) Limited  
Sertus Chambers  
Governors Square, Suite #5-204  
23 Lime Tree Bay Avenue  
P.O. Box 2547, Grand Cayman  
KY1-1104, Cayman Islands

*Headquarters and Principal Place  
of Business in the PRC:*

Zone A, Building T18  
Jiuxianqiao Diantong Creative Park  
Chaoyang District, Beijing, PRC

*Principal Place of Business  
in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wanchai, Hong Kong

November 21, 2025

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to give you the EGM Notice and the information regarding the resolution to be proposed at the EGM in respect of the appointment of HLB Hodgson Impey Cheng Limited (“**HLB**”) as the auditor of the Company.

---

## **LETTER FROM THE BOARD**

---

### **PROPOSED CHANGE OF AUDITOR**

Reference is made to the announcement of the Company dated November 20, 2025 in relation to the change of the auditor of the Company.

As disclosed in the said announcement, Deloitte Touche Tohmatsu (“**Deloitte**”) has resigned as the auditor of the Company with effect from November 20, 2025.

The Board has resolved, having regard to the recommendation from the Audit Committee, to appoint HLB as the new auditor of the Company to fill the casual vacancy following the resignation of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company, subject to the passing of the relevant ordinary resolution by the Shareholders at the EGM.

The Audit Committee has considered a number of factors in assessing the appointment of HLB as the new auditor of the Company, including but not limited to (i) the audit proposal of HLB; (ii) its reputation in the market and track record; (iii) its experience, industry knowledge and technical competence in providing audit services for companies listed on the Stock Exchange; (iv) its resources and capability in completing audit work within the stipulated timeframe, including the scale and structure of the proposed audit team and its time commitments; (v) the appropriateness of the audit fees proposed by HLB taking into account (a) its reputation, qualifications, experience and its proposed annual scope, terms of engagement and other arrangements; (b) the audit fees proposed by other firms; and (c) the Company’s size, complexity and risk profile; (vi) its independence from the Group and objectivity; and (vii) the relevant guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered HLB independent, competent and capable (in terms of manpower, expertise, time and other resources) to perform a high quality audit, and hence eligible and suitable to act as the new auditor of the Company, and the audit fees proposed by HLB are commensurate with the extent of audit work required. The Board and the Audit Committee are of the view that the change of auditor would maintain the audit quality while enhance the cost-effectiveness and efficiency of the Company’s annual audit, and is in the interest of the Company and the Shareholders as a whole.

Accordingly, the Board proposes to seek the approval of the Shareholders at the EGM in relation to the appointment of HLB as the new auditor of the Company and the appointment of HLB as the new auditor of the Company shall come into effect upon approval of the Shareholders at the EGM.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, December 5, 2025 to Wednesday, December 10, 2025, both days inclusive, during which period no transfer of shares

---

## LETTER FROM THE BOARD

---

of the Company will be effected. In order to be entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, December 4, 2025.

### **EGM AND PROXY ARRANGEMENT**

Set out on pages EGM-1 to EGM-2 of this circular is the EGM Notice.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Such form of proxy is published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company ([www.joyspreader.com](http://www.joyspreader.com)). Whether or not you are able to attend the EGM, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of 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 if you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, the resolution set out in the EGM Notice will be voted by poll. Accordingly, the resolution to be proposed at the EGM will be voted by poll pursuant to Article 13.5 of the Articles of Association. An explanation of the detailed procedures for conducting a poll will be provided to the Shareholders at the EGM. The Company will publish an announcement of the poll results on the websites of the Stock Exchange and the Company after the EGM in accordance with Rule 13.39(5) of the Listing Rules.

Holders of treasury shares (if any) shall abstain from voting on matters requiring Shareholders' approval at the EGM of the Company.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is no Shareholder who has any material interest in the resolution to be proposed at the EGM and none of the Shareholders is required to abstain from voting on such resolution.

### **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 Group. 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.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider that the appointment of HLB as the new auditor of the Company referred to in this circular is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,  
By order of the Board  
**Joy Spreader Group Inc.**  
**Zhu Zinan**  
*Chairman*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



**Joy Spreader Group Inc.**  
**樂享集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6988)**

### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Joy Spreader Group Inc. (“**Company**”) will be held at Joy Spreader Group, Zone A, Building T18, Jiuxianqiao Diantong Creative Park, Chaoyang District, Beijing, the PRC on Wednesday, December 10, 2025 at 2:30 p.m. for the following purpose:

Unless otherwise stated, the capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated November 21, 2025 (the “**Circular**”), of which the notice convening the EGM shall form part.

#### ORDINARY RESOLUTION

“**THAT** HLB Hodgson Impey Cheng Limited be and is hereby appointed as the auditor of the Company with immediate effect and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By order of the Board  
**Joy Spreader Group Inc.**  
**Zhu Zinan**  
*Chairman*

Beijing, the PRC  
November 21, 2025

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Notes:*

- (1) In accordance with Rule 13.39(4) of the Listing Rules, all resolution set out in this notice will be voted by poll at the EGM. Accordingly, the chairman of the EGM will demand a poll on the resolution proposed at the EGM pursuant to Article 13.5 of the Articles of Association. Article 14.1 of the Articles of Association provides that on a poll, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his/her name in the register. An explanation of the detailed procedures for conducting a poll will be provided to Shareholders at the EGM. The results of the poll will be published on the websites of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.joyspreader.com](http://www.joyspreader.com)).
- (2) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it, and for the avoidance of doubt, holders of treasury shares (if any) shall abstain from voting at the EGM of the Company; a proxy need not be a shareholder of the Company.
- (3) In the case of joint holders of any Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (4) In order to be valid, a form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above EGM or not less than 48 hours before the time appointed for the holding of any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (5) For determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from December 5, 2025 (Friday) to December 10, 2025 (Wednesday), both days inclusive, during which period no transfer of shares of the Company will be effected. In order to be entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on December 4, 2025 (Thursday).
- (6) Where gale warning (orange typhoon warning or above), rainstorm warning (orange rainstorm warning or above), extreme weather conditions or other similar event is or are in force at 7:30 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.joyspreader.com](http://www.joyspreader.com)) to notify the Shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board comprises Mr. Zhu Zinan, Mr. Cheng Lin and Ms. Qin Jiabin as executive Directors; Mr. Wang Hongpeng as non-executive Director; and Mr. Tang Wei, Mr. Fang Hongwei and Mr. Huang Boyang as independent non-executive Directors.*