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白居易
BAIJUYI

白居易控股集團有限公司
Baijuyi Holdings Group Limited
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8081)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**Meeting**") of Baijuyi Holdings Group Limited ("**Company**") will be held at 10 a.m. on Thursday, 25 June 2026 at Poolside Zone 1, 2/F, Royal View Hotel, 353 Castle Peak Road, Ting Kau, Tsuen Wan, Hong Kong, for the following purposes:

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

2. (a) To re-elect Mr. Xiao Zhengjun as an executive director of the Company;

   (b) To re-elect Mr. Chan Ming Kit as an independent non-executive director of the Company;

   (c) To re-elect Mr. Tong Hin Sum, Paul as an independent non-executive director of the Company; and

   (d) To authorise the board of directors of the Company to fix the remuneration of the Directors.

3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company ("**Directors**") during the Relevant Period (as defined below) of all the powers of the Company to purchase (or agree to purchase) its shares ("**Shares**") in the capital of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**"), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended), and all other applicable laws of Bermuda in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of Shares to be repurchased or agreed to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares (excluding treasury Shares, if any) on the date of passing of this resolution and the said approval shall be limited accordingly;

(c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

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

(ii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and

(iii) 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."

5. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the authorised and unissued Shares (including any sale or transfer of treasury Shares (if any) out of treasury) and to make or grant offers, agreements or options, including warrants to subscribe for Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements or options, including warrants to subscribe for Shares, during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury Shares (if any) out of treasury) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

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

(ii) the exercise of any options granted under a share option scheme adopted by the Company;

(iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares (including the sale and/or transfer of treasury shares (if any) out of treasury) in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

(aa) 20 per cent. of the number of issued Shares (excluding treasury Shares, if any) on the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares (excluding treasury Shares, if any) on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(e) for the purposes of this resolution:

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

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

(ii) the revocation or variation of the authority given to the Directors under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; and

(iii) 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;

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

6. "**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening the Meeting ("**Notice**"), the general mandate granted to the Directors referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate (including any sale or transfer of treasury Shares (if any) out of treasury) of an amount representing the number of Shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10 per cent. of the number of issued Shares (excluding treasury Shares, if any) on the date of the passing of this resolution."

To consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

7. "**THAT** the second amended and restated bye-laws of the Company in the form of the document marked "A" produced to the Meeting and, for the purpose of identification, signed by the chairman of the Meeting, which restates the existing amended and restated bye-laws of the Company to reflect all of the proposed amendments referred to in Appendix III to the circular of the Company dated 1 June 2026, be and is hereby approved and adopted as the second amended and restated bye-laws of the Company in substitution for, and to the exclusion of, the existing amended and restated bye-laws of the Company with immediate effect after the close of the Meeting, and that the Directors be and are hereby authorised to do all things necessary to implement the adoption of the second amended and restated bye-laws of the Company."

On behalf of the Board
Baijuyi Holdings Group Limited
Ng Ting Ho
Chairman

1 June 2026

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
31/F, Tower Two,
Times Square,
1 Matheson Street,
Causeway Bay,
Hong Kong

Notes:

1. All resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("**GEM Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.

2. The record date for the purpose of determining the shareholders who are entitled to attend and vote at the Meeting shall be Thursday, 25 June 2026. To ascertain a member's entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Thursday, 18 June 2026.

3. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor 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.

5. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 10 a.m. on Tuesday, 23 June 2026 or not less than 48 hours before the time appointed for holding any adjourned or postponed Meeting.

6. 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 or postponed Meeting in cases where the Meeting was originally held within 12 months from such date.

7. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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.

8. Completion and delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment or postponement thereof if the member so wish and, in such case, the instrument appointing a proxy previously submitted shall be deemed to be revoked.

9. If a tropical cyclone warning signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning is in force at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company (www.bjyholdings.com) and the Stock Exchange's website (www.hkexnews.hk) to notify the shareholders of the Company of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders of the Company should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.

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

As at the date of this notice, the Board comprises (i) one non-executive Director, namely Mr. Ng Ting Ho; (ii) two executive Directors, namely, Mr. Fong Chak Kiu and Mr. Xiao Zhengjun; and (iii) four independent non-executive Directors, namely Mr. Wong Siu Keung, Joe, Mr. Chan Ming Kit, Mr. Tong Hin Sum Paul and Ms. Sun Xiao.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at http://www.hkexnews.hk for a minimum period of seven days from the date of publication and on the website of the Company at http://www.bjyholdings.com.