

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 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 UJU HOLDING LIMITED (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or 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 transferee(s).

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UJU HOLDING LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1948)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
PROPOSED ADOPTION OF CHINESE NAME;
PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening AGM of the Company to be held at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC, on Tuesday, May 31, 2022 at 10:00 a.m. is set out on pages 33 to 38 of this circular. A form of proxy for use at the AGM is also enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed (i.e. Sunday, 29 May 2022 at 10:00 a.m.) for holding the AGM 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 in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

Beijing, April 27, 2022

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC, on Tuesday, May 31, 2022 at 10:00 a.m. or any adjournment thereof;
“Articles of Association”	the amended and restated articles of association of the Company conditionally adopted on October 8, 2021 and effective on November 8, 2021 and as amended from time to time
“AGM Notice”	the notice convening the AGM set out on pages 33 to 38 of this circular;
“Audit Committee”	the audit committee of the Board;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	UJU HOLDING LIMITED, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“Companies Act”	the Companies Act (as revised) of the Cayman Islands;
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Ma Xiaohui, SUPREME Development Limited, VAST BUSINESS (BVI) GLOBAL LIMITED and AURA INVESTMENT HOLDINGS LIMITED;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate

DEFINITIONS

“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the total number of issued Shares as at the date of the resolution granting the general mandate at the AGM;
“Latest Practicable Date”	April 21, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	November 8, 2021, the date on which dealing in Shares first commenced on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Main Board”	the main board of the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Memorandum”	the amended and restated memorandum of association of the Company conditionally adopted on October 8, 2021 and effective on November 8, 2021 and as amended, supplemented or otherwise modified from time to time;
“New Amended and Restated Memorandum and Articles of Association”	the second amended and restated Memorandum and Articles of Association proposed to be adopted by the Company at the AGM;
“Nomination Committee”	the nomination committee of the Board;

DEFINITIONS

“PRC”	The People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Proposed Adoption of Chinese Name”	the proposed adoption of the Chinese name “优矩控股有限公司” as the dual foreign name of the Company;
“Proposed Adoption of New Amended and Restated Memorandum and Articles of Association”	the proposed adoption of the New Amended and Restated Memorandum and Articles of Association;
“Remuneration Committee”	the remuneration committee of the Board;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum number equivalent to 10% of the total number of issued Shares as at the date of the resolution granting the repurchase mandate at the AGM;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	share(s) in the share capital of the Company with a nominal or par value of US\$0.01 each;
“Share Option Scheme”	the share options scheme of the Company conditionally adopted by the Company on October 8, 2021;
“Shareholder(s)”	holder(s) of Share(s);
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time;
“US\$”	US dollars, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD

UJU HOLDING LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1948)

Executive Directors:

Mr. Ma Xiaohui (*Chairman*)

Mr. Peng Liang (*Chief Executive Officer*)

Ms. Luo Xiaomei (*Chief Financial Officer*)

Independent Non-executive Directors:

Mr. Zhang Peiao

Ms. Lin Ting

Mr. Wang Wenping

Registered Office in the Cayman Islands:

P.O. Box 31119

Grand Pavilion, Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Headquarters and Principal Place

of Business in the PRC:

4/F, Building G

Dongfengdebi WE AI Innovative Park

8 Dongfeng South Road,

Chaoyang District

Beijing, PRC, 100050

Place of Business in Hong Kong:

28/F., Henley Building

No. 5 Queen's Road Central

Central, Hong Kong

April 27, 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
RE-ELECTION OF THE RETIRING DIRECTORS;
PROPOSED ADOPTION OF CHINESE NAME;
PROPOSED ADOPTION OF NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated April 21, 2022 in relation to the Proposed Adoption of Chinese Name and Proposed Adoption of New Amended and Restated Memorandum and Articles of Association.

LETTER FROM THE BOARD

The purposes of this circular are to provide you with details of the resolutions to be proposed at the AGM relating to: (i) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors; (ii) the proposed re-election of the retiring Directors; (iii) the Proposed Adoption of Chinese Name; (iv) the Proposed Adoption of the New Amended and Restated Memorandum and Articles of Association; and (v) the declaration of final dividend and to give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

PROPOSED GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the written resolutions passed by all Shareholders on October 8, 2021, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares with an aggregate number of Shares of not exceeding the sum of not exceeding 20% of the aggregate number of issued Shares immediately following completion of the Hong Kong public offering and the international offering (the “**Global Offering**”) and the capitalization issue but excluding any Shares which may be issued pursuant to the exercise of the over-allotment option; (b) a general unconditional mandate to repurchase Shares with an aggregate number of Shares not exceeding 10% of the aggregate number of issued Shares immediately following the completion of the Global Offering and the capitalization issue but excluding any Shares which may be issued pursuant to the exercise of the over-allotment option; and (c) the power to extend the general mandate to allot, issue and deal with Shares pursuant to (a) above to include the number of Shares which may be repurchased pursuant to (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (i) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and securities convertible to Shares subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted must not exceed 20% of the number of issued Shares as at the date of the resolution granting the Issue Mandate at the AGM;
- (ii) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares up to a maximum number equivalent to 10% of the number of issued Shares as at the date of the resolution granting the Repurchase Mandate at the AGM; and
- (iii) subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, to grant the Extension Mandate to the Directors to increase the total number of Shares and securities convertible to Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 5 to 7 as set out in the notice of the AGM contained in pages 33 to 38 of this circular.

LETTER FROM THE BOARD

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate shall only continue in force until:

- (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or
- (iii) revoked or varied by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 600,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be allotted and issued and/or repurchased by the Company prior to the AGM, the Directors will be allowed to allot, issue and otherwise deal with a maximum of 120,000,000 Shares, representing 20% of the total number of issued Shares as at the date of the resolution granting the Issue Mandate at the AGM. Further, subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be allotted and issued and/or repurchased by the Company prior to the AGM, the Directors will be allowed to repurchase a maximum of 60,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the resolution granting the Repurchase Mandate at the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Ma Xiaohui, Mr. Peng Liang and Ms. Luo Xiaomei and the independent non-executive Directors are Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping.

By virtue of Article 108(a) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

LETTER FROM THE BOARD

By virtue of Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.

In accordance with Articles 108(a) and 112 of the Articles of Association, Mr. Ma Xiaohui, Mr. Peng Liang, Ms. Luo Xiaomei, Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping (the “**Retiring Directors**”) shall retire by rotation and, being eligible, offer themselves for re-election, at the AGM.

Nomination Procedure

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process with reference to the professional experience, skills, knowledge, age, gender, education, cultural background and length of service of the proposed candidates, as well as the Company’s needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

To enhance the quality of the performance of the Board and to achieve diversity on the Board, the Board adopted its board diversity policy on October 8, 2021, pursuant to which (i) all Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria and the attributes that they will bring to the Board to complement and enrich the competencies, experience and diversity of the Board; and (ii) a number of factors will be taken into account in determining whether board diversity can be achieved, including but not limited to professional experience, skills, knowledge, age, gender, education, cultural background and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Recommendation of the Nomination Committee

The Nomination Committee considered that the experience, skills and other perspectives of each of the Retiring Directors as set out in Appendix II to this circular can bring further contributions to the Board and its diversity. The Nomination Committee had also assessed and reviewed the independence of each of Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent to the Company. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the year ended December 31, 2021 based on the nomination policy of the Company and found their performance satisfactory.

In view of the above, the Board believes that the re-election of Mr. Ma Xiaohui, Mr. Peng Liang and Ms. Luo Xiaomei as the executive Directors, and Mr. Zhang Peiao, Ms. Lin Ting and Mr. Wang Wenping as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

In accordance with Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Retiring Directors are set out in Appendix II to this circular. Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) is disclosed in the corporate governance report set out in the annual report.

PROPOSED ADOPTION OF CHINESE NAME

As disclosed in the announcement of the Company dated April 21, 2022, the Board proposed to adopt the Chinese name of “*优矩控股有限公司*” as the dual foreign name of the Company.

Conditions of the Proposed Adoption of Chinese Name

The Proposed Adoption of Chinese Name is subject to the following conditions:

- (i) the passing of a special resolution by Shareholders approving the Proposed Adoption of Chinese Name at the AGM; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Adoption of Chinese Name by issuing a certificate of incorporation on adoption of dual foreign name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the AGM. Subject to the satisfaction of the conditions set out above, the Proposed Adoption of Chinese Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on adoption of dual foreign name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Reasons for the Proposed Adoption of Chinese Name

The Board considers that the Proposed Adoption of Chinese Name is in line with the Group's strategic and business development direction to further strengthen its presence in the Greater China market and to enhance its corporate image and identity. Accordingly, the Board considers that the Proposed Adoption of Chinese Name will benefit the Group's future business development and is in the best interests of the Company and its Shareholders as a whole.

Effect of the Proposed Adoption of Chinese Name

The Proposed Adoption of Chinese Name will not affect any rights of the Shareholders, the daily business operation of the Company and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Adoption of Chinese Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the English name and the dual foreign name of the Company. Upon the Proposed Adoption of Chinese Name becoming effective, all new share certificates will bear both the existing English name and the dual foreign name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the Company will adopt a Chinese stock short name for trading in the securities on the Stock Exchange upon the Proposed Adoption of Chinese Name becoming effective.

PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated April 21, 2022, the Board proposed to adopt the New Amended and Restated Memorandum and Articles of Association.

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from January 1, 2022 which requires, among others, listed issuers to adopt a uniform set of core shareholder protection standards. As such, the Board also proposes to amend and restate the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the Memorandum and Articles of Association in line with amendments made to the Listing Rules and applicable laws and procedures of the Cayman Islands; (ii) reflecting the Proposed Adoption of Chinese Name; and (iii) making certain minor housekeeping amendments to the Memorandum and Articles of Association for the purpose of clarifying existing practice and making consequential amendments in line with the proposed amendments, and to take effect upon the issuance of the certificate of incorporation on adoption of dual foreign name of the Company.

LETTER FROM THE BOARD

A summary of the major amendments to the Memorandum and Articles of Association are as follows:

- (i) to reflect the Proposed Adoption of Chinese Name by adding the Chinese name of the Company “优矩控股有限公司” to its existing Company name “UJU HOLDING LIMITED”;
- (ii) to replace all references of “Cayman Islands Companies Act” in the existing Memorandum and Articles of Association with “Cayman Islands Companies Act (as revised)”;
- (iii) to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
- (iv) to provide that the Company must hold an annual general meeting in each financial year other than the financial year of the Company’s adoption of the New Amended and Restated Memorandum and Articles of Association;
- (v) to provide that the Shareholders shall have the right to (a) speak at a general meeting of the Company; and (b) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
- (vi) to provide that a recognized clearing house which is a Shareholder may authorise such person or persons as its representative or representatives at any meeting of the Company, or at any meeting of any class of Shareholders, or at any creditors’ meetings of the Company and such person so authorised shall be entitled to exercise the same rights and powers on behalf of the clearing house which he represents as that clearing house could exercise as if such person were an individual Shareholder, including the right to speak;
- (vii) to provide that any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
- (viii) to provide that the Shareholders may approve the removal of any Director (including a managing Director or other executive Director) before the expiration of his term of office by way of an ordinary resolution;
- (ix) to provide that the Shareholders may appoint and/or remove auditors by way of an ordinary resolution; and
- (x) to provide that the Shareholders may fix the remuneration of auditors in general meeting by way of an ordinary resolution or in such manner as the Shareholders may determine.

The details of the proposed amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular.

LETTER FROM THE BOARD

The Company has been advised by its legal advisers that the proposed amendments of the Memorandum and Articles of Association are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the proposed amendments of the Memorandum and Articles of Association for a company listed on the Stock Exchange.

The Board proposes to put forward to the Shareholders for approval at the AGM a special resolution to adopt the New Amended and Restated Memorandum and Articles of Association. The Proposed Adoption of New Amended and Restated Memorandum and Articles of Association is subject to the passing of a special resolution.

Implication of the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association

The amendments to the Memorandum and Articles of Association will not affect any rights of the existing Shareholders. All existing rights and obligations of the Shareholders shall, after the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association becoming effective, continue to have the same rights and obligations.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective dates of each of the Proposed Adoption of Chinese Name, the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association and the adoption of Chinese stock short names of the Company as and when appropriate.

DECLARATION OF FINAL DIVIDEND

As disclosed in the Company's announcement dated March 30, 2022, the Board recommends the payment of a final dividend of HK10 cents per Share for the year ended December 31, 2021, payable on or about Wednesday, June 29, 2022 to Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, June 9, 2022, being the record date for determining Shareholders' entitlement to the proposed final dividend. The proposed payment of the final dividend is subject to the consideration and approval of the Shareholders at the AGM.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC on Tuesday, May 31, 2022 at 10:00 a.m. is set out on pages 33 to 38 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

LETTER FROM THE BOARD

ACTIONS TO BE TAKEN

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM in person, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed (i.e. Sunday, 29 May 2022 at 10:00 a.m.) for holding the AGM 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 in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

VOTING BY POLL AT THE AGM

Pursuant to Article 72 of the Articles of Association and the requirement of Rule 13.39(4) of the Listing Rules, every resolution put to the vote of the AGM shall be decided by poll save that the chairman of the AGM may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands. Accordingly, all the resolutions to be considered and, if thought fit, passed at the AGM will be voted by way of poll by the Shareholders and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, May 26, 2022 to Tuesday, May 31, 2022 (both dates inclusive) during which period no transfer of Shares will be registered. To qualify for attending and voting at the AGM, Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, May 25, 2022 for registration of the relevant transfer.

The register of members of the Company will also be closed from Tuesday, June 7, 2022 to Thursday, June 9, 2022 (both days inclusive) for the purpose of determining the entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend (subject to the approval of the Shareholders at the AGM), Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road, Hong Kong no later than 4:30 p.m. on Monday, June 6, 2022.

LETTER FROM THE BOARD

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 resolutions set out in the AGM Notice including: (i) the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate; (ii) the re-election of Retiring Directors; (iii) the Proposed Adoption of Chinese Name; (iv) the Proposed Adoption of New Amended and Restated Memorandum and Articles of Association; and (v) the declaration of final dividend are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all resolutions set out in the AGM Notice.

Your attention is also drawn to the additional information set out in Appendix I to Appendix III to this circular.

MISCELLANEOUS

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

By Order of the Board
UJU HOLDING LIMITED
Ma Xiaohui
Chairman of the Board and Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM for approving the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among these restrictions, the Listing Rules provide that the shares to be repurchased must be fully paid up and all proposed repurchases of shares must be approved by shareholders of the company in advance by an ordinary resolution in a general meeting, either by way of general mandate or by specific approval in relation to a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 600,000,000 issued Shares and there was no outstanding share option granted under the Share Option Scheme.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to allot and issue and repurchase Shares and on the basis that no Shares will be allotted and issued and/or repurchased by the Company between the Latest Practicable Date and the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase a maximum of 60,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the resolution granting the Repurchase Mandate at the AGM. The above mandate will expire on the earliest of: (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or (ii) the expiration of the period within which the Company is required by any applicable law or the Articles of Association to hold the next annual general meeting of the Company; or (iii) revoked or varied by ordinary resolution of the Shareholders in general meeting.

3. REASONS FOR THE PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. SOURCE OF FUNDS

Any repurchase of the Shares under the Repurchase Mandate will be financed from the funds legally available for such purposes in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

A listed company shall not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any repurchase of Shares by the Company may be made out of profits or share premium account of the Company or out of proceeds of a fresh issue of Shares made for that purpose or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Act, out of capital. Any premium payable on a redemption or repurchase over the par value of the Shares to be purchased must be paid out of the Company's profits or share premium account, or, if so authorised by the Articles of Association and subject to the solvency test and the Companies Act, out of capital.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

The Directors consider that the exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or the gearing position of the Company (as compared with the position as at December 31, 2021, being the date of the Company's latest audited consolidated financial statements). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing position of the Company (as compared with the position as at December 31, 2021, being the date of the Company's latest audited consolidated financial statements) which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

6. 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 has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, 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 Company is authorised to make repurchases of Shares.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Cayman Islands and the Memorandum and Articles of Association.

8. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code, unless a whitewash waiver is obtained. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name of Shareholder	Capacity/Nature of interest	Number of Shares held <small>(Note 1)</small>	Approximate percentage of shareholding	Approximate percentage of shareholding (assuming the Repurchase Mandate is exercised in full)
SUPREME Development Limited	Beneficial owner	243,648,000 ^(L)	40.6%	45.1%
	Interest of controlled corporation <small>(Note 2)</small>	58,752,000 ^(L)	9.8%	10.9%
Mr. Ma Xiaohui	Interest of controlled corporation <small>(Notes 2, 3, 4)</small>	432,000,000 ^(L)	72.0%	80.0%
Ms. Yu Juan	Interest of spouse <small>(Note 5)</small>	432,000,000 ^(L)	72.0%	80.0%
VAST BUSINESS (BVI) GLOBAL LIMITED	Beneficial owner	129,600,000 ^(L)	21.6%	24.0%
AURA INVESTMENT HOLDINGS LIMITED	Beneficial owner	58,752,000 ^(L)	9.8%	10.9%

Notes:

- (1) The letter "L" denotes a person's long position (as defined under Part XV of the SFO) in the Shares.
- (2) AURA INVESTMENT HOLDINGS LIMITED is owned as to 95% by SUPREME Development Limited and as to 5% by Mr. Xiong Xiangdong. As such, SUPREME Development Limited is deemed to be interested in the 58,752,000 Shares (representing approximately 9.8% of the total issued Shares) held by AURA INVESTMENT HOLDINGS LIMITED pursuant to the SFO.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

- (3) SUPREME Development Limited is owned as to 100% by Mr. Ma Xiaohui. As such, Mr. Ma Xiaohui is deemed to be interested in the 302,400,000 Shares (representing approximately 50.4% of the total issued Shares) deemed to be held by SUPREME Development Limited pursuant to the SFO.
- (4) Mr. Ma Xiaohui has control of 100% of the voting rights of VAST BUSINESS (BVI) GLOBAL LIMITED and is deemed to be interested in the 129,600,000 Shares (representing approximately 21.6% of the total issued Shares) held by VAST BUSINESS (BVI) GLOBAL LIMITED by virtue of the SFO.
- (5) Ms. Yu Juan is the spouse of Mr. Ma Xiaohui. As such, Ms. Yu Juan is deemed under the SFO to be interested in the Shares in which Mr. Ma Xiaohui is interested.

The Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the repurchase would result in the number of shares which are in the hands of the public falling below 25% of the total number of shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

The Directors will not exercise the power to repurchase the Shares if it will cause further concentration of the shareholding of the Company, unless the repurchase of Shares will not cause insufficient public float of the Company. The Directors will not propose to repurchase Shares as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

10. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the period from the Listing Date and up to the Latest Practicable Date were as follows:

Month	Share prices	
	Highest (HK\$)	Lowest (HK\$)
2021		
November (since the Listing Date)	6.85	5.2
December	6.99	5.29
2022		
January	7.07	5.85
February	6.33	5.63
March	6.69	4.4
April (up to the Latest Practicable Date)	6.95	6.25

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the Listing Rules are set out below:

DIRECTORS

Executive Directors

Mr. Ma Xiaohui

Mr. Ma Xiaohui (馬曉輝先生) (“**Mr. Ma**”), aged 49, is the executive Director and the chairman of the Board and is mainly responsible for corporate strategic planning and overseeing the strategic business development of the Group. Mr. Ma established Uju Interactive (Beijing) Technology Co., Ltd (優矩互動(北京)科技有限公司) (“**Uju Beijing**”), the main operating subsidiary of the Group on November 23, 2017 and has been the director of Uju Beijing ever since. He is also the director of Uju Hong Kong Limited (優矩(香港)有限公司) (“**Uju Hong Kong**”). Mr. Ma was appointed as a Director since incorporation of our Company, being September 21, 2020, and was re-designated as an executive Director on March 31, 2021.

Mr. Ma has more than 12 years of relevant experience in marketing and advertising. Prior to establishing the Group, Mr. Ma has been the director and general manager of Guangzhou Uju Information Technology Co., Ltd* (廣州市優矩信息科技有限公司) (“**Guangzhou Uju**”), a company principally engaged in online marketing for small and medium enterprises since October 2015, where he has been mainly responsible for corporate strategic planning. From August 2011 to May 2015, Mr. Ma served as the vice president of Guangzhou Vipshop Information Technology Co., Ltd. (廣州唯品會信息科技有限公司) (“**Guangzhou Vipshop**”), a company principally engaged in online retail business, where he was mainly responsible for formulating marketing strategies. Guangzhou Vipshop is a significant consolidated affiliated entity of Vipshop Holdings Limited (stock code: VIPS), a company whose shares are listed on the New York Stock Exchange. From October 2008 to August 2011, Mr. Ma served as the marketing vice president of Shenzhen Zoshow Network Technology Co., Ltd. (深圳走秀網絡科技有限公司), a company principally engaged in e-commerce business, where he was mainly responsible for formulating marketing strategies. From October 1998 to October 2008, Mr. Ma served as different positions, including journalist, chief editor and director, at some of the prominent media platforms.

Mr. Ma graduated from the Communication University of China (中國傳媒大學) (formerly known as Beijing Broadcasting Institute* (北京廣播學院)) in July 1999. He also obtained an executive master of business administration (**EMBA**) degree from Cheung Kong Graduate School of Business (長江商學院) in the PRC in September 2017.

APPENDIX II	PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM
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Mr. Ma was a director of the following companies which were deregistered and he confirmed that they were solvent at the time of their deregistration and he is not aware of any actual or potential claim that has been or will be made against him as a result of such deregistration:

Company name	Place of incorporation	Business scope of the company	Position held before deregistration	Nature of proceeding	Date of deregistration
Huoguoosi Uju Cultural Media Co., Ltd.* (霍爾果斯優矩文化傳播有限公司)	The PRC	Online marketing	Executive director and general manger	Deregistration	September 22, 2020
Zhuhai Hengqin Uju Culture Creativity Co., Ltd.* (珠海橫琴優矩文化創意有限公司)	The PRC	Dormant	Executive director and manager	Deregistration	January 22, 2020

A service contract has been entered into between Mr. Ma and the Company for a term of three years commencing on the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. Mr. Ma is currently entitled to a fixed basic salary of HK\$300,000 per annum subject to annual review by the Remuneration Committee and the approval by a majority in number of the members of the Board, and a performance salary and a discretionary bonus to be determined with reference to the experience, responsibilities, workload, time devoted to the Group and his individual performance, as well as performance of the Group.

As at the Latest Practicable Date, Mr. Ma was interested in 432,000,000 Shares, of which (i) 243,648,000 Shares were held by SUPREME Development Limited, a company wholly owned by Mr. Ma; (ii) 129,600,000 Shares were held by VAST BUSINESS (BVI) GLOBAL LIMITED, a company which 100% of the voting rights were controlled by Mr. Ma; and (iii) 58,752,000 Shares were held by AURA INVESTMENT HOLDINGS LIMITED, a company owned as to 95% and 5% by SUPREME Development Limited and Mr. Xiong Xiangdong, respectively. Mr. Ma is deemed to be interested in the Shares held by SUPREME Development Limited, VAST BUSINESS (BVI) GLOBAL LIMITED and AURA INVESTMENT HOLDINGS LIMITED.

Mr. Peng Liang

Mr. Peng Liang (彭亮先生) (“Mr. Peng”), aged 40, is the executive Director and the chief executive officer of the Company and is mainly responsible for corporate strategic planning and overseeing the overall operations of the Group. Mr. Peng has been serving as the general manager and the chief executive officer of Uju Beijing since November 2017 and January 2018, respectively. He has also been the director of Qingdao Uju Technology Co., Ltd* (青島優矩科技有限公司), Hainan Uju Technology Co., Ltd* (海南優矩科技有限公司), Beijing Juliang Tongchuang Technology Co., Ltd* (北京矩量同創科技有限公司) and Chongqing Juqing Internet Technology Co., Ltd* (重慶矩擎網絡科技有限公司) since the establishment of the respective subsidiaries. Mr. Peng was appointed as the executive Director on March 31, 2021.

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

Mr. Peng has over 12 years of relevant experience in marketing. Prior to joining the Group, Mr. Peng invested in Beijing Pangu Technology Co., Ltd. (北京盤股科技有限公司), a company principally engaged in providing internet customization and development services for the securities industry, in December 2015 and had been serving as its director since establishment until April 2021. Mr. Peng served as the general manager of the commercial market department and the general manager of the 360 mall of Beijing Star World Technology Company Ltd. (北京世界星輝科技有限責任公司), a company principally engaged in commercial marketing and operation of e-commerce platforms and the A shares of its parent company, namely 360 Security Technology Inc. (三六零安全科技股份有限公司), are listed on the Shanghai Stock Exchange (stock code: 601360), from March 2014 to October 2015, where he was mainly responsible for formulating marketing strategies for 360 mall and overseeing the sales of 360 smart hardware. From October 2012 to February 2014, Mr. Peng served as the senior vice president and press secretary of Beijing GOME Online E-commerce Co., Ltd.* (北京國美在線電子商務有限公司), a company principally engaged in online retailing of electrical appliances and consumer electronic products and the H shares and American depository receipts of its parent company, namely GOME Retail Holdings Limited, are respectively listed on the Stock Exchange (stock code: 493) and the OTC Market in the United States (stock code: GMELY), where he was mainly responsible for formulating marketing strategies for Gome Internet (國美互聯網) and establishing and enhancing its big data system. From September 2010 to October 2012, Mr. Peng last served as the vice president of Kuba Technology (Beijing) Co., Ltd.* (庫巴科技(北京)有限公司), a company principally engaged in online retailing of electrical appliances and consumer electronic products and a subsidiary of GOME Retail Holdings Limited, where he was mainly responsible for formulating marketing strategies for the coo8 shopping platform (庫巴購物網).

Mr. Peng graduated from Renmin University of China (中國人民大學) with a bachelor's degree in law in January 2010 through attending online courses. Mr. Peng also obtained a master of business administration degree from China Europe International Business School (中歐國際工商學院) in the PRC in August 2015.

Mr. Peng was a director or supervisor of the following companies which were deregistered or dissolved and he confirmed that they were solvent at the time of their deregistration or revocation of business license and he is not aware of any actual or potential claim that has been or will be made against him as a result of such deregistration or revocation of business license:

Company name	Place of incorporation	Business scope of the company	Position held before deregistration or revocation of business license	Nature of proceeding	Date of deregistration or revocation of business license
Nanjing Moqi Information Technology Co., Ltd.* (南京陌奇網絡科技有限公司)	The PRC	Online marketing	Executive director	Deregistration	May 26, 2020

APPENDIX II	PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM
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Company name	Place of incorporation	Business scope of the company	Position held before deregistration or revocation of business license	Nature of proceeding	Date of deregistration or revocation of business license
Hangzhou Kuba Technology Co., Ltd.* (杭州庫巴科技有限公司)	The PRC	Retail trading	Supervisor	Deregistration	March 9, 2015
Kuba Network Technology Jiangsu Co., Ltd.* (庫巴網絡科技江蘇有限公司)	The PRC	Retail trading	Supervisor	Deregistration	June 9, 2014
Wuhan Kuba Technology Co., Ltd.* (武漢庫巴科技有限公司)	The PRC	Retail trading	Supervisor	Deregistration	February 17, 2014
Beijing Meile Technology Co., Ltd.* (北京美樂科技有限公司)	The PRC	Online sales of electrical appliances	Director	Revocation of business license	November 23, 2011

A service contract has been entered into between Mr. Peng and the Company for a term of three years commencing on the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. Mr. Peng is currently entitled to a fixed basic salary of RMB2,949,000 per annum subject to annual review by the Remuneration Committee and the approval by a majority in number of the members of the Board, and a performance salary and a discretionary bonus to be determined with reference to the experience, responsibilities, workload, time devoted to the Group and his individual performance, as well as performance of the Group.

Ms. Luo Xiaomei

Ms. Luo Xiaomei (羅小妹女士) (“Ms. Luo”), aged 43, is the executive Director and chief financial officer of the Company and is mainly responsible for developing financial strategies and overseeing financial operations of the Group. Ms. Luo was appointed as the executive Director on March 31, 2021.

Ms. Luo has over 19 years of relevant experience in accounting and finance. Prior to joining the Group, Ms. Luo served as a financial director of Beijing Hanxin Jinghong Management Consultancy Co., Ltd.* (北京漢心景紅管理諮詢有限公司), a company principally engaged in provision of corporate consultancy services, from August 2016 to April 2018, where she was mainly responsible for enhancing the risk assessment and control system and establishing and managing the financial procedures and system. During the periods from February 2006 to May 2009 and from May 2009 to December 2015, Ms. Luo respectively worked in Alstom (China) Investment Co., Ltd. (通用電氣蒸汽發電投資有限公司) and Alstom Beizhong Power (Beijing) Co., Ltd.* (北重阿爾斯通(北京)電氣裝備有限公司), a group of companies principally engaged in manufacturing power generation and transportation equipment, where she respectively last served as a financial project controller and as a financial director and was mainly responsible for overseeing the

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM

finance, budget, operational control and internal control of the company. From March 2003 to February 2006, Ms. Luo worked as an assistant to the chief financial officer of Clyde Bergemann Huatong Materials Handling Co., Ltd. (克萊德貝爾格曼華通物料輸送有限公司), a company primarily engaged in the design and manufacturing of coal-fired power station fly ash conveying system, where she was mainly responsible for analyzing the operation and financial condition of the company and preparing financial reports and budgets. During the periods from August 2002 to February 2003 and from July 2000 to June 2002, Ms. Luo respectively worked as an auditor in PricewaterhouseCoopers Zhong Tian and Andersen Certified Public Accountants (安達信 • 華強會計師事務所), where she was mainly responsible for performing audit work.

Ms. Luo graduated from Central University of Finance and Economics (中央財經大學) in the PRC with a bachelor's degree in management majoring in foreign financial accounting in July 2000.

A service contract has been entered into between Ms. Luo and the Company for a term of three years commencing on the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. Ms. Luo is currently entitled to a fixed basic salary of RMB992,000 per annum subject to annual review by the Remuneration Committee and the approval by a majority in number of the members of the Board, and a performance salary and a discretionary bonus to be determined with reference to the experience, responsibilities, workload, time devoted to the Group and her individual performance, as well as performance of the Group.

Independent Non-executive Directors

Mr. Zhang Peiao

Mr. Zhang Peiao (張培鵬先生) (“**Mr. Zhang**”), aged 46, was appointed as the independent non-executive Director on October 8, 2021 and is mainly responsible for supervising and providing independent judgment to the Board.

Mr. Zhang currently holds the following positions in the following companies:

Duration	Company	Business scope of the company	Position(s) held
December 2020 – Present	Huasheng Medical Technology Co., Ltd.* (化生醫療科技有限公司) (formerly known as Yantai Bingke Medical Technology Co., Ltd.* (煙台冰科醫療科技股份有限公司))	Sanitizing the medical air system	Supervisor
August 2020 – Present	Yantai Ruijiu Medical Technology Co., Ltd.* (煙台瑞久醫療科技有限公司)	Sale of medical materials	Supervisor
August 2020 – Present	Yantai Huiyong Business Service Co., Ltd.* (煙台匯永商務服務有限公司)	Corporate management consultancy	Supervisor

APPENDIX II	PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM
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Duration	Company	Business scope of the company	Position(s) held
August 2018 – Present	Shanghai Jujia Training School Co., Ltd.* (上海聚嘉培訓學校有限公司)	Providing academic training to primary and secondary school students and vocational training	Supervisor
December 2017 – Present	Axie Capital Management Co., Ltd.* (阿謝資本管理有限公司)	Direct investment, investment banking and fund management	Partner

Mr. Zhang was an independent non-executive director of Shanghai GreenShore Network Technology Co., Ltd. (上海綠岸網絡科技股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 430229) and is principally engaged in game software development, from January 2017 to September 2018. He also served as an executive director and the chief executive officer of Hang Tai Yue Group Holdings Limited (formerly known as Computech Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8081) and is principally engaged in mobile internet cultural business and provision of IT services, from January 2014 to November 2017. From June 2005 to December 2013, Mr. Zhang was the senior vice president of KuBao Information Technology (Shanghai) Co., Ltd.* (酷寶信息技術(上海)有限公司), a company principally engaged in technology research and development, games add-value services and e-commerce and was responsible for the relevant operation and management, media relations, government relations and legal affairs.

Mr. Zhang graduated from the Shanghai Institute of Tourism* (上海旅遊高等專科學校) in July 1997.

Mr. Zhang was a director or general manager of the following companies which were deregistered or dissolved and he confirmed that they were solvent at the time of their deregistration or dissolution and he is not aware of any actual or potential claim that has been or will be made against him as a result of such deregistration or dissolution:

Company name	Place of incorporation	Business scope of the company	Position held before deregistration or dissolution	Nature of proceeding	Date of deregistration or dissolution
Shanghai Yuefu Investment Management Consulting Co., Ltd.* (上海悅輔投資管理諮詢有限公司)	The PRC	Provision of investment management consultancy services	General manager	Deregistration	February 7, 2021

APPENDIX II	PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM
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Company name	Place of incorporation	Business scope of the company	Position held before deregistration or dissolution	Nature of proceeding	Date of deregistration or dissolution
Heceng Information Technology (Shanghai) Co., Ltd.* (和曾信息技術(上海)有限公司)	The PRC	Provision of internet technology services	Director	Deregistration	August 26, 2019
Gifted Children Education (Hong Kong) Limited (優童教育(香港)有限公司)	Hong Kong	Provision of internet technology services	Director	Dissolved by deregistration	November 24, 2017

An appointment letter has been entered into between Mr. Zhang and the Company for a term of three years commencing on the Listing Date, until terminated by either party giving not less than three months' notice in writing to the other and subject to rotation and re-election in accordance with the Articles of Association. Mr. Zhang is currently entitled to an annual director's fee in the sum of RMB72,000 or such other sum as the Remuneration Committee may from time to time decide. Such amount was determined with reference to the remuneration paid by comparable companies and the experience, responsibilities, workload, time devoted to the Group and his individual performance, as well as performance of the Group.

Ms. Lin Ting

Ms. Lin Ting (林霆女士) ("Ms. Lin"), aged 52, was appointed as the independent non-executive Director on October 8, 2021 and is mainly responsible for supervising and providing independent judgment to the Board.

In the past few years, Ms. Lin has/had held the directorship position in the following listed companies:

Duration	Listed company	Stock exchange on which the company is listed and its stock code	Business scope of the listed company	Position(s) held
June 2016 -Present	Finsoft Financial Investment Holdings Limited	GEM of the Stock Exchange (stock code: 8018)	(i) Provision of financial trading software solutions; (ii) provision of other IT and internet financial platforms services; (iii) money lending and (iv) provision of referral services and provision of corporate finance advisory services	Executive director
March 2017 - August 2017	Shanghai Changxin Corp., Ltd (上海長信科技股份有限公司)	National Equities Exchange and Quotations (stock code: 430611)	Mobile internet communications service	Director

APPENDIX II	PARTICULARS OF THE RETIRING DIRECTORS PROPOSED FOR RE-ELECTION AT THE AGM
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Duration	Listed company	Stock exchange on which the company is listed and its stock code	Business scope of the listed company	Position(s) held
December 2015 – June 2016	Hang Tai Yue Group Holdings Limited (formerly known as Computech Holdings Limited)	GEM of the Stock Exchange (stock code: 8081)	Mobile internet cultural business and provision of IT services	Independent non-executive director

Ms. Lin served as general manager in the logistics product department of China Eastern Airlines Co., Ltd (中國東方航空股份有限公司), a joint stock limited company incorporated in the PRC with limited liability whose H shares are listed on the Stock Exchange (stock code: 670), A shares are listed on the Shanghai Stock Exchange (stock code: 600115) and American depository receipts are listed on the New York Stock Exchange (stock code: CEA), and the holding company of Eastern Airlines Logistics Co., Ltd, and was responsible for, among others, developing and executing strategies and solutions of air cargo and logistic information system, from April 2013 to January 2015.

Ms. Lin was qualified as a project management professional by the Project Management Institute in March 2014. Ms. Lin obtained the certificate of secretary to the board of directors qualification issued by the Shanghai Stock Exchange in February 2017.

Ms. Lin graduated from Shanghai University of Engineering Science (上海工程技術大學) with a bachelor's degree in industrial enterprise management in July 1992. She also obtained a master's degree in technology management in information technology from the Hong Kong University of Science and Technology in May 2004.

Ms. Lin was a director of the following company which was deregistered and she confirmed that it was solvent at the time of its deregistration and she is not aware of any actual or potential claim that has been or will be made against her as a result of such deregistration:

Company name	Place of incorporation	Business scope of the company	Position held before deregistration	Nature of proceeding	Date of deregistration
Shanghai Yuefu Investment Management Consulting Co., Ltd.* (上海悅輔投資管理諮詢有限公司)	The PRC	Provision of investment management consultancy services	Director	Deregistration	February 7, 2021

An appointment letter has been entered into between Ms. Lin and the Company for a term of three years commencing on the Listing Date, until terminated by either party giving not less than three months' notice in writing to the other and subject to rotation and re-election in accordance with the Articles of Association. Ms. Lin is currently entitled to an annual director's fee in the sum of RMB72,000 or such other sum as the Remuneration Committee may from time to time decide. Such amount was determined with reference to

the remuneration paid by comparable companies and the experience, responsibilities, workload, time devoted to the Group and her individual performance, as well as performance of the Group.

Mr. Wang Wenping

Mr. Wang Wenping (王文平先生) (“**Mr. Wang**”), aged 44, was appointed as the independent non-executive Director on October 8, 2021 and is mainly responsible for supervising and providing independent judgment to the Board.

Since April 2021, Mr. Wang has been serving as the chief financial officer of Valuable Capital Group Ltd, a company principally engaged in providing online securities brokerage services, and is primarily responsible for formulating business plans and strategies and financial management. From August 2018 to April 2021, Mr. Wang served as an executive director of Fosun Tourism Group (復星旅遊文化集團), a company principally engaged in resort and destination operations and provision of tourism and leisure services and solutions, and listed on the Main Board of the Stock Exchange (stock code: 1992). From April 2017 to April 2021, Mr. Wang also served as the vice president and the chief financial officer of Fosun Tourism Group. Mr. Wang has been primarily responsible for formulating business plans, strategies and major decisions and overseeing the financial management of Fosun Tourism Group.

Prior to that, Mr. Wang worked in Something Big Technology Holdings Limited (大事科技控股有限公司), a company principally engaged in developing and operating mobile games, from January 2014 to April 2017 as the executive director, chief financial officer and company secretary and was responsible for formulating business plans and strategies and overseeing financial management. From July 2000 to December 2013, Mr. Wang worked in Deloitte Touche Tohmatsu Certified Public Accountants LLP, where he last served as a senior audit manager.

Mr. Wang graduated from Xiamen University (廈門大學) with a bachelor’s degree in accounting in July 2000. He also obtained a master of business administration degree from China Europe International Business School (中歐國際工商學院) in the PRC in November 2018. He has been a non-practicing member of the Shanghai Institute of Certified Public Accountants (上海註冊會計師協會) since June 2015, and had been a practicing member from November 2002 to April 2015.

An appointment letter has been entered into between Mr. Wang and the Company for a term of three years commencing on the Listing Date, until terminated by either party giving not less than three months’ notice in writing to the other and subject to rotation and re-election in accordance with the Articles of Association. Mr. Wang is currently entitled to an annual director’s fee in the sum of HK\$300,000 or such other sum as the Remuneration Committee may from time to time decide. Such amount was determined with reference to the remuneration paid by comparable companies and the experience, responsibilities, workload, time devoted to the Group and his individual performance, as well as performance of the Group.

Saved as disclosed above, none of the Retiring Directors has any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the Retiring Directors (i) held any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) held any other positions in the Company and other members of the Group; and (iii) had any relationship with any Directors, senior management or substantial shareholders of the Company or Controlling Shareholders or any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, each of the Retiring Directors confirms with respect to him/her that as at the Latest Practicable Date, there is no other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to his/her re-election that need to be brought to the attention of the Shareholders.

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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Details of the proposed amendments to the Memorandum and Articles of Association are as follows:

Article No.	Proposed amendments (showing changes to the existing Memorandum and Articles of Association)
Amendments to the Memorandum	
1.	The name of the Company is UJU HOLDING LIMITED <u>优矩控股有限公司</u> .
5.	If the Company is registered as an exempted company as defined in the Cayman Islands Companies Act (as revised) , it shall have the power, subject to the provisions of the Cayman Islands Companies Act (as revised) and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.
Amendments to the Articles of Association	
15 (c)	Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.
62	At all times during the Relevant Period other than the financial year of the Company's adoption of these Articles, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
67A	<u>All Shareholders have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>

Article No.	Proposed amendments (showing changes to the existing Memorandum and Articles of Association)
Amendments to the Memorandum	
92 (b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders <u>or at any creditors meetings of the Company</u> provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands <u>and the right to speak</u> .
112	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first <u>annual</u> general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following <u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.
114	The Company <u>Shareholders</u> may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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Article No.	Proposed amendments (showing changes to the existing Memorandum and Articles of Association)
Amendments to the Memorandum	
176 (a)	<p><u>The Shareholders may by Ordinary Resolution</u> The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <u>the Shareholders in general meeting by Ordinary Resolution or in such manner as the Shareholders may determine</u> or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p>
176 (b)	<p>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>

NOTICE OF ANNUAL GENERAL MEETING

UJU HOLDING LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1948)

NOTICE IS HEREBY GIVEN that an annual general meeting of UJU HOLDING LIMITED (the “**Company**”) will be held at 4/F, Building G, Dongfengdebi WE AI Innovative Park, 8 Dongfeng South Road, Chaoyang District, Beijing, the PRC, on Tuesday, May 31, 2022 at 10:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries together with the respective reports of the directors of the Company (the “**Directors**”) and the independent auditor for the year ended December 31, 2021.
2. To declare a final dividend;
3.
 - (a) To re-elect Mr. Ma Xiaohui as an executive Director;
 - (b) To re-elect Mr. Peng Liang as an executive Director;
 - (c) To re-elect Ms. Luo Xiaomei as an executive Director;
 - (d) To re-elect Mr. Zhang Peiao as an independent non-executive Director;
 - (e) To re-elect Ms. Lin Ting as an independent non-executive Director;
 - (f) To re-elect Mr. Wang Wenping as an independent non-executive Director;
 - (g) To authorise the board of Directors to fix their remuneration.
4. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of Directors to fix its remuneration.

ORDINARY RESOLUTIONS

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

5. “**THAT:**
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any shares of the Company and securities convertible to shares of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which

NOTICE OF ANNUAL GENERAL MEETING

would or might require shares in the capital of the Company to be issued, allotted or disposed of, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares of the Company to be issued, allotted or disposed of, either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company (the “**Articles**”); or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the number of shares of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

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

- (i) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or similar giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the maximum number of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the number of the shares of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) 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 unless by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to condition; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this annual general meeting (the “**AGM**”) being passed, the general mandate granted to the Directors pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this AGM be and is hereby extended by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution set out in paragraph 6 of this notice convening this AGM.”

SPECIAL RESOLUTIONS

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

8. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained by way of issuing a certificate of incorporation on adoption of dual foreign name, the Chinese name of “**优矩控股有限公司**” be adopted as the dual foreign name of the Company (the “**Proposed Adoption of Chinese Name**”) with effect from the date of issue of the certificate of incorporation on adoption of dual foreign name by the Registrar of Companies in the Cayman Islands confirming the Company’s dual foreign name has been registered, and that any one director of the Company (the “**Director(s)**”) be and is hereby authorised for and on behalf of the Company to execute all such documents and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the foregoing.
9. “**THAT** subject to and conditional upon the passing of the special resolution set out in paragraph 8 (the “**Special Resolution No. 8**”) of the notice convening this AGM and with effect from the date of issue of the certificate of incorporation on adoption of dual foreign name of the Company by the Registrar of Companies in the Cayman Islands in respect of the Proposed Adoption of Chinese Name (as defined in the Special Resolution No. 8), the second amended and restated memorandum and articles of association of the Company, which contains all the proposed amendments to the existing amended and restated memorandum and articles of association of the Company in Appendix III to the circular of the Company dated April 27, 2022, and a copy of which has been produced to the AGM and marked “**A**” and for the purpose of identification initiated by the chairman of the AGM, be and are hereby approved and adopted as the new amended and restated memorandum and articles of association in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company, and that the Directors, secretary of the Company and the registered office provider of the Company be and are hereby authorised to do all acts, deeds, things and execute all such documents and make all such arrangements that they shall, in their absolute discretion, deem necessary or expedient to give effect to the adoption of the second amended

NOTICE OF ANNUAL GENERAL MEETING

and restated memorandum and articles of association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board
UJU HOLDING LIMITED
Ma Xiaohui

Chairman of the Board and Executive Director

Beijing, April 27, 2022

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In the case of joint registered holders of any share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting personally or by proxy, the vote of the senior who tenders a vote 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.
3. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time (i.e. Sunday, 29 May 2022 at 10:00 a.m.) for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Thursday, May 26, 2022 to Tuesday, May 31, 2022, both days inclusive, during which period no transfer of shares will be registered. To qualify for attending and voting at the AGM, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, May 25, 2022 for registration of the relevant transfer.
5. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meeting of the Company 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. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
6. With regard to ordinary resolutions set out in paragraphs 3 and 5 to 6 of this notice and the special resolutions set out in paragraphs 8 and 9 of this notice, a circular giving details of the re-election of Directors, general mandates to issue and to repurchase Shares, the Proposed Adoption of Chinese Name and the proposed adoption of new amended and restated memorandum and articles of association of the Company will be despatched to shareholders of the Company. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular, whereas the details of the proposed amendments to the existing amended and restated memorandum of association and articles of association of the Company are set out in Appendix III to the circular.
7. To qualify for attending and voting at the AGM, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Wednesday, May 25, 2022 for registration of the relevant transfer. In the event that the AGM is held on a date later than Tuesday, May 31, 2022 because of bad weather or other reasons, the record date for determination of entitlement to the final dividend will be deferred accordingly. Further details of the new record date will be announced in such circumstances.

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE AGM

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at ir@ujumedia.com. If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

As at the date of this notice, the board of Directors of the Company comprises Mr. Ma Xiaohui, Mr. Peng Liang and Ms. Luo Xiaomei as executive Directors, and Mr. Zhang Peiao, Ms. Lin Ting, Mr. Wang Wenping as independent non-executive Directors.