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## UNQ HOLDINGS LIMITED

### 优趣汇控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2177)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “**Annual General Meeting**”) of UNQ Holdings Limited (the “**Company**”) will be held at 18F, Jinsha INCITY, No. 97 Jinsha Avenue, Qiantang District, Hangzhou, PRC on Wednesday, June 22, 2022 at 3:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended December 31, 2021.
2. To declare and pay a final dividend for the year ended December 31, 2021 out of the share premium account of the Company.
3. (A) To re-elect the following persons as the directors of the Company (the “**Directors**”):
  - (a) To re-elect Mr. WANG Yong as an executive Director;
  - (b) To re-elect Mr. SHEN Yu as an executive Director;
  - (c) To re-elect Mr. MATSUMOTO Ryoji as an executive Director;
  - (d) To re-elect Mr. NAKAYAMA Kokkei as a non-executive Director;
  - (e) To re-elect Mr. NG Kam Wah Webster as an independent non-executive Director;
  - (f) To re-elect Mr. WEI Hang as an independent non-executive Director; and
  - (g) To re-elect Ms. XIN Honghua as an independent non-executive Director.
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix its remuneration.

5. To consider and, if thought fit, pass the following resolution as ordinary resolution:

**“That:**

subject to fulfillment of the conditions as set out in the 2022 Restricted Share Unit Scheme (the **“2022 RSU Scheme”**) of the Company constituted by the rules adopted by the Board on April 27, 2022,

- (i) the adoption of the 2022 RSU Scheme be and is hereby approved and the Board and/or the persons authorized by the Board be and are hereby authorised to grant awards of restricted share units (each an **“RSU”**) pursuant to the 2022 RSU Scheme;
- (ii) subject to paragraph (iii) of this resolution and conditional upon the approval in paragraph (i) of this resolution, the exercise by the Board and/or the persons authorized by the Board of all the powers of the Company to allot and issue Shares during the Applicable Period (as defined below), procure the transfer of Shares and otherwise deal with Shares pursuant to the vesting of any RSU granted or to be granted pursuant to the 2022 RSU Scheme as and when such RSUs vest be and is hereby approved;
- (iii) the maximum number of Shares that may underlie awards of RSUs to be granted by the Board and/or the persons authorized by the Board pursuant to the approval in paragraph (ii) of this resolution (excluding RSUs that have lapsed or been cancelled in accordance with the rules of the 2022 RSU Scheme) be 1,825,175 Shares;
- (iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) 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 to be held; and
  - (c) the date on which the authority set out in this resolution is revoked or varied by passing of an ordinary resolution of the shareholders of the Company in general meeting.
- (v) any one or more of the Directors be and are hereby authorised to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as considered to be necessary or desirable for the purpose of giving effect to the implementation of the 2022 RSU Scheme.”

6. To consider and, if thought fit, pass the following resolutions as ordinary resolution:

**“That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the 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 for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) for the purposes of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

Yours faithfully  
By order of the Board  
**UNQ Holdings Limited**  
**Wang Yong**  
*Chairman*

Hong Kong, May 31, 2022

<i>Registered Office in Cayman Islands:</i>	<i>Headquarters in China:</i>	<i>Principal Place of Business in Hong Kong:</i>
Campbells Corporate Services Limited Floor 4, Willow House, Cricket Square Grand Cayman KY1-9010 Cayman Islands	17F, Tower C, LCM Square No. 4, Lane 2389, Zhangyang Road Pudong New Area Shanghai PRC	31/F, Tower Two Times Square 1 Matheson Street Causeway Bay Hong Kong

*Notes:*

- For the purpose of determining the entitlement of the shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, June 17, 2022 to Wednesday, June 22, 2022 (both days inclusive), during which period no transfer of shares will be registered. To be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, June 16, 2022.
- For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will be closed from Tuesday, June 28, 2022 to Thursday, June 30, 2022 (both days inclusive), during which period no transfer of Shares will be registered. To be eligible to receive the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, June 27, 2022.
- Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
- Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 3:00 p.m. on Monday, June 20, 2022) or any adjournment thereof.
- In respect of the resolution numbered 3(A) above, Mr. WANG Yong, Mr. SHEN Yu, Mr. MATSUMOTO Ryoji, Mr. NAKAYAMA Kokkei, Mr. NG Kam Wah Webster, Mr. WEI Hang and Ms. XIN Honghua shall retire from office and being eligible, have offered themselves for re-election as the Directors at the above meeting. Details of the above retiring Directors are set out in Appendix II to the circular dated May 31, 2022.
- In respect of the resolution numbered 6 above, approval is being sought from the shareholders of the Company for a general mandate to repurchase shares to be given to the Directors. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix III to the circular dated May 31, 2022.
- The ordinary resolutions set out above will be voted by poll.
- The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the executive directors of the Company are Mr. WANG Yong, Mr. SHEN Yu and Mr. MATSUMOTO Ryoji; the non-executive director of the Company is Mr. NAKAYAMA Kokkei; and the independent non-executive directors of the Company are Mr. NG Kam Wah Webster, Mr. WEI Hang and Ms. XIN Honghua.*