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Onewo Inc.

萬物雲空間科技服務股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2602)

NOTICE OF THE CLASS MEETING OF DOMESTIC SHAREHOLDERS AND UNLISTED FOREIGN SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the class meeting of Domestic Shareholders and Unlisted Foreign Shareholders of Onewo Inc. (the “**Company**”) will be held immediately following the conclusion of the Annual General Meeting of the Company to be held at Conference Hall, 1st Floor, Meilin Vanke Center, No. 63 Meilin Road, Futian District, Shenzhen, PRC at 9:00 a.m. on Friday, June 16, 2023, for the purposes of considering and, if thought fit, passing the following resolutions:

Special Resolutions

1. To consider and approve the proposed grant of general mandate to the Board of Directors of the Company to issue additional H Shares:
 - (a) subject to market conditions and the needs of the Company, separately or concurrently approve, issue, allot, grant and/or otherwise deal with new H Shares of the Company during the Relevant Period and to make or grant share offers, agreements, options and rights of share exchange or conversion which might require the exercise of such powers;
 - (b) approve the number of the additional H Shares to be allotted or agreed conditionally or unconditionally to be allotted (including but not limited to options such as warrants, convertible bonds and other securities which carry rights to subscribe for or are convertible into shares) shall not exceed 20% of the Company's H Shares in issue as at the date of the passing of this resolution at the 2022 Annual General Meeting of the Company;
 - (c) determine and implement detailed issuance plan for the above-mentioned general mandate, including but not limited to the pricing mechanism and/or issuance price (including price range), the issuance method, number of shares to be issued, allottees and use of proceeds, time of issuance, period of issuance and whether to allot shares to the existing Shareholders;
 - (d) engage intermediaries for the issuance related matters, and approve and execute all acts, deeds, documents and other related matters necessary, appropriate, desirable or associated with the issuance; consider, approve, and execute on behalf of the Company, agreements related to the issuance, including but not limited to placing or underwriting agreements and engagement agreements of intermediaries;

- (e) consider, approve, and execute on behalf of the Company, statutory documents in relation to the issuance to be submitted to the relevant regulatory authorities, to carry out relevant approval procedures required by the regulatory authorities and the place in which the Company's shares are listed, and to complete all necessary filings, registrations and record keeping procedures etc. with the relevant governmental authorities of Hong Kong and/or any other regions and jurisdictions (if applicable);
 - (f) as required by regulatory authorities within or outside the PRC, amend the agreements and statutory documents referred to in items (d) and (e) above;
 - (g) approve the increase of registered capital of the Company after the issuance of the additional shares, and make corresponding amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content, and handle the relevant procedures; and
 - (h) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to issue H Shares.
 - (i) for the purposes of this resolution:
 - “Relevant Period”** refers to the period from the date of passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the 2023 annual general meeting of the Company;
 - ii. the expiration of the 12-month period after the date of passing of this resolution; or
 - iii. the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.
2. To consider and approve the proposed grant of general mandate to the Board of Directors of the Company to repurchase H Shares:
- (a) the general mandate that H Shares in issue of the Company are repurchased by the Board of Directors at its discretion and in a timely manner, subject to the fluctuation and changes of the capital markets and the share price of the Company during the Relevant Period;
 - (b) the total amount of repurchase of H Shares that were publicly issued by the Company shall not exceed 10% of the total number of the Company's H Shares in issue as at the date of passing of this resolution at the AGM and the Class Meetings (i.e. the total amount of H Shares repurchased shall not exceed 10% of the total number of H Shares in issue as at the date of passing of this resolution at the AGM and the Class Meetings).

The funds of repurchase are funds which fulfill the requirements of regulatory policies and regulations, including self-owned funds and self-raised funds. The Articles of Association of the Company confer the Company rights to repurchase H Shares. The funds of repurchase include internal resources of the Company that can be legally allocated for such purpose in accordance with the Articles of Association and applicable PRC laws, rules and regulations;

- (c) to formulate, approve and implement specific repurchase plan, including but not limited to the price, type, batch, amount and time of execution of the repurchase of shares, as well as to handle the relevant procedures, such as notifying the creditors of the Company and publishing announcements and dealing with matters relating to the exercise of their rights by creditors (if involved) in accordance with the provisions of the Company Law of the People's Republic of China and the Articles of Association, and signing other documents or agreements relevant to the repurchase of shares;
- (d) in accordance with the Listing Rules, the H Shares repurchased pursuant to the resolution shall be cancelled and destroyed, and the registered capital of the Company is reduced correspondingly;
- (e) if there are new provisions in laws and regulations or from the securities regulatory authorities relating to the share repurchase policies, or if there are changes in market conditions, unless it is required under the relevant laws and regulations, requirements of the regulators or the Articles of Association of the Company for a re-vote by the general meeting(s), the Board may adjust the plan for repurchase and continue to deal with relevant matters of repurchase of shares in accordance with requirements of relevant laws and regulations and regulators as well as the market conditions and the actual situation of the Company;
- (f) after the repurchase, the Company should make amendments to the Articles of Association in respect of registered capital, total share capital and shareholding structure and other related content under the circumstances where the Board of Directors deems appropriate, and handle the cancellation procedures for the repurchased shares (if necessary) and the relevant filing, registration and record keeping procedures; and
- (g) all other actions that the Board or the persons delegated and approved by the Board and their delegates reasonably consider necessary to execute, complete and deliver all documents that they reasonably consider necessary to implement the general mandate to repurchase H Shares.

(h) for the purposes of this resolution:

“Relevant Period” refers to the period from the date of passing of this resolution until whichever is the earliest of:

- i. the conclusion of the 2023 annual general meeting of the Company; or
- ii. the revocation or variation of the authority granted under this resolution by passing of a special resolution at any general meeting of the Company.

By order of the Board

Onewo Inc.

Zhu Baoquan

Chairman, executive Director and general manager

Shenzhen, the PRC, May 25, 2023

As at the date of this notice, the Board of Directors of the Company comprises Mr. Zhu Baoquan as Chairman and executive Director; Mr. He Shuhua as executive Director; Mr. Wang Wenjin, Mr. Zhang Xu, Mr. Sun Jia, Mr. Zhou Qi and Mr. Yao Jinbo as non-executive Directors; Ms. Law Elizabeth, Mr. Chen Yuyu, Mr. Shen Haipeng and Mr. Song Yunfeng as independent non-executive Directors.

Notes:

1. Unless the context requires otherwise, the terms used herein shall have the same meaning as those defined in the circular of the Company dated May 25, 2023.
2. In order to determine the list of Shareholders of the Company who are entitled to attend the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders, the register of members of Domestic Shares and Unlisted Foreign Shares of the Company has been closed from Monday, May 15, 2023 to Friday, June 16, 2023 (both dates inclusive), during which period no transfer of Domestic Shares and Unlisted Foreign Shares of the Company will be effected. For unregistered holders of Domestic Shares and Unlisted Foreign Shares of the Company who intend to attend the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders, the share certificates and the transfer documents must be lodged with the headquarter of the Company in China at Meilin Vanke Center, No. 63 Meilin Road, Futian District, Shenzhen, PRC for registration at or before 4:30 p.m. on Friday, May 12, 2023. Shareholders whose names appear on the register of members of Domestic Shares and Unlisted Foreign Shares of the Company on Friday, June 16, 2023 shall be entitled to attend and vote at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders.
3. Any vote of Domestic Shareholders and Unlisted Foreign Shareholders at the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders must be taken by poll pursuant to the requirements of the Articles of Association and the Listing Rules. Therefore, the votes on resolutions in the notice of the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders will be taken by poll.
4. Shareholders or their proxies attending the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders (or any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders shall be responsible for their own travelling and accommodation expenses.
5. For details of the resolutions, please refer to the circular of the Company dated May 25, 2023 and the Annual Report for 2022 of the Company published by the Company on the websites of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.onewo.com>) on April 25, 2023.
6. If the attending Shareholder is a corporation, its legal representative shall produce his/her identity card, valid certificates evidencing his/her capacity as legal representative and the share certificate; if a proxy is appointed to attend the meeting, such proxy shall produce his/her identity card and written letter of attorney legally issued by the relevant Shareholder.
7. This notice of the Class Meeting of Domestic Shareholders and Unlisted Foreign Shareholders is dispatched to the holders of Domestic Shares and Unlisted Foreign Shares of the Company only.