

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

netjoy⁺

NETJOY HOLDINGS LIMITED

云想科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2131)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Netjoy Holdings Limited (the “**Company**”) will be held at Conference Room, 5/F, No. 3, 396 Guilin Road, Xuhui District, Shanghai, PRC on Wednesday, August 16, 2023 at 11:00 a.m. for the following purpose.

Ordinary Resolutions

1. “**THAT** the grant of 10,879,814 share options (the “**Share Options**”) to Ms. Zha Lijun (查麗君), the executive director (the “**Director**”) and a senior vice president of the Company, entitling Ms. Zha Lijun to subscribe for 10,879,814 ordinary shares of US\$0.00005 each of the Company (“**Share(s)**”), at an exercise price of HK\$0.8160 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated July 31, 2023 (the “**Circular**”) under and pursuant to the share option scheme of the Company adopted by the Company on November 17, 2020 and has taken effect from the listing date of the Company (i.e. December 17, 2020) (the “**Share Option Scheme**”) and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the board of Directors (“**Board**”) be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 10,879,814 Share Options to Ms. Zha Lijun and the issue of the Shares upon the exercise of such Share Options by Ms. Zha Lijun, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”
2. “**THAT** the grant of 10,511,187 Share Options to Ms. Zha Junling (查俊玲), the vice president of finance of the Company, entitling Ms. Zha Junling to subscribe for 10,511,187 Shares of US\$0.00005 each, at an exercise price of HK\$0.8160 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 10,511,187 Share Options to Ms. Zha Junling and the issue of the Shares upon the exercise of such Share Options by Ms. Zha Junling, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

3. “**THAT** the grant of 9,895,547 Share Options to Mr. Xu Songdao (徐頌道), the head of marketing center of the Company, entitling Mr. Xu Songdao to subscribe for 9,895,547 Shares of US\$0.00005 each, at an exercise price of HK\$0.8160 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 9,895,547 Share Options to Mr. Xu Songdao and the issue of the Shares upon the exercise of such Share Options by Mr. Xu Songdao, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”
4. “**THAT** the grant of 9,544,064 Share Options to Ms. Peng Ting (彭婷), the senior vice president and a joint company secretary of the Company, who is the spouse of Mr. Dai Liqun, our non-executive Director, entitling Ms. Peng Ting to subscribe for 9,544,064 Shares of US\$0.00005 each, at an exercise price of HK\$0.8160 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorised to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of 9,544,064 Share Options to Ms. Peng Ting and the issue of the Shares upon the exercise of such Share Options by Ms. Peng Ting, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

By order of the Board
Netjoy Holdings Limited
XU Jiaqing
Chairman of the Board

Shanghai, the PRC, July 31, 2023

Registered Office:

4th Floor, Harbour Place
103 South Church Street
George Town
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Headquarter in the PRC:

5/F, No. 3
396 Guilin Road
Xuhui District, Shanghai
PRC

***Principal place of business
in Hong Kong:***

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. For determining the entitlement of the shareholders of the Company (the “**Shareholders**”) to attend and vote at the EGM, the register of members will be closed from Friday, August 11, 2023 to Wednesday, August 16, 2023 (both days inclusive), during which period no transfer of Shares will be registered. The record date will be Wednesday, August 16, 2023. To qualify for attending and voting at the EGM, Shareholders must deliver their duly stamped transfer documents, accompanied by the relevant share certificates to the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, August 10, 2023 for registration of the relevant transfer.
2. Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to attend and vote on behalf of him. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the EGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
4. To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or adjourned extraordinary general meeting.
5. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be voted by poll; Ms. Zha Junling (as described in the Circular) is required to abstain from voting on the ordinary resolution numbered 2 above; and Dai SPV (as defined in the Circular), the close associates of Ms. Peng Ting (as described in the Circular) is required to abstain from voting on the ordinary resolution numbered 4 above.

As at the date of this notice, the Board comprises Mr. XU Jiaqing, Mr. WANG Chen, Mr. LIN Qian and Ms. ZHA Lijun as executive Directors; Mr. DAI Liqun and Mr. WANG Jianshuo as non-executive Directors; and Mr. CHEN Changhua, Dr. RU Liyun and Ms. CUI Wen as independent non-executive Directors.