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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 Friday, December 22, 2023 at 11:00 a.m. for the following purpose:

Ordinary Resolutions

1. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution of the Company:

“THAT the proposed amendments to the Post-IPO Share Option Scheme, a copy of which is produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification, be and are hereby approved and confirmed.”

2. To consider and, if thought fit, pass with or without modification the following resolution as ordinary resolution of the Company:

“THAT the proposed adoption of Share Award Scheme, a copy of which is produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification, be and are hereby approved and confirmed.”

3. To consider and, if thought fit, pass, with or without modification the following resolution as ordinary resolution of the Company:

“THAT the proposed adoption of the Scheme Mandate Limit on the total number of Shares that may be issued in respect of all options and awards to the participants under all the share schemes of the Company be and is hereby approved and confirmed.”

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

Shanghai, the PRC, December 5, 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. Capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated December 5, 2023, unless the context requires otherwise.
2. 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 Tuesday, December 19, 2023 to Friday, December 22, 2023 (both days inclusive), during which period no transfer of Shares will be registered. The record date will be Friday, December 22, 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 Monday, December 18, 2023 for registration of the relevant transfer.
3. 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.
4. 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.
5. 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.

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.