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Vesync Co., Ltd

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2148)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Vesync Co., Ltd (the “**Company**”) will be held at 10:30 a.m. on Wednesday, 23 April 2025 (or immediately after the conclusion or adjournment of the meeting of the holders of the Scheme Shares (as defined in the Scheme referred to below) convened at the direction of the Grand Court of the Cayman Islands for the same day and place) at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, for the purpose of considering and, if thought fit, passing with or without modification, the resolutions set out below:

SPECIAL RESOLUTION

1. “**THAT**, for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “**Scheme**”) as set out in the composite scheme document dated 31 March 2025 (the “**Scheme Document**”) and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting (as defined in the Scheme Document), on the Effective Date (as defined in the Scheme Document), (i) any reduction of the issued share capital of the Company as a result of the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme Document), and (ii) contemporaneously therewith the maintenance of the issued share capital of the Company at the amount immediately prior to the cancellation of the Scheme Shares (as defined in the Scheme Document) by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled as a result of the Scheme for issuance to the Offeror, be and is hereby approved.”

ORDINARY RESOLUTION

2. “**THAT** the Investor Arrangement (as defined in the Scheme Document), which constitutes a special deal under Rule 25 of the Takeovers Code (as defined in the Scheme Document), be and is hereby approved.”

On behalf of the Board

Vesync Co., Ltd

Gu Jiong

Independent Non-executive Director

Hong Kong, 31 March 2025

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

Principal place of business in the United States

Building C, Suite A
Phase I of the Anaheim Concourse
1202 N. Miller Street
Anaheim, California 92806
United States

Principal place of business in the People's Republic of China:

501–502, Block F3
TCL International E City
1001 Zhongshan Park Road
Nanshan District
Shenzhen City
Guangdong Province
PRC

Notes:

- (i) Unless otherwise defined in this notice or the context otherwise requires, terms defined in the composite scheme document of the Company dated 31 March 2025 of which this notice forms part (the “**Scheme Document**”) shall have the same meanings when used in this notice.
- (ii) Voting at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Hong Kong Code on Takeovers and Mergers, and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (iii) A member entitled to attend and vote at the EGM convened by this notice shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company.
- (iv) A **white** form of proxy for use at the EGM (the “**Form of Proxy**”) is enclosed with the Scheme Document.

- (v) In order to be valid, the Form of Proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited (the "**Share Registrar**") at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong by 10:30 a.m. on Monday, 21 April 2025 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned meeting failing which the Form of Proxy will not be valid.
- (vi) Completion and return of the **white** Form of Proxy will not preclude a member from attending and voting in person at the EGM or any adjournment thereof. In the event that a member attends and votes at the EGM after having lodged his/her Form of Proxy, his/her Form of Proxy will be revoked by operation of law.
- (vii) In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) 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 Share.
- (viii) In order to ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 16 April 2025 to Wednesday, 23 April 2025, both days inclusive, and during such period, no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Share Registrar at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong by 4:30 p.m. on Tuesday, 15 April 2025.
- (ix) If a typhoon signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed or adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.vesync.com) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date hereof, the board of Directors comprises Ms. Yang Lin, Mr. Yang Hai and Mr. Chen Zhaojun as executive Directors, Mr. Yang Yuzheng as non-executive Director, and Mr. Fong Wo, Felix, Mr. Gu Jiong and Mr. Tan Wen as independent non-executive Directors.