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MIGAO GROUP HOLDINGS LIMITED
米高集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 9879)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Annual General Meeting**") of Migao Group Holdings Limited (the "**Company**") will be held at 10:00 a.m. on Friday, 22 August 2025 at Meeting Room 1, Club Lounge – 71st Floor, Hotel InterContinental Hanoi Landmark72, Keangnam Hanoi Landmark Tower, Plot E6 Cau Giay New Urban Area, Yen Hoa Ward, Hanoi, Vietnam to consider and, if though fit, pass (with or without amendments) the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and approve the audited consolidated financial statements of the Company and the reports of the directors of the Company (each a "**Director**" and collectively, the "**Directors**") and auditors for the financial year ended 31 March 2025.

2. To declare a final dividend of RMB0.075 per share of the Company (the "**Share(s)**") for the financial year ended 31 March 2025.

3(a). To re-elect Mr. Dong Benzi as an executive Director;

3(b). To re-elect Mr. Chen Guofu as an independent non-executive Director; and

3(c). To authorize the Board to fix the respective Directors' remuneration.

4. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorize the board of Directors (the "**Board**") to fix their remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back (or agree to repurchase) Shares of US$0.01 each in the capital of the

Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the total number of Shares to be bought back or agreed to be bought back pursuant to the mandate in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares (excluding Treasury Shares (if any)) of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares of the Company after the date of passing of this resolution) and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) 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

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (each a "**Shareholder**" and collectively, the "**Shareholders**") in general meeting."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers to allot, issue and deal with the unissued Shares of US$0.01 each in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company (if any);

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of (a) 20% of the total number of issued Shares (excluding Treasury Shares (if any)) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution); and (b) (if the Directors so authorised by a separate ordinary resolution of the Shareholders) the total number of Shares bought back by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued Shares (excluding Treasury Shares (if any)) as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

"Rights Issue" means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of the Treasury Shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the total number of Shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of Shares shall not exceed 10% of the total number of issued Shares (excluding Treasury Shares (if any)) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution)."

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution:

"**THAT:**

(A). the second amended and restated memorandum and articles of association of the Company (the "**New Memorandum and Articles of Association**"), a copy of which has been produced to the meeting marked "A" and for identification purpose signed by the chairperson of the meeting, be and is hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect; and

(B). any one Director or the company secretary or registered office provider of the Company be and is hereby authorised to do all things necessary to give effect to the adoption of the New Memorandum and Articles of Association including but not limited to the execution of any and all documents and attending to any and all filings with the Registrar of Companies in Cayman Islands and Hong Kong as may be necessary in connection therewith."

By Order of the Board
Migao Group Holdings Limited
Liu Guocai
Chairperson and Executive Director

Hong Kong, 25 July 2025

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairperson decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one proxy or (if the Shareholder holds two or more shares) more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong share registrar, 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 the Annual General Meeting (i.e. not later than 10:00 a.m. on Wednesday, 20 August 2025) or adjournment or postponement thereof. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 19 August 2025 to Friday, 22 August 2025, both days inclusive, during which period no transfer of Shares will be registered and the record date will be on Friday, 22 August 2025. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 18 August 2025. In the event that the Annual General Meeting is adjourned to a date later than Friday, 22 August 2025 because of bad weather, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.

5. For determining the entitlement to the proposed final dividend (subject to approval by the Shareholders at the Annual General Meeting), the register of members of the Company will be closed from Thursday, 28 August 2025 to Tuesday, 2 September 2025, both days inclusive, during which period no transfer of Shares will be registered and the record date will be on Tuesday, 2 September 2025. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 27 August 2025.

6. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Liu Guocai, Mr. Sun Pingfu and Mr. Dong Benzi; and the independent non-executive Directors are Mr. Chen Guofu, Ms. Huang Shasha and Ms. Qing Meyerson.