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CaoCao Inc.

曹操出行有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 02643)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of CaoCao Inc. (曹操出行有限公司) (the "**Company**") will be held at Room Huanqiu, 2/F, Geely Technology Plaza, No. 868 Dongguan Road, Binjiang District, Hangzhou, Zhejiang Province, China on Friday, February 27, 2026 at 2:00 p.m. for the following purposes:

AS ORDINARY RESOLUTIONS

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

   "**THAT**

   (a) the share purchase agreement dated December 30, 2025 (the "**SPA**"), a copy of which has been produced to this meeting and marked "A" and initiated by the chairman of this meeting for identification purpose, pursuant to which Suzhou Youxing Qianli Network Technology Co., Ltd. agreed to acquire, and Zhejiang Geely Holding Group Company Limited agreed to sell, the entire equity interest in Zhejiang Geely Business Service Co., Ltd. for a cash consideration of RMB65,000,000, be and is hereby approved, ratified and confirmed; and

   (b) any director of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he may in his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the SPA and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to the SPA which in his opinion is not of a material nature and to effect or implement any other matters referred to in this resolution."

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

"**THAT**

(a) the share incentive scheme (the "**Share Incentive Scheme**"), a copy of which has been produced to this meeting and marked "B" and initiated by the chairman of this meeting for identification purpose, be and is hereby approved and adopted, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting approval for the listing of, and permission to deal in, the shares of the Company (the "**Shares**") which may fall to be issued and allotted upon the vesting of any option(s) or restricted share unit(s) (the "**Award(s)**") which may be granted under the Share Incentive Scheme;

(b) the board of Directors of the Company (the "**Board**") or its delegate(s) be and are hereby authorized to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Board or its delegate(s) may consider necessary, desirable or expedient to effect and implement the Share Incentive Scheme, including without limitation,

(i) administering the Share Incentive Scheme and granting Awards to selected participants in accordance with the provisions of the Share Incentive Scheme;

(ii) modifying and/or amending the Share Incentive Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Incentive Scheme relating to modification and/or amendment and the requirements of the Listing Rules;

(iii) allotting and issuing from time to time such number of Shares as may be required to be issued pursuant to the vesting of the Awards that may be granted under the Share Incentive Scheme and subject to the Listing Rules;

(iv) making application at the appropriate time or times to the Stock Exchange, for the listing of, and permission to deal in, any new Shares or any part thereof that may hereafter from time to time be allotted and issued pursuant to the vesting of the Award granted under the Share Incentive Scheme; and

(v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Incentive Scheme.

(c) the total number of Shares which may be issued in respect of all Awards to be granted under the Share Incentive Scheme and any other share schemes involving issuance of new shares or transfer of treasury shares adopted and to be adopted by the Company from time to time not in aggregate exceeding 10% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing this resolution, be and is hereby approved;

(d) the total number of Shares which may be issued in respect of all Awards to be granted to all Service Providers (as defined in the Share Incentive Scheme) under the Share Incentive Scheme and any other share schemes involving issuance of new shares or transfer of treasury shares adopted and to be adopted by the Company from time to time not in aggregate exceeding 1% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing this resolution, be and is hereby approved."

By order of the Board
CaoCao Inc.
Jian Yang
Chairman of the Board

January 27, 2026

As at the date of this Notice, the board of directors of the Company comprises (i) Mr. Xin Gong as an executive director; (ii) Mr. Jian Yang, Mr. Quan Zhang, Mr. Jinliang Liu, Mr. Yang Li and Ms. Xiaohong Zhou as non-executive directors; and (iii) Ms. Xin Liu, Ms. Ning Liu and Mr. Qiang Fu as independent non-executive directors.

Notes:

(a) Any member of the Company entitled to attend and vote at this meeting is entitled to appoint another person as proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint any number of proxies to represent him/her/it to attend and vote on his/her/its behalf. 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.

(b) Where there are joint registered holders of any share, any one of such persons may vote at this meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

(c) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 2:00 p.m. on Wednesday, February 25, 2026) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.

(d) Non-registered shareholders whose shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

(e) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, February 24, 2026 to Friday, February 27, 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, February 23, 2026.

(f) References to time and dates in this Notice are to Hong Kong time and dates.