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雲工場科技控股有限公司

Cloud Factory Technology Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2512)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting ("**AGM**") of Cloud Factory Technology Holdings Limited (the "**Company**") will be held at 2-601, Tian An Intelligence Park, 228 Linghu Avenue, Xinwu District, Wuxi, Jiangsu, PRC on Tuesday, 23 June 2026 at 1 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "**Director(s)**") and the auditor of the Company for the year ended 31 December 2025.

2. (a) To re-elect the following retiring Directors:

   (i) Mr. Jiang Yanqiu as an executive Director;

   (ii) Mr. Ji Lijun as an executive Director;

   (iii) Mr. Zheng Qi as an independent non-executive Director;

   (iv) Ms. Xu Ronghua as an independent non-executive Director; and

   (v) Ms. Zhou Qianqian as an independent non-executive Director.

   (b) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.

4. "**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the "**Stock Exchange**"), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to exercise all the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company (including any sale or transfer of Treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company);

(b) the mandate in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options which may require the exercise of such powers after the end of the Relevant Period (as defined below);

(c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined below) pursuant to paragraph (a) above, otherwise than pursuant to:

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

(ii) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares of the Company;

(iii) the vesting of restricted award shares and restricted share units granted or to be granted pursuant to any share scheme of the Company;

(iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or

(v) an authority granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued shares of the Company (excluding Treasury Shares) as at the date of the passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of the shares of the Company into a smaller or larger number of shares of the Company respectively after the passing of this resolution) and the said mandate shall be limited accordingly; and

(d) for the purpose 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 or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate 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 the holders of shares or any class of shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares on the Stock Exchange or any other stock exchange on which shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose 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 or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting."

6. "**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and/or deal with new shares of the Company (including any sale or transfer of Treasury Shares out of treasury) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of shares in issue (excluding Treasury Shares) as at the date of passing the resolution."

SPECIAL RESOLUTION

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

7. "**THAT**:

   (a) the proposed amendments (the "**Proposed Amendments**") to the existing articles of association of the Company (the "**Existing Articles of Association**"), details of which are set out in Appendix III to the circular of the Company dated 28 April 2026, be and are hereby approved;

   (b) the second amended and restated articles of association of the Company (the "**Second Amended and Restated Articles of Association**"), which contains all the Proposed Amendments and a copy of which has been produced to the AGM and marked "A" and initialed by the chairman of the AGM for identification purpose, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles of Association with immediate effect after the close of the AGM; and

   (c) any Director and officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong."

By order of the Board
Cloud Factory Technology Holdings Limited
Mr. Sun Tao
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 28 April 2026

Registered Office:
89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

Headquarter and Principal Place of Business in the PRC:
2-601, Tian An Intelligence Park
228 Linghu Avenue
Xinwu District
Wuxi, Jiangsu
PRC

Principal Place of Business in Hong Kong:
Room 2712, Office Tower
Convention Plaza
1 Harbour Road
Wan Chai, Hong Kong

Notes:

1. In respect of the ordinary resolutions numbered 2(a) above, Mr. Jiang Yanqiu, Mr. Ji Lijun, Mr. Zheng Qi, Ms. Xu Ronghua and Ms. Zhou Qianqian shall retire and being eligible, offered themselves for re-election as Directors at the above meeting. Details of the above retiring Directors are set out in Appendix II to the circular dated 28 April 2026.

2. In respect of the ordinary resolution numbered 4 above, the Directors wish to state that they have no immediate plans to issue any new shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.

3. In respect of ordinary resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular dated 28 April 2026.

4. In respect of ordinary resolution numbered 6 above, it will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4 and 5 are passed by the shareholders of the Company.

5. Any shareholder of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy needs not be a shareholder of the Company.

6. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 of the Company in respect of the relevant joint holding.

7. In order to be valid, the form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof (as the case may be). Form of proxy sent electronically or by any other data transmission process will not be accepted.

8. Completion and return of a proxy form shall not preclude a member from attending and voting at the annual general meeting or any adjournment thereof (as the case may be) should the member so wish, and in such event, the proxy form shall be deemed to be revoked.

9. The registers of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026 (both days inclusive). In order to qualify for attending and voting at the meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 16 June 2026.

10. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the annual general meeting.

As at the date of this announcement, the Board comprises Mr. Sun Tao, Mr. Jiang Yanqiu and Mr. Ji Lijun as executive Directors; and Mr. Zheng Qi, Ms. Xu Ronghua and Ms. Zhou Qianqian as independent non-executive Directors.