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SHUOAO 碩奧

SHUOAO INTERNATIONAL HOLDINGS LIMITED

碩奧國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2336)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the "**AGM**") of Shuoao International Holdings Limited (the "**Company**") will be held at 10/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 23 June 2026 at 10:00 a.m. for the purposes to consider and, if thought fit, pass the following ordinary resolutions (as ordinary businesses):

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and of the independent auditor for the year ended 31 December 2025.

2. To re-elect the directors of the Company (the "**Directors**"):

   (a) to re-elect Dr. Jin Xiaozheng (金曉錚博士) as an Executive Director.

   (b) to re-elect Mr. Chiu King Yan as an Independent Non-executive Director.

   (c) to re-elect Ms. Ji Siyi (季思誼女士) as an Executive Director.

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

4. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company for the year ending 31 December 2026 and to authorise the Board to fix its remuneration.

and, as ordinary businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company,

5. (A) "**THAT**:

(a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company (the "**Treasury Shares**") out of treasury) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of the Shares allotted and issued or agreed conditionally or unconditionally to be allotted, issued or dealt with (including any sale or transfer of Treasury Shares out of treasury) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

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

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

(iii) the exercise of the right of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into Shares; or

(iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the second amended and restated articles of association of the Company (the "**Articles of Association**") and other relevant regulations in force from time to time,

shall not exceed 20% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing of this resolution, and if the Company conducts a share consolidation or subdivision after the general mandate has been approved at the AGM, the maximum number of Shares that may be allotted, issued and otherwise dealt with under the general mandate as a percentage of the aggregate number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and the approval shall be adjusted 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and

(iii) 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.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares or class of Shares (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 recognised regulatory body or any stock exchange, in any territory applicable to the Company).''

(B) ''**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 its Shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

(b) the aggregate number of the Shares to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 181,591,076 Shares, representing 10% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing of this resolution, and if the Company conducts a share consolidation or subdivision after the repurchase mandate has been approved at the AGM, the maximum number of Shares that may be repurchased under the repurchase mandate as a percentage of the aggregate number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and the approval shall be adjusted 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company's shareholders in general meetings; and

(iii) 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, as special business, to consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution:

(C) "**THAT** conditional upon the passing of the resolutions numbered 5(A) and 5(B) as set out in the notice convening this AGM (the "**Notice**"), the general mandate referred to in the resolution numbered 5(A) of the Notice be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Directors pursuant to such general mandate of the total number of the Shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 5(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing of this resolution, and if the Company conducts a share consolidation or subdivision after the extension mandate has been approved at the AGM, the maximum number of Shares that may be allotted, issued or dealt with under the extension mandate as a percentage of the aggregate number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same."

By Order of the Board
Shuoao International Holdings Limited
Feng Luming 馮櫓銘先生
Chairman

Hong Kong, 28 April 2026

Head Office and Principal Place of Business in Hong Kong:
Office 18, 6th Floor, World-wide House
No. 19 Des Voeux Road Central
Hong Kong

Notes:

1. An eligible shareholder of the Company (the "**Shareholder**") is entitled to appoint one or more proxies to attend, speak and vote in his/her/it stead at the AGM (or any adjournment or postponement of such meeting) provided that each proxy is appointed to exercise the rights attached to a Share or Shares held by the Shareholder. The proxy does not need to be a Shareholder.

2. Where there are joint registered holders of any Share(s), any one of such persons may vote at the AGM (or any adjournment or postponement of such meeting), either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto but the vote of the 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 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.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the instrument of proxy. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

4. The transfer books and register of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026, both days inclusive, to determine the entitlement of Shareholders to attend and vote at the AGM, during which period no transfer of Shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 June 2026. The record date for determining the entitlement of Shareholders to attend and vote at the AGM is 23 June 2026.

5. The instrument appointing a proxy and (if required by the Board), the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Sunday, 21 June 2026 (Hong Kong time) (being not less than 48 hours before the time of the AGM) or any adjournment or postponement of such meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

6. Completion and return of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the AGM or any adjournment or postponement of such meeting convened and in such event, the instrument appointing a proxy previously submitted shall be deemed to be revoked.

7. An explanatory statement containing further details regarding the resolution numbered 5(B) above is set out in Appendix I to the circular of the Company dated 28 April 2026.

8. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by The Government of the Hong Kong Special Administrative Region of the People's Republic of China is/are in force in Hong Kong or at any time after 8:00 a.m. on the date of the AGM, the AGM will be adjourned or postponed. The Company will post an announcement on its website (www.shuoaointernational.com) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned or postponed meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situation.

9. **No food or beverages will be served, and no corporate gifts will be distributed at the AGM.**

10. In the event of any inconsistency, the English version of this Notice shall prevail over the Chinese version.

As at the date of this notice, the Board comprises three Executive Directors, namely Mr. Feng Luming (馮櫓銘先生) (Chairman), Ms. Ji Siyi (季思誼女士) (Chief Executive Officer) and Dr. Jin Xiaozheng (金曉錚博士); and three Independent Non-executive Directors, namely Dr. Chan Wing Mui Helen, Mr. Chiu King Yan and Mr. Wang Cheung Yue.