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DUIBA GROUP LIMITED
兑吧集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1753)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Duiba Group Limited (the "**Company**") will be held at 6 Building, Zijingang Yungu Centre, 100 Suzhen Road, Sandun Town, Xihu District, Hangzhou, the PRC on Friday, 29 May 2026 at 2:00 p.m. for the following purposes. Unless the context otherwise requires, terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 29 April 2026 (the "**Circular**").

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements, the report of the directors and the independent auditor's report of the Company and its subsidiaries for the year ended 31 December 2025.

2. (a) To consider and approve, each as a separate resolution, the following resolutions in relation to the re-election of the directors of the Company (the "**Director(s)**"):

   (1) to re-elect Mr. Chen Xiaoliang as an executive Director;

   (2) to re-elect Mr. Zhu Jiangbo as an executive Director; and

   (3) to re-elect Dr. Shi Jianxun as an independent non-executive Director.

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

3. To re-appoint Confucius International CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

4. To consider and, if thought fit, approve, with or without modifications, the following resolutions as ordinary resolutions:

(A) "**THAT:**

(i) subject to paragraph (iii) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares (including any sale or transfer of treasury shares ("**Treasury Shares**", which shall have the meaning ascribed to it under the Listing Rules)) of US$0.00001 each in the capital of the Company (the " **Share(s)** ") and to make or grant offers, agreements and/or options, including warrants to subscribe for Shares, which might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below);

(iii) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (or in the case of Treasury Shares, sold or transferred) (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (i) above, otherwise than pursuant to:

(1) a Rights Issue (as defined below); or

(2) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the Listing Rules; or

(3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**") in force from time to time,

shall not exceed the aggregate of:

(a) 20% of the aggregate number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of this resolution; and

(b) (if the Directors are so authorised by resolution No. 4(C)) the aggregate number of Shares repurchased by the Company subsequent to the passing of resolution No. 4(B) (up to a maximum equivalent to 10% of the aggregate number of issued Shares (excluding treasury shares, if

any) as at the date of the passing of resolution No. 4(B)), and the approval shall be limited accordingly; and

(iv) for the purposes of this resolution:

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

(1) the conclusion of the next annual general meeting of the Company following the AGM; or

(2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company following the AGM revoking or varying the authority given to the Directors by this resolution; and

"**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 holders of Shares on the Company's register of members on a fixed record date in proportion to their then holdings 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

(B) "**THAT:**

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on 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 such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Listing Rules, the Companies Act of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(ii) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (i) shall not exceed 10% of the aggregate number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of this resolution, and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and

(iii) for the purposes of this resolution, "**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company following the AGM; or

(2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Act of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting prior to the next annual general meeting of the Company following the AGM revoking or varying the authority given to the Directors by this resolution."

(C) "**THAT** conditional upon the passing of resolutions Nos. 4(A) and 4(B), the general mandate granted to the Directors pursuant to resolution No. 4(A) be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under resolution No. 4(B), provided that such extended number shall not exceed 10% of the aggregate number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of this resolution."

By order of the Board
Duiba Group Limited
Chen Xiaoliang
Chairman

Hangzhou, the PRC, 29 April 2026

Notes:

1. A member of the Company entitled to attend and vote at the AGM shall be entitled to appoint one or more proxies (if he/she/it is a holder of two or more Shares) to attend and vote in his/her/its stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she/it so wish, and in such event, his/her/its form of proxy will be deemed to be revoked.

2. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall standalone be entitled to vote in respect thereof.

3. A form of proxy for the AGM is enclosed. 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 notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 2:00 p.m. on Wednesday, 27 May 2026) or any adjourned meeting thereof.

4. To ascertain the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the eligibility to attend and vote at the AGM will be Friday, 29 May 2026. In order to be eligible to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 22 May 2026.

5. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the date of this notice, the Board comprises Mr. Chen Xiaoliang, Mr. Zhu Jiangbo and Mr. Cheng Peng as executive Directors, Ms. Yang Jiaqing as non-executive Director, and Mr. Kam Wai Man, Dr. Gao Fuping and Dr. Shi Jianxun as independent non-executive Directors.