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Cosmo Lady (China) Holdings Company Limited
都市麗人(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2298)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cosmo Lady (China) Holdings Company Limited (the "**Company**") will be held at Building N1, Fenggang Tianan Digital City, Fenggang Town, Dongguan City, Guangdong, the PRC on Friday, 29 May 2026 at 11 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2025 together with the reports of the directors and the auditor of the Company;

2. To declare a final dividend of HK1.6 cents per share of the Company for the year ended 31 December 2025;

3. To re-elect the following retiring directors of the Company:

   (i) Mr. Zheng Yaonan;

   (ii) Mr. Lin Zonghong; and

   (iii) Dr. Lu Hong Te.

4. To authorize the board of the directors of the Company to fix the remuneration of the directors of the Company;

5. To re-appoint Ernst & Young as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;

6. As special business, to consider and, if thought fit, pass (with or without amendments) the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the "**Shares**") (including any sale or transfer of treasury shares ("**Treasury Shares**", which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") which came into effect on 11 June 2024)) and to make or grant offers, agreements and options (including warrants to subscribe for Shares or any securities which are convertible 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 board of Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants to subscribe for Shares or any securities which are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (including Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred, whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement adopted by the Company; or (iv) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the aggregate number of issued Shares (excluding Treasury Shares, if any) on the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) 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 to be held by the memorandum and articles of association of the Company or the applicable laws of the Cayman Islands; and

(iii) the revocation or variation of approval granted under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of Shares, warrants or other securities which are attached with rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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).''; and

7. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company or any other rights to subscribe Shares in each case on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which shares of the Company may be listed and recognized 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 of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of the Shares which the Directors are authorised to buy back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of issued Shares (excluding Treasury Shares, if any) on the date of passing of this resolution, and the said approval 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 to be held by the memorandum and articles of association of the Company or the applicable laws of the Cayman Islands; and

(iii) the revocation or variation of the approval granted under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting."

8. "**THAT**:

(i) the Proposed Amendments to the Share Option Scheme (the "**Amended Share Option Scheme**") a copy of which is produced to this meeting, marked "A" and initialed by the chairman of the meeting for identification purpose, be and is hereby approved and adopted in all respects; and

(ii) the Directors be and are hereby authorized to grant the awards thereunder, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to implementation of the Amended Share Option Scheme."

9. "**THAT**:

(i) the Proposed Amendments to the Share Award Scheme (the "**Amended Share Award Scheme**") a copy of which is produced to this meeting, marked "B" and initialed by the chairman of the meeting for identification purpose, be and is hereby approved and adopted in all respects; and

(ii) the Directors be and are hereby authorized to grant the awards thereunder, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to implementation of the Amended Share Award Scheme."

10. "**THAT**, conditional on the passing of the ordinary resolutions no. 8 and 9 set out in this notice and adoption of the Amended Share Option Scheme and the Amended Share Award Scheme, the Service Provider Sublimit (as defined in the Amended Share Option Scheme and the Amended Share Award Scheme) on the total number of Shares that may be issued in respect of all share options or share awards to be granted to Service Providers (as defined in the Amended Share Option Scheme and the Amended Share Award Scheme) under the Amended Share Option Scheme, the Amended Share Award Scheme or all other share option schemes or share award schemes of the Company (i.e. 5% of the shares of the Company in issue as at the Adoption Date) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised 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 directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit."

By Order of the Board
Cosmo Lady (China) Holdings Company Limited
Zheng Yaonan
Chairman

Hong Kong, 8 May 2026

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent the member.

2. Where there are joint registered holders of any Share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the Annual General Meeting 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 alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy, together with a 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 lodged for registration with the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

4. For determining shareholders' entitlement to attend and vote at the Annual General Meeting, 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 of the Company will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company 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, no later than 4:30 p.m. on Friday, 22 May 2026 for registration.

5. (a) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is in force at any time between 9:00 a.m. and 11:00 a.m. on the day of the Annual General Meeting, the Annual General Meeting may be postponed to a later date and/or time as determined by the Company.

   (b) If postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify shareholders of the Company that the meeting has been postponed. When the date, time and venue of the rescheduled meeting has been fixed, the Company will post a further announcement on its website and on the website of the Stock Exchange to notify shareholders of the Company of the date, time and venue of the rescheduled meeting. At least seven clear days' notice shall be given of the rescheduled meeting.

   (c) The Annual General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. After considering their own situations, members should decide on their own whether or not they would attend the Annual General Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the Board comprises Mr. Zheng Yaonan, Mr. Zhang Shengfeng, Ms. Wu Xiaoli, Mr. Xian Shunxiang and Mr. Zhu Hongbo as executive Directors; Mr. Lin Zonghong as non-executive Director; and Mr. Yau Chi Ming, Dr. Dai Yiyi and Dr. Lu Hong Te as independent non-executive Directors.