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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 of CaoCao Inc. (曹操出行有限公司) (the "**Company**") will be held at 4/F, Geely Technology Plaza, No. 868 Dongguan Road, Binjiang District, Hangzhou, Zhejiang Province, China on Monday, June 8, 2026 at 2:30 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:

   "**THAT**

   (a) the grant of 10,465,924 restricted share units (the "**RSUs**") (the principal terms of which are set out in the circular of the Company dated May 18, 2026 (the "**Circular**")) to Mr. Xin Gong, an executive director and the chief executive officer of the Company, under the share incentive scheme adopted by the Company on February 27, 2026 (the "**Share Incentive Scheme**") and the applicable award letter issued thereunder, be and is hereby approved, ratified and confirmed; and

   (b) any director of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing."

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

   "**THAT**

   (a) the grant of 6,977,283 RSUs (the principal terms of which are set out in the Circular) to Mr. Sensen Liu, the executive president and the chief financial officer of the Company, under the Share Incentive Scheme and the applicable award letter issued thereunder, be and is hereby approved, ratified and confirmed; and

(b) any director of the Company be and is hereby authorized to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing."

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

"**THAT**

(a) the Service Framework Agreements (as defined and described in the Circular) and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed;

(b) the proposed annual caps of the transactions contemplated under the Service Framework Agreements be and are hereby approved, ratified and confirmed; and

(c) 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 Service Framework Agreements and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Service Framework Agreements which in his opinion is not of a material nature and to effect or implement any other matters referred to in this resolution."

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

"**THAT**

(a) the New Vehicle Procurement Framework Agreements (as defined and described in the Circular) and the execution thereof and implementation of all transactions thereunder be and are hereby approved, ratified and confirmed;

(b) the proposed annual caps of the transactions contemplated under the New Vehicle Procurement Framework Agreements be and are hereby approved, ratified and confirmed; and

(c) 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 New Vehicle Procurement Framework Agreements and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the New Vehicle Procurement Framework Agreements which in his opinion is not of a material nature and to effect or implement any other matters referred to in this resolution."

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

May 18, 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 2:30 p.m. on Thursday, June 4, 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 this meeting, the register of members of the Company will be closed from Wednesday, June 3, 2026 to Monday, June 8, 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 this meeting, 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 Tuesday, June 2, 2026.

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