*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*

**Fangzhou Inc.**

**方舟云康控股有限公司**

*(A company incorporated in the Cayman Islands with limited liability)*

**(Stock code: 6086)**

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the "**Annual General Meeting**") of Fangzhou Inc. (the "**Company**") will be held by way of a virtual meeting via online platform on Tuesday, June 16, 2026 at 9:30 a.m. for the following purposes:

## ORDINARY RESOLUTIONS

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

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

   (i) To re-elect Mr. ZOU Yuming as an executive Director;

   (ii) To re-elect Mr. WANG Haijiao as an executive Director;

   (iii) To re-elect Mr. XIE Fangmin as a non-executive Director; and

   (iv) To re-elect Ms. KANG Wei 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 KPMG as auditor of the Company and authorise the Board to fix its remuneration.

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) "**That**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the "**Shares**") (including any sale or transfer of treasury Shares 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) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:

(1) any Rights Issue (as defined hereinafter);

(2) 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;

(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; or

(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:

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

(b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares purchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued Shares (excluding any treasury Shares) as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purposes of this resolution:

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

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

(2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

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

(b) "**Rights Issue**" means an offer of Shares or an 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 register of members on a fixed record date in proportion to their then holdings of such 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 exercise 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) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the Shares to be purchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued Shares (excluding any treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(iv) for the purposes of this resolution:

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

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

(c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

(C) "**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares (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 the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued Shares (excluding any treasury Shares) as at the date of passing of this resolution."

**SPECIAL RESOLUTION**

5. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

"**THAT**:

(a) the proposed amendments (the "**Proposed Amendments**") to the existing amended and restated articles of association of the Company (the "**Existing Articles of Association**"), the details of which are set forth in Appendix III to the circular of the Company dated 22 May 2026 (the "**Circular**"), be and are hereby approved;

(b) the new amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the "**New Articles of Association**") in the form of the document marked "A" and produced to this meeting (for the purpose of identification initialed by the chairman of the meeting), be and is hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Existing Articles of Association with immediate effect; and

(c) any one director or officer of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong."

Yours faithfully
By order of the Board
**Fangzhou Inc.**
**Mr. ZOU Yuming**
*Executive Director and Joint Company Secretary*

Hong Kong, May 22, 2026

| *Registered Office in Cayman Islands:* | *Head Office and Principal Place of Business in the PRC:* | *Principal Place of Business in Hong Kong:* |
|---|---|---|
| Cricket Square<br>Hutchins Drive<br>PO Box 2681<br>Grand Cayman<br>KY1-1111<br>Cayman Islands | Floor 1-2, 4th Street<br>Building S, Kehui Jingu<br>No. 99, Science Avenue<br>Luogang Science City<br>Huangpu District<br>Guangzhou<br>Guangdong Province<br>the PRC | 31/F, Tower Two<br>Times Square<br>1 Matheson Street<br>Causeway Bay<br>Hong Kong |

*As of the date of this notice, the Board comprises Mr. ZHOU Feng, Mr. ZOU Yuming and Mr. WANG Haijiao as executive Directors, Mr. David McKee HAND and Mr. XIE Fangmin as non-executive Directors, and Dr. WANG Haizhong, Ms. KANG Wei and Mr. ZHU Xiaolu as independent non-executive Directors.*

*Notes:*

1. The Annual General Meeting will be a virtual meeting held via online platform. Shareholders can attend, participate in and vote at the Annual General Meeting by visiting the website at http://meetings.computershare.com/jianke2026agm (the "**Online Platform**"). Shareholders attending the Annual General Meeting using the Online Platform will also be counted towards the quorum and they will be able to cast their votes and submit questions through the Online Platform. A notification letter containing the login details to access the Online Platform will be sent by the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, to the shareholders.

2. Resolution numbered 4(C) will be proposed to the shareholders for approval provided that resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.

3. For the purpose of determining the entitlement of the shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, June 11, 2026 to Tuesday, June 16, 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the shareholders' eligibility to attend and vote at the Annual General Meeting is Tuesday, June 16, 2026. To be eligible to attend and vote at the Annual General Meeting, all transfer documents 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, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, June 10, 2026.

4. Any member who is a holder of two or more share(s) and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.

5. 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 lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 9:30 a.m. on Sunday, June 14, 2026) or any adjournment or postponement thereof.

6. In respect of the resolution numbered 2(A) above, Mr. ZOU Yuming, Mr. WANG Haijiao, Mr. XIE Fangmin and Ms. KANG Wei shall retire from office and being eligible, have offered themselves for re-election as the Directors at the Annual General Meeting. Details of the above retiring Directors are set out in Appendix I to the circular of the Company dated May 22, 2026.

7. In respect of the resolution numbered 4(A) above, approval is being sought from the shareholders of the Company for a general mandate to issue Shares to be given to the Directors. The Directors wish to state that they have no immediate plans to issue any new Shares referred therein.

8. In respect of the resolution numbered 4(B) above, approval is being sought from the shareholders of the Company for a general mandate to repurchase Shares to be given to the Directors. The explanatory statement containing the information necessary to enable shareholders 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 II to the circular of the Company dated May 22, 2026.

9. The resolutions set out above will be voted by poll.