THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Mobvoi Inc., you should at once hand this circular and the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Mobvoi Inc.
出門問問有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2438)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED RE-APPOINTMENT OF AUDITOR;
(3) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION;
(4) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES;
(5) PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("**AGM**") of Mobvoi Inc. to be held at Crowne Plaza Beijing Sun Palace, Yunnan Dasha, No. 12 Qisheng Middle Street, Chaoyang District, Beijing, PRC on Friday, June 26, 2026 at 10:00 a.m. is set out on pages 36 to 42 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.chumenwenwen.com**).

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, 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 the holding of the AGM (i.e. not later than 10:00 a.m. on June 24, 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the AGM or any adjournment thereof if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

June 4, 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM"	the annual general meeting of the Company to be held at Crowne Plaza Beijing Sun Palace, Yunnan Dasha, No. 12 Qisheng Middle Street, Chaoyang District, Beijing, PRC on Friday, June 26, 2026 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 36 to 42 of this circular
"Articles of Association" or "Articles"	the amended and restated articles of association of the Company adopted on April 24, 2024, as amended from time to time
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Companies Act"	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
"Company"	Mobvoi Inc. (出門問問有限公司), an exempted company with limited liability incorporated in the Cayman Islands on August 31, 2012, the Shares of which were listed on the Main Board of the Stock Exchange (stock code: 2438)
"Controlling Shareholders"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with the Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution granting the Issue Mandate
"Latest Practicable Date"	May 31, 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information herein
"Listing Date"	April 24, 2024, being the date on which dealings in the Shares first commenced on the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
"Nomination Committee"	the nomination committee of the Board
"PRC" or "China"	the People's Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of the issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution granting such mandate
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time

"Share(s)"	ordinary share(s) of nominal value of US$0.0000479889 each in the share capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"US$"	United States dollars, the lawful currency of the United States of America
"%"	per cent

Mobvoi Inc.
出門問問有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2438)

Executive Directors:
Dr. Li Zhifei *(Chairman and Chief Executive Officer)*
Ms. Li Yuanyuan *(Chief Operating Officer)*

Independent Non-executive Directors:
Mr. Chen Yilyu
Prof. Lu Yuanzhu
Mr. Yang Zhe

Registered Office:
Floor 4
Willow House
Cricket Square
Grand Cayman KY1-9010
Cayman Islands

Headquarters in the PRC:
23/F, Block 3
No. 6 Xingzhi Road
Economics and Technology
Development Zone
Nanjing
PRC

Principal Place of Business in Hong Kong:
40/F, Dah Sing Financial Centre
248 Queen's Road East
Wan Chai
Hong Kong

June 4, 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED RE-APPOINTMENT OF AUDITOR;
(3) PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION;
(4) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES;
(5) PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES;
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the information regarding the resolutions to be proposed at the AGM relating to (a) proposed re-election of retiring Directors; (b) proposed re-appointment of auditor; (c) proposed amendments to the existing Articles of Association and the adoption of the tenth amended and restated Articles of Association; (d) proposed granting of general mandate to issue Shares; (e) proposed granting of general mandate to repurchase Shares; and (f) notice of annual general meeting.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises five Directors, of which Dr. Li Zhifei and Ms. Li Yuanyuan are executive Directors; and Mr. Chen Yilyu, Prof. Lu Yuanzhu and Mr. Yang Zhe are independent non-executive Directors.

Pursuant to Article 16.18 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

For the re-election of Dr. Li Zhifei and Ms. Li Yuanyuan, the Nomination Committee is of the view that Dr. Li Zhifei and Ms. Li Yuanyuan should be recommended for re-election for a number of reasons. First, they possess extensive knowledge of and valuable insights into the Group's business and the industry in which the Group operates. Second, their diverse backgrounds are expected to bring a balance of skills, experiences and perspectives to the Board, supporting the strategic development and leadership of the Group. Accordingly, the Nomination Committee has recommended to the Board for their re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended Dr. Li Zhifei and Ms. Li Yuanyuan, to stand for re-election at the AGM.

As independent non-executive Directors eligible for re-election at the AGM, Mr. Chen Yilyu, Prof. Lu Yuanzhu and Mr. Yang Zhe have confirmed their independence with reference to the independence factors set out in Rule 3.13 of the Listing Rules. Specifically, they have confirmed that: (1) they are independent as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (2) they have not held any financial or other interests in the business of the

Company or its subsidiaries, nor have they had any connection with any core connected persons (as defined in the Listing Rules) of the Company, either in the past or at present; and (3) there were no other factors affecting their independence at the time of their re-elections.

For the re-election of Mr. Chen Yilyu, Prof. Lu Yuanzhu and Mr. Yang Zhe, the Nomination Committee has assessed and reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy. The Nomination Committee considered, and the Board shared the same views, which at all times during their period of directorship with the Company, they have properly discharged their duties and responsibilities and have made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group. The Nomination Committee has also evaluated and reviewed the written independence confirmations of each independent non-executive Director based on the independence criteria set out in Rule 3.13 of the Listing Rules, and considered that they (namely, Mr. Chen Yilyu, Prof. Lu Yuanzhu and Mr. Yang Zhe) remain independent. The Nomination Committee has recommended to the Board the re-election of the aforesaid Directors. In this regard, the Board is of the view that, the re-election and continued appointment of Mr. Chen Yilyu, Prof. Lu Yuanzhu and Mr. Yang Zhe will allow the Board as well as the Company to continuously benefit from the sharing of their invaluable experience, contribution and participation.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

Following the recommendation of the Audit Committee, the Board proposed to re-appoint KPMG as the auditor of the Company with a term expiring upon the next annual general meeting of the Company, and the Board proposed it be authorized to fix the remuneration of the auditor. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

For the financial year ending December 31, 2026, the estimated audit fee payable to KPMG for the audit of the consolidated financial statements of the Company and its subsidiaries is expected to be in the range of approximately RMB2.0 million to RMB2.3 million (excluding out-of-pocket expenses). This estimated audit fee has been determined by the Company and KPMG after full consideration and on the basis of arm's length negotiations, taking into account, among other factors, the size, nature and complexity of the Group's business operations, the expected scope of the audit (covering the consolidated financial statements prepared under International

Financial Reporting Standards), the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee is also based on the assumption that there will be no material changes in the Group's operations, accounting policies or regulatory environment during the relevant financial year, and that the Company will provide adequate assistance and information in a timely manner as reasonably required for the audit. Unless there is any material change to the above basis or assumptions, the final audit fee is not expected to differ materially from the initially disclosed estimated amount. If there is any material change, the Company will make further disclosure as appropriate.

4. PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION

The Board proposes to seek Shareholders' approval by way of a special resolution to be passed at the AGM to approve the amendments to the Articles and adopt the New Articles, for the purpose of, inter alia, (i) providing the Company with greater flexibility in the manner of holding general meetings by allowing general meetings to be convened and held by way of physical meetings, hybrid meetings or solely by electronic means; (ii) allowing the Company to hold repurchased shares in treasury; and (iii) making other consequential and housekeeping amendments that are consistent with such amendments, the applicable law and the Listing Rules.

Full text of the New Articles (marked-up against the Articles) is set out in Appendix II to this circular. The Chinese translation of the New Articles is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. Prior to the passing of the special resolution at the AGM, the Articles shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the proposed amendments to the Articles conform to the applicable requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a Cayman Islands company listed on the Stock Exchange.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares (including any sale or transfer of treasury shares out of treasury), approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the general mandate to issue Shares. An ordinary resolution numbered 4(A) will be proposed at the AGM to grant the Issue Mandate to the Directors to exercise the powers of the

Company to allot, issue and/or deal with the additional Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to the granting of the Issue Mandate, assuming that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,548,844,356. Subject to the passing of the ordinary resolution numbered 4(A) set out in the notice of annual general meeting and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue (including any sale or transfer of treasury Shares out of treasury) a maximum of 309,768,871 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under the ordinary resolution numbered 4(B) will be added to extend the Issue Mandate as mentioned in the ordinary resolution numbered 4(A), provided that such additional value shall not exceed 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing the resolution in relation to the Repurchase Mandate. The Directors wish to state that they currently have no plan to issue any new Shares (including to sell or transfer any treasury Shares out of treasury) pursuant to the Issue Mandate.

The Issue Mandate will expire at the earliest of the following dates: (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 by the Articles of Association or any applicable law(s) of the Cayman Islands to be held; or (iii) the date upon which the authority given under the ordinary resolution approving the Issue Mandate is revoked, varied or renewed by an ordinary resolution of the Shareholders in general meeting of the Company.

6. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed by the Company at the AGM to grant the general mandate to the Directors to repurchase Shares, the number of which shall not exceed 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to the granting of the Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,548,844,356. Subject to the passing of the ordinary resolution numbered 4(B) set out in the notice of annual general meeting and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 154,884,435 Shares.

The Board notes that with effect from June 11, 2024, the Listing Rules have be amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the sale or transfer of treasury shares. Subsequent to June 11, 2024, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the time of such repurchases. If the Company holds Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the passing of the ordinary resolution numbered 4(A) set out in the notice of annual general meeting and shall be conducted in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

With reference to the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares pursuant thereto.

The Repurchase Mandate will expire at 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 by the Articles of Association or any applicable law(s) of the Cayman Islands to be held; or (iii) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked, varied or renewed by an ordinary resolution of the Shareholders in general meeting of the Company.

Pursuant to the Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix III to this circular.

7. NOTICE OF ANNUAL GENERAL MEETING

The notice of annual general meeting is set out on pages 36 to 42 of this circular. At the AGM, resolutions will be proposed by the Company to approve, inter alia, the re-election of retiring Directors, the re-appointment of auditor of the Company, the proposed amendments to the existing Articles of Association and the adoption of the tenth amended and restated Articles of Association, the granting of the Issue Mandate and the granting of the Repurchase Mandate.

8. FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the websites of the Stock Exchange (**www.hkexnews.hk**) and the Company (**www.chumenwenwen.com**). Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, 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 fixed for holding the AGM (i.e. not later than 10:00 a.m. on June 24, 2026) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the AGM (or any adjournment thereof) if they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

9. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.5 of the Articles of Association, any resolution put to the vote by the Shareholders at the meeting must be taken by poll, except where the chairman may, in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of annual general meeting will be taken by way of poll.

On a poll, each Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall be entitled to one vote for each fully paid-up Share held. A Shareholder entitled to more than one vote is under no obligation to cast all his/her votes in the same way.

10. CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

For determining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfers accompanied by the relevant share certificates must be lodged with Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, June 22, 2026. Shareholders whose names are recorded in the register of members of the Company on June 26, 2026 are entitled to attend the AGM.

11. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

12. RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of annual general meeting are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

By order of the Board
Mobvoi Inc.
Dr. Li Zhifei
Chairman, Chief Executive Officer
and Executive Director

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

As at the Latest Practicable Date, none of the following Directors, save as disclosed in this circular, (i) had any interest in Shares within the meaning of Part XV of the SFO; (ii) held any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) were related to any Directors, senior management, substantial Shareholders or Controlling Shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, save as disclosed in this circular, there was no other matter in relation to the following Directors that needed to be brought to the attention of the Shareholders and there was no other information relating to the following Directors which was required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Executive Directors

Dr. Li Zhifei, aged 49, is our founder, Chairman of our Board, executive Director and chief executive officer of our Company. Dr. Li served as a director and chief executive officer of our Company since August 2012 and was re-designated as our executive Director in May 2023. He is primarily responsible for overseeing the overall management and business operation, board affairs, formulating strategies and operation plans particularly on AI research and development, making major business decisions of our Group.

Dr. Li has over 15 years of experience in AI industry. Prior to starting our Group, Dr. Li served as a research scientist of Google Inc. (now known as Google LLC) from May 2010 to August 2012, where his primary responsibility was working on research and development of algorithms for its language translation model.

Dr. Li obtained a bachelor's degree in Thermal Engineering from Nanjing University of Science and Technology (南京理工大學) in Nanjing, China in July 1999, a master's degree in Computer Application Technology from Nanjing University of Aeronautics and Astronautics (南京航空航天大學) in Nanjing, China in April 2002, a PhD degree in Computer Science from Nanyang Technological University (南洋理工大學) in Singapore in July 2005 and a PhD degree in Computer Science from Johns Hopkins University (約翰霍普金斯大學) in the United States in May 2010.

Dr. Li has signed a service contract with the Company for an initial term of three years, commencing from April 24, 2024, which may be terminated by not less than three months' prior notice in writing. The remuneration of Dr. Li will be determined by the Board based on the recommendation of the Company's Remuneration Committee, in accordance with the Company's remuneration policy and with reference to the scope of his duties and performance. The relevant amount will be disclosed in the annual report of the Company during his term of office. For the year ended December 31, 2025, Dr. Li received a total remuneration of RMB358,000 from the Group.

As at the Latest Practicable Date, Dr. Li is deemed to be interested in 476,672,779 Shares within the meaning of Part XV of the SFO, representing approximately 30.78% of the total issued Shares.

Ms. Li Yuanyuan, aged 42, is our co-founder, executive Director, chief operating officer and joint company secretary. Ms. Li served as a director of our Company since February 2013 and was re-designated as an executive Director in May 2023, and was appointed as a joint company secretary of the Company on August 1, 2024. She is primarily responsible for overseeing the overall management and business operation, board affairs, formulating strategies and operation plans particularly on sales, marketing and business development, making major business decisions of our Group.

Ms. Li has over 16 years of experience in software development industry. Prior to joining our Group, Ms. Li has taken up various positions in MicroStrategy Services, Corp. with her last position as a senior product support manager from July 2008 to October 2012.

Ms. Li obtained a bachelor's degree in Software Engineering from Wuhan University (武漢大學) in Wuhan, China in June 2006 and a master's degree in Information Management from University of Maryland (馬里蘭大學) in the United States in May 2008.

Ms. Li has signed a service contract with the Company for an initial term of three years, commencing from April 24, 2024, which may be terminated by not less than three months' prior notice in writing. The remuneration of Ms. Li will be determined by the Board based on the recommendation of the Company's Remuneration Committee, in accordance with the Company's remuneration policy and with reference to the scope of her duties and performance. The relevant amount will be disclosed in the annual report of the Company during her term of office. For the year ended December 31, 2025, Ms. Li received a total remuneration of RMB605,000 from the Group.

As at the Latest Practicable Date, Ms. Li is deemed to be interested in 476,672,779 Shares within the meaning of Part XV of the SFO, representing approximately 30.78% of the total issued Shares.

Independent non-executive Directors

Mr. Chen Yilyu, aged 51, was appointed as our independent non-executive Director on May 17, 2023, with effect from the Listing Date. He is primarily responsible for providing independent judgment on our Group's strategy, performance and standard of conduct.

Mr. Chen has over 28 years of experience in auditing, investment banking, venture capital and technology industry. In his various capacities, Mr. Chen served as an assistant audit manager at KPMG Huazhen LLP (畢馬威華振會計師事務所(特殊普通合夥)) from 1997 to 2000. From 2000 to 2014, Mr. Chen successively served as an assistant general manager of the investment banking division of Southern Securities Co., Ltd. (南方證券有限公司), a vice president of Changjiang BNP Paribas Peregrine Securities Co., Ltd. (長江巴黎百富勤證券有限公司) and an executive director of Goldman Sachs Gao Hua Securities Limited (高盛高華證券有限公司). From 2014 to 2016, Mr. Chen successively served as an executive director of Fosun Kinzon Capital (復星昆仲資本) and the chief financial officer of Jia.com (齊家網). From December 2016 to April 2025, Mr. Chen served successively as the chief financial officer of Rong360 Inc., and as the chief financial officer and a director of Jianpu Technology Inc. (簡普科技公司) (stock code: OTC: AIJTY, a company spun off from Rong360 Inc.). In December 2025, Mr. Chen joined Aibee Inc. (愛筆智能) as its chief financial officer.

Mr. Chen obtained a bachelor's degree in Business Management (International Accounting major) from Shanghai University of International Business and Economics (上海對外經貿大學) in Shanghai, China in July 1997.

Mr. Chen is a non-practicing member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Mr. Chen has signed a letter of appointment with the Company for an initial term of three years, commencing from April 24, 2024, which may be terminated by not less than three months' prior notice in writing. Mr. Chen shall be entitled to receive fixed Director's fee of RMB240,000 per annum with reference to his qualifications, duties and responsibilities with the Group's business, the Company's performance and the prevailing market conditions.

Prof. Lu Yuanzhu, aged 48, was appointed as our independent non-executive Director on May 23, 2023, with effect from the Listing Date. He is primarily responsible for providing independent judgment on our Group's strategy, performance and standard of conduct.

Prof. Lu has over 20 years of experience in the education industry. From September 2006 to July 2020, Prof. Lu successively served as assistant professor, associate professor and professor of Central University of Finance and Economics (中央財經大學). From August 2020 to February 2022, Prof. Lu served as a professor of International School of Business and Finance, Sun Yat-sen University (中山大學). Prof. Lu has been serving as a professor at School of Economics and Management, University of Science and Technology Beijing (北京科技大學) since March 2022, where his research fields include economics and management.

Prof. Lu has been an independent non-executive Director of Beijing Yuanlong Yato Culture Communication Co., Ltd. (北京元隆雅圖文化傳播股份有限公司) (stock code: 002878.SZ) since December 2024. He was elected as an independent non-executive director of China High Speed Transmission Equipment Group Co., Ltd. (中國高速傳動設備集團有限公司) (stock code: 00658.HK) since January 2026. Prof. Lu has previously served as an independent non-executive Director of eFuture Holding Inc. (北京富基融通科技有限公司) (stock code: NASDAQ: EFUT) from March 2016 to January 2017, an independent non-executive Director of Guolian Securities Co., Ltd. (國聯證券股份有限公司) (stock code: 601456.SH; 1456.HK) from March 2017 to October 2022, an independent non-executive director of Beijing Tianyishangjia High-tech Materials Corp., Ltd. (stock code: 688033.SH) from December 2018 to December 2024, an independent non-executive Director of Beijing Global Safety Technology Co., Ltd. (stock code: 300523.SZ) from December 2018 to January 2025, and an external supervisor of Wuxi Rural Commercial Bank Co., Ltd. (無錫農村商業銀行股份有限公司) (stock code: 600908.SH) from August 2024 to October 2025.

Prof. Lu was selected into the New Century Excellent Talents Support Program by the Ministry of Education of the PRC in December 2011. In January 2015, Prof. Lu was awarded with the third prize of the Young Teacher Award for Higher Institutions by the Huo Yingdong Education Foundation (霍英東教育基金會). In September 2017, Prof. Lu was named as an Outstanding Teacher of Beijing by the Beijing Municipal Education Commission (北京市教育委員會).

Prof. Lu obtained a dual bachelor's degree in Applied Chemistry and Economics from Peking University in Beijing, China in July 1999, a master's degree in Industrial Economics from Peking University in Beijing, China in July 2002, and a PhD degree in Economics from National University of Singapore (新加坡國立大學) in Singapore in April 2007.

Prof. Lu has signed a letter of appointment with the Company for an initial term of three years, commencing from April 24, 2024, which may be terminated by not less than three months' prior notice in writing. Prof. Lu shall be entitled to receive fixed Director's fee of RMB240,000 per annum with reference to his qualifications, duties and responsibilities with the Group's business, the Company's performance and the prevailing market conditions.

Mr. Yang Zhe, aged 42, was appointed as our independent non-executive Director on March 30, 2024, with effect from the Listing Date. He is primarily responsible for providing independent judgment on our Group's strategy, performance and standard of conduct.

Mr. Yang has nearly 20 years of experience in financial industry. Mr. Yang consecutively served as a rotational intern, an assistant manager of the operation management department, an assistant manager and manager of the investor relations department at the head office of Bank of China (中國銀行) (stock code: 601988; SH: 3988.HK) from June 2006 to April 2016. Since April 2016, Mr. Yang has been serving as a manager of research of a subsidiary insurance company of Bank of China (中國銀行).

Mr. Yang obtained a double bachelor degree in Literature and Economics from Beijing Foreign Studies University (北京外國語大學) in Beijing, China in July 2006, a master's degree in Economics from Renmin University of China (中國人民大學) in Beijing, China in January 2013, a master's degree in Business Administration from The Chinese University of Hong Kong in Hong Kong in November 2017.

Mr. Yang has signed a letter of appointment with the Company for an initial term of three years, commencing from April 24, 2024, which may be terminated by not less than three months' prior notice in writing. Mr. Yang shall be entitled to receive fixed Director's fee of RMB240,000 per annum with reference to his qualifications, duties and responsibilities with the Group's business, the Company's performance and the prevailing market conditions.

DETAILS OF THE PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The following are the proposed amendments to the existing Articles of Association. Unless otherwise specified, article numbers referred to herein are article numbers of the amended and restated Articles of Association proposed to be adopted by the Company at the Annual General Meeting.

	Article Number	**Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "·····")**
Interpretation	2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:
Hybrid Meeting		**shall mean a general meeting convened for the (i) physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Location and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or the proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) by means of Communication Facilities.**
Meeting Location(s)		**shall have the meaning given to it in Article 12.4 of these Articles of Association.**
Physical Meeting		**shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Location and/or where applicable, one or more Meeting Locations.**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "·····")
Present		means, in respect of any person, such person's presence at a general meeting of members, which may be satisfied by means of such person or, in the case of a member being a corporation, its duly authorized representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the venue specified in the notice convening the meeting; or (b) in the case of any meeting at which Communications Facilities are permitted in accordance with these Articles, including any Virtual Meeting **or Hybrid Meeting**, connected by Communication Facilities in accordance with procedures specified in the notice convening such general meeting; and "Presence" shall be construed accordingly.
Principal Meeting Location		**shall have the meaning given to it in Article 12.4.**
Treasury Share		**shall mean a treasury share as defined under the Companies Act.**
Share Capital and Modification of Rights	3.9	**Subject to the Listing Rules, the Directors may, prior to the purchase, redemption or surrender of any share, determine that such share shall be held as a Treasury Share or cancelled, and may resolve to cancel a Treasury Share or transfer a Treasury Share on such terms as they think proper.**
	3.14	The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, ~~for cancellation~~ and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof. **The Board shall have the discretion to cancel such certificate(s).**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
General Meetings	12.1	The Company must hold a general meeting as its annual general meeting in each financial year. Such meeting must be held within six months **(or such other period as may be permitted by the Listing Rules or the Exchange)** after the end of the Company's financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place **(whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting)** as the Board shall appoint.
	12.3	The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company **(excluding Treasury Shares)** which carries the right of voting at general meetings of the Company. General meetings may also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company **(excluding Treasury Shares)** which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "·····")
12.4	An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify **(i)** the time, **date and agenda of the meeting, (ii) save for a Virtual Meeting, the place of the meeting, and if there is more than one Meeting Location as determined by the Board pursuant to this Article 12.4, the principal place of the meeting (the "Principal Meeting Location"), and (iii) if the general meeting is to be a Hybrid Meeting or a Virtual Meeting, the notice shall include a statement to that effect and with details of the Communication Facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (iv)** particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "·····")
		If the Directors so determine in respect of a specific general meeting or all general meetings of the Company, Presence at the relevant general meeting may be by means of Communication Facilities. In addition, the Directors may determine that any general meeting may be held as a Virtual Meeting and this shall be specified in the notice of meeting. The notice of any general meeting at which Communication Facilities may be utilized (including any Virtual Meeting **or Hybrid Meeting**) must set forth the ~~Communications~~ Facilities that will be used, including the procedures to be followed by any member or other participant of the general meeting utilizing such Communication Facilities. **The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by specific means in addition to or in lieu of (as the case may be) physical attendance at the Principal Meeting Location, whether by simultaneous attendance and participation by means of Communication Facilities and/or at such location or locations (the "Meeting Location(s)") or otherwise as determined by the Board at its absolute discretion. Any member's participation (whether in person, or by proxy, or in case of member not being a natural person, by its duly authorised representative) in such way in such a meeting shall constitute Presence at such a meeting and shall be counted in the quorum of the meeting and entitled to vote at the meeting, and such a meeting shall be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate Communication Facilities are available throughout the meeting to ensure that members, their proxies or duly authorised representatives are able to participate in the business for which the meeting has been convened.**
Proceedings at General Meetings	13.1	For all purposes the quorum for a general meeting shall be two members **(excluding the holder of a Treasury Share)** Present provided always that if the Company has only one member of record the quorum shall be that one member Present. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be Present at the commencement of the business.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
13.1A	All general meetings shall be subject to the following, and where appropriate, all references to a "member" or "members" in this paragraph shall include a proxy or proxies respectively: (i) where a member is attending at a Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Location; and (ii) members Present in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities shall be counted in the quorum for and entitled to speak, communicate and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate Communication Facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities are able to participate in the business for which the meeting has been convened.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "·····")
13.4	The Chairman may, with the consent of any general meeting at which a quorum is Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place **(whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting) and/or from one form to another (a Physical Meeting, a Hybrid Meeting or a Virtual Meeting)** as the meeting shall determine. In the case of a Virtual Meeting **or a Hybrid Meeting**, when a failure or impairment in the Communication Facilities has occurred, the Chairman is entitled at any point, but is not obliged, to adjourn the ~~**Virtual M**~~**m**eeting without having such adjournment approved by any procedural motion or other consent of those Present at the ~~**Virtual M**~~**m**eeting, and to reconvene it on such terms as he considers appropriate in his discretion. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying ~~**the place, the day and the hour of the adjourned meeting**~~**the details as provided in Article 12.4 of these Articles of the adjourned meeting** shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. In the event there is a technical failure or impairment in the Communication Facilities, this shall not, in the absence of bad faith of the Company, invalidate the proceedings at the relevant Virtual Meeting **or Hybrid Meeting,** provided that, in the reasonable opinion of the Chairman of the general meeting, at least **the** persons constituting a quorum as provided for in these Articles ~~**was**~~**were** capable of hearing and being heard by each other. In the event that the Chairman of the general meeting becomes aware of such failure or impairment at the commencement of the ~~**Virtual M**~~**m**eeting or during the ~~**Virtual M**~~**m**eeting, he may, but is not obliged, to pause (but without adjourning) the proceeding, for such period as he considers reasonable, to allow for the Company and/or its agents to endeavor to rectify such failure or impairment. At the expiry of such period, the Chairman may (but subject to the proviso regarding quorum in this Article) continue with the ~~**Virtual M**~~**m**eeting, even if such failure or impairment has not been rectified.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "·····")
	13.5	At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. **For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting nor in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views, or such other matters as may be set out in the Listing Rules from time to time.**
	13.6	**Subject to the Listing Rules, a**~~**A**~~ poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets **or electronic voting or otherwise**) and at such time and place **(whether for a Physical Meeting or Virtual Meeting or Hybrid Meeting), not being more than 30 days from the date of the meeting or adjourned meeting at which the poll** was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
Votes of Members	14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member **(except the holder of Treasury Share(s))** Present at a general meeting shall have one vote, and on a poll every member Present shall have one vote for each share registered in his name in the register. On a poll a member **(except the holder of Treasury Share(s))** entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll. **Votes may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.**

Article Number	**Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")**
14.3	Any person entitled under Article 8.2 to be registered as a member **(except the holder of Treasury Share(s))** may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposed to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
14.10	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 notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place **or in such other manner (including by electronic means)** as may be specified **by way of a notice to or in any document accompanying** the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) **or if the Company has provided an electronic address in accordance with Article 14.11, shall be received at the electronic address specified** not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
14.11	……
	The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.
14.16	**A Treasury Share shall not be voted, directly or indirectly, at any general meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Proceedings of Directors	20.2	A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director **or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website** or in such other manner as the Board may from time to time determine.
Dividends and Reserves	24.7(a)(ii)	the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and **(where applicable)** the place at which and**/or the manner and means (including electronic means if the Board deems fit) by which and** the latest date and time by which duly completed forms of election must be lodged in order to be effective;
	24.26	**No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a Treasury Share. Notwithstanding the foregoing, nothing in these Articles prevent an allotment of shares as fully paid up bonus shares in respect of a Treasury Share and shares allotted as fully paid up bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.**

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Document Destruction	26	The Company shall be entitled to destroy all instruments of transfer, probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company ("**Registrable Documents**") which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address **(including any electronic address, if applicable)** at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register if purporting to have been made on the basis of an instrument of transfer or Registrable Document so destroyed was duly and properly made and every instrument of transfer or Registrable Document so destroyed was a valid and effective instrument or document duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:
Accounts	28.3	The Board shall from time to time determine whether, to what extent, at what times and places **and means** and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than ~~**officers**~~ **senior management** of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.

Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
28.5	Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner **(including by sending any form of electronic communication)** in which notices may be served by the Company as provided herein to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.
28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, ~~**the rules of the Exchange**~~**Listing Rules and other rules of the Exchange,** and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

	Article Number	Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "……")
Audit	29.2	The appointment, removal and remuneration of an auditor or auditors of the Company shall require the approval of an ordinary resolution of the members in general meeting. The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting and fix the remuneration of such auditor(s) being appointed. The removal of any Auditor before the expiration of his period of office shall be approved at a general meeting; and the members shall at that meeting appoint new auditor in its place for the remainder of the term. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. **Subject to compliance with the Listing Rules, the**~~**The**~~ Board may fill any casual vacancy in the office of Auditor ~~**subject to the approval of an ordinary resolution of the members at a general meeting**~~, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Any auditors so appointed shall hold office until the next annual general meeting after his appointment unless previously removed pursuant to these Articles.
Notices	30.1	Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic contact details or website supplied by the member to the Company or by placing it on the Company's Website and/or having it published on the Exchange's website **in accordance with the Listing Rules,** or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Article Number	**Provisions in the amended and restated Articles of Association proposed to be adopted by the Company (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "·····")**
30.10	A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, **or by electronic means to such contact details supplied by such person** or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company was 1,548,844,356 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 154,884,435 Shares, representing 10% of the total number of issued Shares as at the date of passing of the relevant resolution.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

Share repurchase must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands, being profits of the Company or out of the proceeds of a new issue of the Shares made for the purpose of the repurchase, or, if authorised by the Articles of Association and subject to the Companies Act, out of share capital of the Company, and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company before or at the time the Shares are repurchased in the manner provided for in the Companies Act.

4. IMPACT OF SHARE REPURCHASE

The Directors believe that if the Repurchase Mandate is exercised in full, it may have a material adverse impact on the working capital or gearing position of the Company (as compared with the Company's audited consolidated financial statements for the year ended December 31, 2025). However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital and/or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), has any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. In addition, the Directors confirm that, to the best of their knowledge and belief, the proposed Repurchase Mandate to be granted to the Board contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending sale or transfer on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

6. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

7. SHARE PRICES

For each month of the twelve months immediately preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange are as follows:

Month	**Highest prices**	**Lowest prices**
	HK$	*HK$*
2025		
May	0.42	0.34
June	0.405	0.34
July	0.89	0.35
August	1.04	0.64
September	0.80	0.56
October	0.90	0.62
November	0.72	0.51
December	0.63	0.51
2026		
January	0.72	0.55
February	0.74	0.58
March	0.63	0.35
April	0.56	0.36
May (up to the Latest Practicable Date)	0.475	0.38

8. TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, depending on the level of increase of the shareholding interests, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as of the Latest Practicable Date, the Controlling Shareholders of the Company, namely Dr. Li Zhifei, Ms. Li Yuanyuan and Dr. Lei Xin and their respective wholly-owned investment holding companies collectively were interested in 476,672,779 Shares, representing approximately 30.78% of the total number of the issued Shares of the Company. In the event that the Directors exercised the proposed Repurchase Mandate in full, the shareholding interests of the Controlling Shareholders of the Company would be increased to approximately 34.20% of the total number of the issued Shares of the Company.

The Directors consider that such increase in shareholding interests would give rise to an obligation on the Controlling Shareholders of the Company to make a mandatory offer under Rule 26 of the Takeovers Code but would not reduce the issued share capital of the public Shareholders to less than 25%, the prescribed minimum percentage required by the Stock Exchange. The Directors do not have any present intention to exercise the proposed Repurchase Mandate to such an extent as would give rise to such obligation.

Mobvoi Inc.
出門問問有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2438)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**AGM**") of Mobvoi Inc. (the "**Company**") will be held at Crowne Plaza Beijing Sun Palace, Yunnan Dasha, No. 12 Qisheng Middle Street, Chaoyang District, Beijing, PRC on Friday, June 26, 2026 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

2. (a) To re-elect the following retiring directors (the "**Director(s)**"):

   (i) Dr. Li Zhifei as an Executive Director;

   (ii) Ms. Li Yuanyuan as an Executive Director;

   (iii) Mr. Chen Yilyu as an independent non-executive Director;

   (iv) Prof. Lu Yuanzhu as an independent non-executive Director; and

   (v) Mr. Yang Zhe 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 the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending December 31, 2026.

4. To consider and, if thought fit, pass with or without modification 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 (including any sale or transfer of treasury shares (as defined under the Rules (the "**Listing Rule**s") Governing the Listing of Securities on The Stock Exchange of Hong Kong (the "**Stock Exchange**") coming into effect on June 11, 2024) 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 of the Company) 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, options and awards, 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) any issue of shares under any share 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 of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or

(4) any issue of shares of the Company 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 of the Company, shall not exceed the aggregate of:

(a) 20% of the total number of issued shares of the Company (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 of the Company repurchased 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 of the Company (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 purpose 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 expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the Articles of Association of the Company; or

(3) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting; and

(b) "**Rights Issue**" means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors of the Company 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)."

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

(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 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 and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company (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 of the Company and which are still in effect be and are hereby revoked; and

(iv) for the purpose 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 expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or the memorandum and Articles of Association of the Company; or

(c) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting."

(C) "**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company (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 of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company 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 total number of issued shares of the Company (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 resolutions as a special resolution:

"**That**:

(i) the proposed amendments to the existing Ninth Amended and Restated Articles of Association of the Company (the "**Existing Articles of Association**"), details of which are set out in Appendix II to the circular of the Company dated June 4, 2026, be and are hereby approved;

(ii) the Tenth Amended and Restated Articles of Association of the Company (the "**New Articles of Association**") containing all the proposed amendments (a copy of which has been produced to the meeting marked "A" and signed by the chairman of the AGM for the purpose of identification), be and are hereby approved and adopted to replace and supersede the Existing Articles of Association with immediate effect; and

(ii) any one director of the Company be and is hereby authorised to do all such acts and things, to execute all such documents and, if necessary, to affix the Company's seal thereon, and to make any necessary registrations and/or filings on behalf of the Company as such director may consider necessary, desirable or expedient in relation to or for the purpose of implementing and giving effect to the proposed amendments and the adoption of the New Articles of Association."

By order of the Board
Mobvoi Inc.
Dr. Li Zhifei
Chairman, Chief Executive Officer and Executive Director

Hong Kong, June 4, 2026

Registered Office:
Floor 4
Willow House
Cricket Square, Grand Cayman
KY1-9010, Cayman Islands

Headquarters in the PRC:
23/F, Block 3
No. 6 Xingzhi Road
Economics and Technology Development Zone
Nanjing
PRC

Principal Place of Business in Hong Kong:
40/F, Dah Sing Financial Centre
248 Queen's Road East
Wan Chai
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.

2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares 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, will 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. In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. not later than 10:00 a.m. on June 24, 2026) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

4. The register of members of the Company will be closed from Tuesday, June 23, 2026 to Friday, June 26, 2026, both days inclusive, in order to determine the entitlement of Shareholders to attend and vote at the AGM, during which period no share transfers will be registered. To be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, 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 Monday, June 22, 2026.

5. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.