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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **Vala Inc.**, you should at once hand this circular together with the accompanying 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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**vala**

**Vala Inc.**

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

**(Stock Code: 2051)**

**PROPOSALS FOR  
GRANT OF SHARE AWARDS  
UNDER THE 2026 SHARE AWARD PLAN  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of Vala Inc. to be held at Room 3, 10/F., United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 17 July 2026 at 11:30 a.m. is set out on pages 22 to 23 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.vala.life](http://www.vala.life)).

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited (“**HKSCC**”)), you should consult directly with your banks, brokers, custodians or HKSCC (as the case may be) to assist you in the appointment of proxy.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM (i.e. by 11:30 a.m. on 15 July 2026) or any adjournment thereof to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

26 June 2026

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## CONTENTS

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|                                             | <i>Page</i> |
|---------------------------------------------|-------------|
| <b>DEFINITIONS</b> .....                    | 1           |
| <b>LETTER FROM THE BOARD</b> .....          | 5           |
| <b>APPENDIX I — NOTICE OF THE EGM</b> ..... | 22          |

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## DEFINITIONS

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

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “2026 Share Award Plan”   | the share award plan which, as at the Latest Practicable Date, is proposed to be approved and adopted by the Shareholders at the annual general meeting of the Company to be held on 24 June 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| “Announcements”           | the announcements of the Company dated 8 April 2026 and 23 June 2026 in relation to, among others, the Proposed Grants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| “Approval Date”           | the date on which the Proposed Grants are approved by the Sun Independent Shareholders and the Wu Independent Shareholders at the EGM                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “associate(s)”            | has the meaning ascribed thereto in the Listing Rules                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “Award”                   | a provisional award of the Awarded Shares made pursuant to the 2026 Share Award Plan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| “Board”                   | the board of Directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| “Business Day”            | any day on which the Stock Exchange is open for the business of dealing in securities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “Chief Executive Officer” | the chief executive officer of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| “close associate(s)”      | has the meaning ascribed to it under the Listing Rules                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| “Company”                 | Vala Inc., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| “connected person(s)”     | has the meaning ascribed thereto in the Listing Rules                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “Core Connected Persons”  | the core connected persons (as defined under the Listing Rules) of the Company, other than Mr. Sun and Ms. Wu and their respective associates, which, as at the Latest Practicable Date, comprised of: (1) Quzhou Industrial Holdings Group Co., Limited* (衢州工業控股集團有限公司) (being a substantial Shareholder) and its associates; (2) Tian Tu Capital Co., Ltd. (深圳市天圖投資管理股份有限公司) (being a substantial Shareholder) and its associates; (3) The Core Trust Company Limited (being a substantial Shareholder and the trustee of the trusts constituting the 51 Stock Scheme and the 51 Award Scheme) and its associates and (4) Ms. Zou Yunli, a non-executive Director |

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## DEFINITIONS

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|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Directors”               | directors of the Company                                                                                                                                                                                                                                 |
| “EGM”                     | the extraordinary general meeting of the Company to be convened for the Sun Independent Shareholders and Wu Independent Shareholders to consider and, if thought fit, approve the Proposed Grants                                                        |
| “Eligible Participant”    | any person who is eligible to receive an Award under the 2026 Share Award Plan                                                                                                                                                                           |
| “Employee Participant”    | any director and employee (whether full time or part time) of the Company or any of its subsidiaries (including persons who are granted Awards under the 2026 Share Award Plan as an inducement to enter into employment contracts with these companies) |
| “Grant Date”              | 8 April 2026                                                                                                                                                                                                                                             |
| “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                                                                                                                                                                                                   |
| “Latest Practicable Date” | 23 June 2026, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular                                                                                 |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange                                                                                                                                                                                      |
| “Mr. Sun”                 | Mr. Sun Haitao, the chairman of the Board, Chief Executive Officer, executive Director and a substantial Shareholder                                                                                                                                     |
| “Ms. Wu”                  | Ms. Wu Shan, the vice-president of the Company and executive Director                                                                                                                                                                                    |
| “PRC”                     | the People’s Republic of China                                                                                                                                                                                                                           |
| “Prescribed Target Price” | the prescribed thresholds of Target Price of the Shares in relation to the Target Price Condition as set out in the section headed “Letter from the Board — 2. Details of the Proposed Grants”                                                           |
| “Proposed Grants”         | the proposed grants of Awarded Shares to each of Mr. Sun and Ms. Wu                                                                                                                                                                                      |
| “RMB”                     | Renminbi, the lawful currency of the PRC                                                                                                                                                                                                                 |

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## DEFINITIONS

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|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Selected Participant(s)”      | any Eligible Participant for whom Shares have been provisionally set aside pursuant to an Award or (where the context so permits under the 2026 Share Award Plan) his personal representative                                |
| “SFO”                          | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time                                                                                                                     |
| “Share(s)”                     | ordinary share(s) of par value of US\$0.00001 each in the capital of the Company                                                                                                                                             |
| “Shareholder(s)”               | the holder(s) of the issued Share(s)                                                                                                                                                                                         |
| “Share Scheme(s)”              | including 2026 Share Award Plan and other share option schemes and/or share award schemes involving issuance of new Shares adopted and to be adopted by the Company from time to time                                        |
| “Specified Revenue”            | the vala automobile Revenue during the applicable 12-month period as set out in the section headed “Letter from the Board — 2. Details of the Proposed Grants”                                                               |
| “Specified Revenue Condition”  | the performance target relating to the Specified Revenue as set out in the section headed “Letter from the Board — 2. Details of the Proposed Grants”                                                                        |
| “Stock Exchange”               | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                      |
| “subsidiary(ies)”              | has the meaning ascribed thereto in the Listing Rules                                                                                                                                                                        |
| “Sun Independent Shareholders” | the Shareholders who are not required to abstain from voting in favour of the resolution approving the grant of Awarded Shares to Mr. Sun at the EGM                                                                         |
| “Target Price”                 | arithmetic average closing price of the Shares as stated in the Stock Exchange’s daily quotation sheet for any 20 consecutive trading days                                                                                   |
| “Target Price Condition”       | the performance target relating to the Target Price of the Shares reaching or exceeding the Prescribed Target Price thresholds as detailed in the section headed “Letter from the Board — 2. Details of the Proposed Grants” |
| “treasury shares”              | has the meaning as defined under the Listing Rules                                                                                                                                                                           |
| “US\$”                         | United States dollars, the lawful currency of the United States of America                                                                                                                                                   |

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## DEFINITIONS

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|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “vala automobile Revenue”     | the consolidated revenue of the Group attributable to sales of vala automobile as determined by reference to the segmental information as contained in the published consolidated financial statements of the Group for the relevant financial year/period |
| “Wu Independent Shareholders” | the Shareholders who are not required to abstain from voting in favour of the resolution approving the grant of Awarded Shares to Ms. Wu at the EGM                                                                                                        |
| “%”                           | per cent                                                                                                                                                                                                                                                   |



**Vala Inc.**

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

**(Stock Code: 2051)**

*Executive Directors:*

Mr. Sun Haitao

*(Chairman and Chief Executive Officer)*

Ms. Wu Shan

*Non-executive Director:*

Ms. Zou Yunli

*Independent non-executive Directors:*

Mr. Ye Xiang

Mr. Xu Xuchu

Mr. Shou Jian

*Registered office:*

P.O. Box 31119 Grand Pavilion

Hibiscus Way, 802 West Bay Road,

Grand Cayman

KY1-1205

Cayman Islands

*Principal place of business in Hong Kong:*

Rooms 1708–11, 17/F

Nan Fung Tower

88 Connaught Road Central,

Central

Hong Kong

26 June 2026

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
GRANT OF SHARE AWARDS  
UNDER THE 2026 SHARE AWARD PLAN  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the Announcements. On 8 April 2026, the Board resolved to, among others, conditionally grant Awards to Mr. Sun and Ms. Wu comprising an aggregate of 77,229,369 Awarded Shares under the 2026 Share Award Plan conditionally adopted by the Board on 27 March 2026 and which is subject to approval of the Shareholders in a general meeting of the Company to take effect.

In order to better align the Proposed Grants with the purpose of the 2026 Share Award Plan, on 23 June 2026, the Board (with the approval from the independent non-executive Directors, and Mr. Sun and Ms. Wu having abstained from voting with respect to the Proposed Grants respectively made to them) resolved to amend the terms of the Proposed

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## LETTER FROM THE BOARD

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Grants so that (i) the vesting period will commence from the date falling 12 months after the Approval Date; (ii) an additional performance target, namely that the Specified Revenue having reached or exceeded RMB300 million, be required for the vesting of the Proposed Grants; and (iii) corresponding technical adjustments are made regarding satisfaction of the Target Price Condition in light of the newly-added Specified Revenue Condition. For further details, please see the section headed “2. Details of the Proposed Grants” below.

The primary purpose of this circular is to provide you with, among other things, (i) further information regarding the Proposed Grants, and (ii) to give you notice of the EGM.

### 2. DETAILS OF THE PROPOSED GRANTS

On 8 April 2026, the Board resolved to grant 65,199,369 Awarded Shares to Mr. Sun and 12,030,000 Awarded Shares to Ms. Wu under the 2026 Share Award Plan, which are conditional upon, among others, (i) the approval of the Sun Independent Shareholders and Wu Independent Shareholders, respectively, as required under the Listing Rules for the Proposed Grants; and (ii) the Listing Committee of the Stock Exchange having granted the listing of and permission to deal in, the new Shares which may be allotted and issued by the Company pursuant to the vesting of Awards granted or to be granted under the 2026 Share Award Plan.

The terms of the Proposed Grants were further amended pursuant to another resolution passed by the Board (with the approval by the independent non-executive Directors and Mr. Sun and Ms. Wu having abstained from voting with respect to the Proposed Grants respectively made to them) on 23 June 2026.

Details of the Proposed Grants are set forth below:

|                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Grant Date                       | 8 April 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Grantees                         | (1) Mr. Sun; and<br>(2) Ms. Wu                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Number of Awarded Shares granted | (1) 65,199,369 Awarded Shares to Mr. Sun, representing approximately 4.00% of the total issued Shares as at the Latest Practicable Date and approximately 3.70% of the total issued Shares as enlarged by the issue and allotment of Awarded Shares under the Proposed Grants; and<br>(2) 12,030,000 Awarded Shares to Ms. Wu, representing approximately 0.74% of the total issued Shares as at the Latest Practicable Date and approximately 0.68% of the total issued Shares as enlarged by the issue and allotment of Awarded Shares under the Proposed Grants. |

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## LETTER FROM THE BOARD

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Market price of Shares on the Grant Date      HK\$0.66 per Share, based on the closing price as quoted on the Stock Exchange's daily quotation sheet on the Grant Date.

Purchase price of the Awarded Shares      Nil

Vesting period      Within a period of four years commencing from the date falling 12 months after the Approval Date. To the extent any of the performance targets set out below is not met by the fifth anniversary of the Approval Date, the unvested Awarded Shares granted shall forthwith lapse.

Performance targets and vesting conditions      *Performance of the Company*  
(a) Target Price Condition

The Target Price reaches or exceeds the prescribed thresholds as set out below:

| Grantee | Awarded Shares to be vested    | Prescribed Target Price threshold |
|---------|--------------------------------|-----------------------------------|
| Mr. Sun | One-third (1/3)                | HK\$6.00                          |
|         | Further one-third (1/3)        | HK\$9.00                          |
|         | All outstanding Awarded Shares | HK\$12.00                         |
| Ms. Wu  | One-third (1/3)                | HK\$3.00                          |
|         | Further one-third (1/3)        | HK\$5.00                          |
|         | All outstanding Awarded Shares | HK\$6.00                          |

Satisfaction of the Target Price Condition requires the relevant threshold to be satisfied by reference to the arithmetic average closing price of the Shares over 20 consecutive trading days.

(b) Specified Revenue Condition

The Specified Revenue has reached or exceeded RMB300 million.

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## LETTER FROM THE BOARD

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The Specified Revenue shall be determined as follows:

- (a) where the Target Price Condition is fulfilled on a trading day which falls (i) after the publication of the audited consolidated annual results of the Group for the preceding financial year, but (ii) before the publication of the unaudited consolidated interim results of the Group for the first six months of the current financial year, the Specified Revenue shall be the vala automobile Revenue during the preceding financial year; and
- (b) where the Target Price Condition is fulfilled on a trading day which falls (i) after the publication of the unaudited consolidated interim results of the Group for the first six months of the current financial year, but (ii) before the publication of the audited consolidated annual results of the Group for that financial year, the Specified Revenue shall be the vala automobile Revenue during the last six months of the preceding financial year and the first six months of the current financial year.

Subject to and upon the first satisfaction of both the Target Price Condition (in respect of each Prescribed Target Price threshold) and the Specified Revenue Condition as mentioned above, the Awarded Shares, or the relevant batch thereof, shall vest on a Business Day which is (i) a Business Day immediately after the first satisfaction of both the Target Price Condition (in respect of each Prescribed Target Price threshold) and the Specified Revenue Condition; and (ii) a Business Day immediately after 12 months from the Approval Date, whichever is the later.

### *Others*

The grantees must remain in continuous employment by the Group from the Grant Date up to the date of vesting of the relevant batch of Awarded Shares in accordance with the conditions set out above.

Each of the above performance targets and vesting conditions must be satisfied in order for the Awarded Shares to be vested.

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## LETTER FROM THE BOARD

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**Clawback mechanism**      The Awarded Shares are subject to clawback and shall be clawed back where the Selected Participant has committed any inappropriate act that has resulted in significant loss to the Group (as determined by the Board at its absolute discretion) including any act of fraud or dishonesty or serious misconduct.

Where an Award (or any part thereof) granted to a Selected Participant is unvested at the time of clawback, such Award (or any part thereof) subject to clawback shall automatically lapse on the date as determined by the Board and the relevant Shares will not vest on the relevant vesting date.

Where an Award (or any part thereof) granted to a Selected Participant has already been vested at the time of clawback, the Selected Participant shall return either (i) the equivalent number of Awarded Shares that are subject to clawback; or (ii) an amount in cash equal to the market value of such Awarded Shares as determined by the Board in its sole and absolute discretion.

**Adjustment events**      The Target Price as set out above will be subject to adjustment in the following events:

- (I) Consolidation or Subdivision: If and whenever there shall be an alteration to the nominal value of the Shares as a result of consolidation or subdivision, the Target Price shall be adjusted as follows:

$$\text{New Target Price} = \text{Target Price} \times \frac{1}{F}$$

Where:

F is the subdivision or consolidation factor

Such adjustment shall become effective on the date on which the alteration takes effect.

- (II) Capitalisation Issue, Bonus Issue, Rights Issue or Open Offer of Shares: If and whenever the Company shall issue Shares to all or substantially all Shareholders as a class by way of capitalisation issue, bonus issue, rights issue or open offer, the Target Price shall be adjusted as follows:

$$\text{New Target Price} = \text{Target Price} \times \frac{1}{F}$$

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## LETTER FROM THE BOARD

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Where:

$$F = \text{CUM}/\text{TEEP}$$

CUM = Closing price of the Share as shown in daily quotation sheet of the Stock Exchange on the last trading day before going ex-entitlement to the capitalization issue, bonus issue, rights issue or (as the case may be) open offer (the cum-rights price)

$$\text{TEEP} = \frac{\text{CUM} + \text{M} \times \text{R}}{1 + \text{M}}$$

M = Entitlement of Share(s) to be issued under the capitalization issue, bonus issue, rights issue or (as the case may be) open offer per existing Share

R = Subscription price per Share under the capitalisation issue, bonus issue, rights issue or (as the case may be) open offer (if any)

Such adjustment shall become effective on the date the alteration takes effect.

On any adjustment, the relevant New Target Price, if not an integral multiple of one Hong Kong cent, shall be rounded down to the nearest Hong Kong cent.

The grant of Awarded Shares to Mr. Sun and Ms. Wu has been reviewed and approved by the independent non-executive Directors in compliance with Rule 17.04(1) of the Listing Rules and the rules of the 2026 Share Award Plan.

### **Number of Shares Available for Future Grant**

Taking into account (1) 65,199,369 Awarded Shares proposed to be granted to Mr. Sun; (2) 12,030,000 Awarded Shares proposed to be granted to Ms. Wu; and (3) 53,169,369 Awarded Shares proposed to be granted to eight Employee Participants (none of which would result in the Shares issued and to be issued in respect of all options (if any) and awards granted to any individual employee in the 12-month period up to and including the Grant Date to exceed the 1% individual limit (as defined in the Listing Rules)), the number of Shares available for future grant under the maximum number of Shares which may be allotted and issued in respect of all Awards to be granted under the 2026 Share Award Plan and all options and awards to be granted under any other Share Scheme(s) (as refreshed from time to time) shall be 32,599,684 Shares.

### 3. REASONS FOR AND BENEFITS OF THE PROPOSED GRANTS

The purpose of the 2026 Share Award Plan is to, among others, recognise and reward the contribution of eligible participants to the growth and development of the Group and to give incentives thereto in order to retain them for the continual operation and development of the Group.

#### **Grant of Awarded Shares to Mr. Sun and Ms. Wu**

In determining the number of Awarded Shares to be granted to each of Mr. Sun and Ms. Wu, the Board took into account their respective roles, the extent of their contributions and the long-term stability of the shareholding structure.

Mr. Sun is the founder of the Group, and serves as an executive Director, the chairman of the Board and the Chief Executive Officer and is also a substantial Shareholder, while Ms. Wu is the vice-president of the Company and an executive Director. As executive Directors, they are responsible for, among others, the overall strategic planning and business operation decisions of the Group. The business development and long-term growth and performance of the Group hinges on their continued commitment to guiding the management in implementing business strategies to capture market opportunities and boost the financial and business performance of the Group. Furthermore, the Group's current strategic focus is on the expansion of the valalife business, and Mr. Sun's role would particularly involve identifying, evaluating, negotiating and executing opportunities, and the Company would need to leverage his business acumen, experience and network to develop the Group's business.

In particular, Mr. Sun would play a pivotal decision-making role in the turnaround plan for the Group's performance and has therefore been granted Awarded Shares amounting to approximately 4.00% of the total issued Shares as at the Latest Practicable Date to ensure he has sufficient financial incentive to devote himself fully to the challenging task of realising a substantial increase in market capitalisation of the Company. Ms. Wu is primarily responsible for supporting the implementation of the Group's strategy and day-to-day operations, and has been granted Awarded Shares amounting to approximately 0.74% of the total issued Shares as at the Latest Practicable Date to reflect her responsibilities and contributions in supporting the aforementioned business objectives. The Board has also carefully assessed the proportion of the Awarded Shares granted to Mr. Sun and Ms. Wu relative to the Company's issued share capital and is of the view that the scale of the Proposed Grants falls within a reasonable range: collectively, the Shares underlying the Proposed Grants represent approximately 4.38% of the issued share capital of the Company as enlarged by the issue and allotment of all the Awarded Shares to Mr. Sun, Ms. Wu and the eight Employee Participants identified. The potential dilutive impact is relatively minor and significantly lower than the capital appreciation benefits that the Shareholders would enjoy upon the achievement of the performance targets. The Board believes that this arrangement effectively incentivises the core management team whilst maintaining the reasonableness and long-term stability of the Company's equity structure.

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## LETTER FROM THE BOARD

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### Target Price Condition

One of the components of the performance targets prescribed for the vesting of the Awarded Shares to Mr. Sun and Ms. Wu is based on the prevailing market price of the Shares. The Board considers these performance targets to be ambitious, as the price of the Shares is a market-driven reflection of the overall value of the Company, including the Group's operating and financial performance, profitability, market recognition and long-term growth prospects, and the active effort to strengthen the price of the Shares requires these grantees' joint efforts in procuring the Group's improvement in all these respects. Attaining the prescribed Target Price thresholds would support sustained growth in market capitalisation of the Company, which in turn, is expected to materially enhance the Group's overall financial flexibility and strategic execution capability, as well as financial performance. In particular, if the performance targets are achieved, leveraging its increased market capitalisation, the Group would be able to, among others, further strengthen its financing capacity and credit profile, enabling the Group to secure external financing from banks and financial institutions with greater ease and on more favourable terms, broadening the Group's access to other financing channels such as equity and debt fund-raising, and thereby reducing the Group's funding costs and reducing liquidity and refinancing risks associated with using short-term debt to finance the Group's long-term development strategy, and supporting the Group's continued capital investment in product development, brand building, nationwide sales channel expansion and market penetration. Besides, higher market capitalisation brought about by higher market price of the Shares empowers the business expansion of the Group's existing core business by strengthening the Group's standing and bargaining power within the industry chain, and in turn facilitates the Group in the establishment of long-term business collaboration and strategic partnerships with key automobile manufacturers, who tend to select key business partners based on financial strength, market capitalisation and operational capabilities. Strategic partnerships with these key automobile manufacturers would further facilitate the Group in its development and launch of new models of vala automobiles, solidifying the Group's core competitive advantages in the new energy passenger vehicle sector. Moreover, higher market prices of the Shares are expected to create long-term value to the Group and its Shareholders by enhancing investor confidence, customer trust and market visibility, attracting different types of retail, institutional and international investors to invest in the Shares, improving the Shares' liquidity in the market and further reinforcing a positive cycle of liquidity improvement, valuation enhancement and market capitalisation growth. This also strengthens the Group's capability to attract skilled and quality talents by offering share-based remuneration packages and incentives to them.

The Share price also serves as an indicator of the Company's financial performance. In particular, an improvement of the Company's performance is not solely reflected in the improvement of financial indicators such as revenue and profit, but also extends to comprehensive upgrade in value of other aspects to its business, including the expansion of the Group's valalife business, the strategic deployment of vehicle business, enhanced financing capabilities and the development of a sustainable partnership ecosystem. Furthermore, a company's overall value encompasses core

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## LETTER FROM THE BOARD

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strengths spanning various aspects, including technological breakthroughs, innovation and research and development capabilities, business models, market position, and brand reputation. In the Company's case, value creation is not confined to short-term financial results. It also includes progress in executing the Group's strategic expansion of its vala automobile business, securing funding, deploying capital, and establishing sustainable commercial partnerships, all of which may contribute materially to long-term value creation of the Group's vala automobile business even before being fully reflected in the financial statements of the Company. For instance, in expanding the Group's vala automobile business, the Group would require comparatively higher R&D and marketing costs. These ongoing business development initiatives are designed to attract potential investors to invest in the Group's future, and the impact of such initiatives may not be immediately reflected in the Group's financial performance. Therefore, to evaluate the success of the Group's strategic development solely based on its financial performance metrics would ignore any important progress, milestones and/or achievements that are meaningful in appraising the Group's value and performance or otherwise material to the long-term development of the Group's business and operation.

Historically, the Share prices have been closely linked to the Company's overall operational performance, including financial position. Therefore, if the price of the Shares demonstrates a sustained upward trend and reaches the Prescribed Target Price thresholds, such would be a likely indicator that the Company would likely achieve (or has achieved) comprehensive improvement in its core operating indicators in its performance, including in terms of profitability, maintaining robust cash flow, revenue growth and increase in net assets. Accordingly, the Group's ability to achieve significant breakthroughs in strategic implementation, business expansion and financial improvement and bring about a significant rise in the Share price would depend materially on Mr. Sun and his leadership and decision-making. Thus, the Board is of the view that the Prescribed Target Price thresholds serve as an appropriate benchmark for assessing the progress of the Group's business development. Compared with prescribing performance targets linked to the specified thresholds of market capitalisation, using closing price of the Shares as performance target benchmarks would better ensure that the Shareholders are able to participate directly in the returns to the Group through enhanced value of the Shares, rather than by way of corporate actions that would increase the share capital of the Company but dilute Shareholders' percentage interest in the Shares. Specifically, higher share prices deliver direct and immediate value to the Shareholders. Whereas financial and operational indicators must be indirectly channelled through the market before they translate into shareholder benefits, an increase in share price directly enhances the value of Shareholders' holdings. Moreover, Share price, while not determinative in itself, may reflect the market's overall forward-looking and comprehensive assessment of the Group's ability to execute its strategic transformation, expand its business, secure funding, and deliver sustainable long-term growth. Shareholders can thus share in the benefits of the Group's business development more quickly and directly.

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## LETTER FROM THE BOARD

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The Group is currently at a critical juncture in its strategic expansion of its valalife business, which has a different nature, development cycle, target customer base and return cycle compared with the Group's other existing main business of credit facilitation, and the Board is of the view that assessment of the effectiveness and progress of the Group's development and expansion should not be assessed solely based on traditional financial metrics such as revenue and profit, but also and more importantly, on other non-quantifiable, long-term initiatives such as quality and comprehensive strategic planning, the development of a core partnership ecosystem and cultivation of industry competitiveness. Accordingly, the Board is of the view that setting a target share price as one of the performance targets for the Proposed Grants would better guide the Group's management team (as led by Mr. Sun) to focus on the sustainable development of the Group's business and the creation of long-term value, thereby better aligning with the long-term interests of both the Group and the Shareholders. Therefore, the Awards to Mr. Sun and Ms. Wu would encourage long-term growth of the Group by directly aligning their interests with the Company's and the Shareholders', and motivating them to work towards enhancing the value of the Group.

The Prescribed Target Price thresholds are set at levels substantially above the Share price as at the Grant Date. Based on the closing price of HK\$0.66 on the Grant Date, even the lowest threshold of HK\$3.00 would require an increase of more than four times, while the highest threshold of HK\$12.00 would require an increase of over 18 times.

In the Board's view, price appreciation of such magnitude, particularly on a sustained basis, is unlikely to occur solely as a result of short-term trading sentiment or temporary market fluctuations. Rather, it would generally require material progress or improvement in the Group's business fundamentals, effective execution of the Group's business strategies, and the corresponding market confidence in the Group's long-term prospects. Accordingly, attainment of the Prescribed Target Price thresholds largely depends on the core management team's competence and leadership in the design, execution and implementation of the Group's strategic initiatives and business expansion plans.

The Board also considers that the Target Price Condition helps discourage the core management team from pursuing short-term strategies and foregoing business strategies that would better serve the Group in the long run as the Prescribed Target Price thresholds are not determined by reference to a single-day closing price: satisfaction of the Target Price Condition requires the relevant threshold to be satisfied by reference to the arithmetic average closing price of the Shares over 20 consecutive trading days. This averaging mechanism reduces the influence of temporary volatility and short-term market movements, and supports the use of the prescribed target share price as a measure of sustained, rather than momentary, market recognition of the Group's value. As such, the Board is of the view that the Prescribed Target Price thresholds are sufficiently demanding and would not be achievable through short-term market speculation alone.

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## LETTER FROM THE BOARD

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### **Specified Revenue Condition**

Another component of the performance targets prescribed for the vesting of the Awarded Shares to Mr. Sun and Ms. Wu is the Specified Revenue Condition.

Given that the vala automobile business serves as the primary strategic growth driver of the valalife segment, the Board has adopted a prescribed vala automobile Revenue as one of the performance metrics to evaluate the Group's business development.

The Board considers this Specified Revenue Condition to be a demanding and meaningful operating target, particularly as the vala automobile segment remained in the early stages of product development and market cultivation in 2025, with revenue primarily stemming from the conversion of organic demand from early customers.

Having considered the facts that: (i) the Group's vala automobile Revenue was approximately RMB96 million for the year ended 31 December 2025; (ii) the Group's sales volume of vala automobiles during 2025; and (iii) to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the total sales volume of the PRC domestic campervan market of approximately 7,300 units in 2025, the Board considers that the Specified Revenue target of RMB300 million represents a substantial step-up in the scale of the Group's vala automobile business. Based on the unit selling price of the models being currently offered by the Group, achieving the Specified Revenue of RMB300 million would require annual sales volume of the vala automobile to reach approximately 1,700 units, which would imply a significant surge of the Group's market share from approximately 5.9% to approximately 23.0% based on the PRC domestic campervan market size in 2025. In the currently highly fragmented campervan market, where the top-selling brand held an approximate 15.9% market share in 2025, it is an ambitious operational challenge to adopt the Specified Revenue as one of the performance targets, bearing in mind that a revenue growth of such magnitude would be difficult to achieve through the natural growth of the industry alone.

The Board is of the view that, if the Specified Revenue reaches or exceeds RMB300 million, such would signify that the vala automobile segment has progressed from the product development and market cultivation stage to the scaled growth stage. It would also reflect the establishment of the operational and commercial infrastructure necessary to support such scale, including stable partnerships with upstream suppliers, wide-spanning sales network, and robust quality control and delivery systems, and achievement of considerable economies of scale which could only be attained through the efforts of Mr. Sun and Ms. Wu as the Group's core management team.

The Board therefore considers that the Specified Revenue Condition serves to ensure that business development milestones achieved by the Group are translated into measurable operating and financial performance. Achieving the Specified Revenue Condition requires the vala automobile Revenue to increase by over 300% from the 2025 baseline. Such large-scale performance growth would be sufficient to validate the

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## LETTER FROM THE BOARD

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substantial contribution of Mr. Sun and Ms. Wu. Given that the vala automobile segment has been established as the Group's strategic core growth engine, the inclusion of a revenue-based performance target would incentivise Mr. Sun and Ms. Wu to focus their efforts on primarily enhancing the core competitiveness of the vala automobile segment, thereby aligning their interests with the long-term interests of the Company and its Shareholders.

Each of the Target Price Condition and Specified Revenue Condition must be satisfied, and the Grantee must remain in continuous employment by the Group from the Grant Date up to the date of vesting of the relevant batch of Awarded Shares, in order for the Awarded Shares to be vested. Taken together, the Board considers that the Target Price Condition and the Specified Revenue Condition form a 'double-lock' mechanism safeguarding the Shareholders' interests. On the one hand, the Specified Revenue Condition requires the Group's core management team to deliver tangible and substantial scale-up in actual business operations that is reflected in financial performance. On the other hand, the Target Price Condition requires that such progress be recognised by the market and translated into sustained increase in the Share prices. In the Board's view, this combination better aligns the interests of Mr. Sun and Ms. Wu as grantees of the Proposed Grants with those of the Shareholders and encourages Mr. Sun and Ms. Wu to create both operational and market value for the Group in a long run.

In determining whether the 65,199,369 Awarded Shares and 12,030,000 Awarded Shares proposed to be granted to Mr. Sun and Ms. Wu, respectively, are fair and reasonable and in the interests of the Company and its Shareholders as a whole, the Board (including the independent non-executive Directors) and the Remuneration Committee have considered the following factors:

- (i) the Group is actively and strategically expanding its operations, particularly in its valalife business, and a competitive incentive would be required to encourage the executive Directors to focus on the long-term sustainable growth and value creation. The leadership of Mr. Sun and Ms. Wu is critical to the Group's development plans, and their contributions to the Group are expected to be significant;
- (ii) given the Group's current financial position as disclosed in its annual results for the year ended 31 December 2025 (in particular, the net cash outflow of approximately RMB121.3 million and loss for the year of approximately RMB151.1 million), a cash-heavy package was not recommended given the immediate impact on the Group's cash flow. On the other hand, an equity-based incentive would directly link Mr. Sun and Ms. Wu's compensation to the success and performance of the Group, thereby linking their rewards to value creation without negatively affecting the Group's cash flow and ensuring optimised cash flow structure and working capital availability for the Group's existing business operations. Granting incentive shares at a time when a company's performance is weak and its shares undervalued would align the Selected Participants' interests closely

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## LETTER FROM THE BOARD

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with the recovery of the Company's performance, thereby further motivating the management to drive the Company's transformation. Furthermore, the Proposed Grants are subject to the achievement of ambitious performance targets, particularly the Grant to be made to Mr. Sun. Yet, only when the Selected Participants successfully lead the Company to achieve a significant turnaround would these incentives hold any real value. This arrangement ensures that, whilst Shareholders would face eventual dilution upon issue of the Awarded Shares, they would receive a market capitalisation return far exceeding the dilution ratio. Having regard to the fact that the Group recorded a net cash outflow and net loss for the year ended 31 December 2025, the grant of equity-based incentives to Mr. Sun and Ms. Wu, which would not reduce the Group's cash reserves, while also incentivising their hard work to boost the financial performance of the Group by achieving performance targets that are linked to Share price, it was fair and reasonable to make the Proposed Grants to Mr. Sun and Ms. Wu on the terms and conditions set out above;

- (iii) the benefits and advantages to the Group as outlined above if the ambitious performance targets set for their Awards are achieved, and the talents responsible for that success ought to be fairly recognised and rewarded;
- (iv) the demanding performance targets set would encourage Mr. Sun and Ms. Wu to focus more on formulating and implementing long-term strategies, to build sustainable competitiveness and achieve long-term growth, thereby aligning their interests with those of the Shareholders;
- (v) as their Awards are subject to high-threshold performance targets, and will only vest upon attainment of these performance targets and their continuous employment with the Group, this ensures that the interests of Mr. Sun and Ms. Wu are closely aligned with those of the Shareholders, as the Shareholders will realise substantial value appreciation of their Shares before the Awards are vested;
- (vi) the 77,229,369 Awarded Shares proposed to be granted to Mr. Sun and Ms. Wu in aggregate have an aggregate market value of approximately HK\$50,971,383 (based on the closing price of the Shares as at the Grant Date as quoted on the Stock Exchange's daily quotation sheet of HK\$0.66 per Share). The current market value of these Awarded Shares, and the potential dilution impact arising from the allotment and issue thereof upon vesting, are expected to be substantially outweighed by the substantial appreciation in value of the Shares realised by the Shareholders as a result of the potential increase in the market prices, market capitalisation and revenue contemplated under the performance targets. Therefore, although the aggregate monetary value of the Awarded Shares is much higher than the total remuneration received by each of Mr. Sun and Ms. Wu during the year ended 31 December 2025 of approximately RMB1.5 million, given the considerable and direct benefits which the Shareholders can enjoy from the

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## LETTER FROM THE BOARD

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Prescribed Target Price and Specified Revenue Condition being achieved, the significant performance breakthrough that their attainment would mean for the Group as detailed above and the fact that the Prescribed Target Price thresholds are significantly higher than the price at which the Shares are currently valued, the Board is of the view that the Proposed Grants to Mr. Sun and Ms. Wu are commensurate with the rewards brought about by the enhanced Share prices and the ambitiousness and difficulty of achieving them, and are therefore fair and reasonable and in the interests of the Company and its Shareholders as a whole; and

- (vii) the Board considered grants of awarded shares to directors of comparable companies listed on the Stock Exchange over the past twelve months, taking into account both (a) the market value of the shares underlying the award, and (b) the strategic importance of the grantee's role, and was of the view that the proposed grants of Awarded Shares to Mr. Sun and Ms. Wu was in line with the scale of the Group's strategic expansion plan.

Having regard to the above, the independent non-executive Directors recommend the Sun Independent Shareholders and the Wu Independent Shareholders to vote in favour of the relevant resolution proposing the Proposed Grants to Mr. Sun and Ms. Wu, respectively.

#### 4. LISTING RULES IMPLICATIONS

The 2026 Share Award Plan constitutes a share scheme under Chapter 17 of the Listing Rules.

Pursuant to Rule 17.04 of the Listing Rules, as Mr. Sun is an executive Director, the chairman of the Board, Chief Executive Officer and a substantial Shareholder and Ms. Wu is an executive Director, and the Awarded Shares proposed to be granted to them pursuant to the 2026 Share Award Plan represent more than 0.1% of the Shares in issue (excluding treasury Shares), the proposed grants of 65,199,369 Awarded Shares and 12,030,000 Awarded Shares to Mr. Sun and Ms. Wu, respectively, under the 2026 Share Award Plan are subject to announcement requirements and approval of the Sun Independent Shareholders and Wu Independent Shareholders, respectively.

Pursuant to the Listing Rules, Mr. Sun and Ms. Wu, their respective associates and all Core Connected Persons of the Company must abstain from voting in favour of the resolutions approving the respective Awards to be granted to Mr. Sun and Ms. Wu at the EGM. As such:

- (a) in respect of the Proposed Grants to Mr. Sun, Mr. Sun and his associates, who in aggregate held 316,877,736 Shares (representing approximately 19.44% of the issued Shares (excluding treasury Shares) as at the Latest Practicable Date), the Core Connected Persons, who in aggregate held 538,461,242 Shares (representing approximately 33.04% of the issued Shares (excluding treasury Shares) as at the Latest Practicable Date) and Ms. Wu and her associates, who in aggregate held 1,689,770 Shares (representing approximately 0.10% of the issued Shares (excluding treasury Shares) as at the Latest Practicable Date), shall abstain from voting in favour of the resolution; and

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## LETTER FROM THE BOARD

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- (b) in respect of the Proposed Grants to Ms. Wu, Ms. Wu and her associates, who in aggregate held 1,689,770 Shares (representing approximately 0.10% of the issued Shares (excluding treasury Shares) as at the Latest Practicable Date), the Core Connected Persons, who in aggregate held 538,461,242 Shares (representing approximately 33.04% of the issued Shares (excluding treasury Shares) as at the Latest Practicable Date) and Mr. Sun and his associates, who in aggregate held 316,877,736 Shares (representing approximately 19.44% of the issued Shares (excluding treasury Shares) as at the Latest Practicable Date), shall abstain from voting in favour of the resolution.

Mr. Sun and Ms. Wu have abstained from voting on the resolutions relating to their respective Proposed Grants at the relevant Board meeting.

### 5. EGM

The EGM will be held to consider and, if thought fit, pass the ordinary resolutions to approve each of the Proposed Grants to Mr. Sun and Ms. Wu.

Pursuant to Rule 17.04 of the Listing Rules, the proposed grants of 65,199,369 Awarded Shares and 12,030,000 Awarded Shares to Mr. Sun and Ms. Wu, respectively, under the 2026 Share Award Plan are subject to announcement requirements and approval of the Sun Independent Shareholders and the Wu Independent Shareholders, respectively. For details of those Shareholders who must abstain from voting in favour of the resolutions relating to the Proposed Grants to Mr. Sun and Ms. Wu, please refer to the section headed “4. Listing Rules Implications” above.

Pursuant to Rule 17.05A of the Listing Rules, the trustee holding unvested shares of a share scheme, whether directly or indirectly, shall abstain from voting on matters that require shareholders’ approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner’s direction and such a direction is given. As such, Rising Sun Limited will be required to abstain from voting on the resolution relating to the Proposed Grants at the EGM in respect of the Shares for those unvested restricted share units under the 51 Stock Scheme held by 51 Stock Limited and 51 Award Scheme held by 51 Award Limited notwithstanding the voting proxy agreement entered into between the Company, Rising Sun Limited, 51 Stock Limited and 51 Award Limited. Pursuant to such agreement, Rising Sun Limited is entitled to exercise, in its sole discretion, all the voting powers associated with the 142,708,272 Shares (out of which 21,739,130 are Shares underlying RSUs granted to and vested in Mr. Sun as a grantee under the 51 Stock Scheme of the Company) on behalf of the other parties thereto on all matters submitted to a vote of Shareholders at any meeting of Shareholders. As at the Latest Practicable Date, the number of Shares for such unvested restricted share units under the two share schemes in respect of which Rising Sun Limited must abstain from voting at the EGM was 2,044,640 Shares, and such Shares have been included in the 316,877,736 Shares in respect of which Mr. Sun and his associates must abstain from voting in favour of the resolutions as disclosed in the section headed “4. Listing Rules Implications” above by virtue of Rising Sun Limited being an associate of Mr. Sun.

Save as disclosed above, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no other Shareholder is required to abstain from voting (in favour or at all) at the EGM for the relevant resolutions.

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## LETTER FROM THE BOARD

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A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.vala.life](http://www.vala.life)). Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the EGM (i.e. by 11:30 a.m. on 15 July 2026) or any adjournment thereof to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

### **6. VOTING BY POLL AT THE EGM**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolutions will be put to vote by way of poll at the EGM. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **7. RECOMMENDATION**

The Directors (including the independent non-executive Directors but excluding the Directors who have abstained from voting) consider that the Proposed Grants to Mr. Sun and Ms. Wu are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (save for the Directors who have abstained from voting) recommend that the Sun Independent Shareholders and the Wu Independent Shareholders vote in favour of the resolutions to be proposed at the EGM to approve the Proposed Grants to Mr. Sun and Ms. Wu, respectively.

### **8. CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Shareholders who are qualified for attending and voting at the EGM, the register of members of the Company will be closed from 14 July 2026 to 17 July 2026 (both days inclusive), during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. (Hong Kong time) on 13 July 2026. The record date for determining the Shareholders who are qualified for attending and voting at the EGM shall be 17 July 2026.

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## LETTER FROM THE BOARD

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If you have any questions relating to the EGM, please contact the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, via the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
Email: [is-enquiries@vistra.com](mailto:is-enquiries@vistra.com)  
Telephone: +852 2980 1333  
Fax: +852 2810 8185

If typhoon signal No. 8 or above, a black rainstorm warning, extreme weather conditions or other similar event is in effect at 7:00 a.m. on the date of the EGM, the EGM would proceed as arranged on Friday, 17 July 2026 at 11:30 a.m. but the meeting venue will be changed to Rooms 1708–11, 17/F, Nan Fung Tower, 88 Connaught Road Central, Central, Hong Kong. Shareholders should make their own decision as to whether they wish to attend the EGM in bad weather conditions, at their own risk having regard to their own situation; and if they should choose to do so, they are advised to exercise care and caution. However, if there is no quorum present in accordance with the Articles, the EGM will be adjourned. The Company will post an announcement on its website ([www.vala.life](http://www.vala.life)) and designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the Shareholders of the date, time and place of the rescheduled meeting (where applicable).

### 9. 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.

### 10. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

In the event of any inconsistency between the English version and the Chinese version of this circular, the English version shall prevail.

Yours faithfully  
By order of the Board

**Vala Inc.**  
**Sun Haitao**

*Chairman, Chief Executive Officer and Executive Director*



**Vala Inc.**

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

**(Stock Code: 2051)**

## **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Vala Inc. (the “**Company**”) will be held at Room 3, 10/F., United Conference Centre, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 17 July 2026 at 11:30 a.m. for the purposes of considering and, if thought appropriate, approving the following ordinary resolution:

### **ORDINARY RESOLUTIONS**

**1. “THAT**

- (a) the grant of 65,199,369 awarded Shares to Mr. Sun Haitao (an executive Director, the chairman of the Board, the chief executive officer of the Company and a substantial shareholder of the Company) in accordance with the relevant terms set out in the grant letter (as supplemented) issued by the Company pursuant to the 2026 Share Award Plan and on the terms and conditions set out in the circular of the Company dated the same day as this notice (the “**Circular**”) be and is hereby approved and confirmed; and
- (b) any one Director, with the exception of Mr. Sun Haitao, be and is hereby authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary, desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (a) above.”

**2. “THAT**

- (a) the grant of 12,030,000 awarded Shares to Ms. Wu Shan (an executive Director and the vice-president of the Company) in accordance with the relevant terms set out in the grant letter (as supplemented) issued by the Company pursuant to the 2026 Share Award Plan and on the terms and conditions set out in the Circular be and is hereby approved and confirmed; and
- (b) any one Director, with the exception of Ms. Wu Shan, be and is hereby authorized to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps as he/she may consider necessary,

desirable, appropriate or expedient to implement and/or give effect to or otherwise in connection with the transactions contemplated in (a) above.”

By order of the Board

**Vala Inc.**

**Sun Haitao**

*Chairman, Chief Executive Officer and Executive Director*

26 June 2026

*Notes:*

- (a) Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she/it is the holder of two or more Shares, more than one proxy to attend and vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a Shareholder.
- (b) In order to be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the above meeting (i.e. by 11:30 a.m. on 15 July 2026) or any adjournment thereof.
- (c) Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the joint holding.
- (e) For the purpose of determining the Shareholders who are qualified for attending and voting at the above meeting, the Company’s register of members will be closed from 14 July 2026 to 17 July 2026, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the above meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 13 July 2026. The record date for determining the Shareholders who are qualified for attending and voting at the above meeting shall be 17 July 2026.
- (f) The Chinese translation of this notice is for information purposes only. In the event of any discrepancy between the English and Chinese versions, the English version shall prevail.
- (g) References to time and dates in this notice are to Hong Kong time and dates.