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Xuan Wu Cloud Technology Holdings Limited

玄武雲科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2392)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Xuan Wu Cloud Technology Holdings Limited (the “**Company**”) will be held by way of a virtual meeting on Wednesday, 17 December 2025 at 10:00 a.m. for the purpose of considering, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the capital injection agreement and the equity transfer agreements, each dated 20 October 2025, entered into among, *inter alia*, the Company, Mr. Chen, the Vendor, the Target Company, Xuantong Tongda and Xuantong Tonghe, in relation to (i) the capital injection of RMB20,000,000 by Mr. Chen into the Target Company; and (ii) the transfer of approximately 16.67% and 20.0% of the total registered capital of the Target Company by the Vendor to Xuantong Tongda and Xuantong Tonghe for considerations of RMB5,000,000 and RMB6,000,000, respectively (copies of which have been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) any one Director be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the capital injection agreement and the equity transfer agreements and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

2. “**THAT:**

- (a) the technical services procurement framework agreement (the “**Technical Services Procurement Framework Agreement**”) to be entered into between the Company and the Target Company which will take effect immediately upon the approval of the shareholders of the Company at the EGM and the completion of the transactions pursuant to the capital injection agreement and the equity transfer agreements (the “**Completion**”) (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the proposed annual caps amounts for the transactions under the Technical Services Procurement Framework Agreement from 1 December 2025 (subject to the approval of the shareholders of the Company at the EGM and the Completion) as set out in this circular be and are hereby approved and confirmed; and
- (c) any one Director be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board may consider necessary, desirable or expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the Technical Services Procurement Framework Agreement and the implementation of all the transactions contemplated thereunder.”

By Order of the Board
Xuan Wu Cloud Technology Holdings Limited
Mr. Chen Yonghui
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 28 November 2025

Registered Office:

Harneys Fiduciary (Cayman) Limited
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Cayman Islands

Headquarter and Principal Place of

Business in the PRC:

Room 904, 9/F
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38 Haizhou Road
Haizhu District
Guangzhou, Guangdong
PRC

Principal Place of Business in Hong Kong:

4/F, Jardine House
1 Connaught Place
Central
Hong Kong

Notes:

1. The Company will conduct the meeting by way of a virtual meeting. Shareholders who wish to attend and vote at the meeting may attend the meeting virtually via the e-Meeting System which enables live streaming and interactive platform for questions-and-answers and submission of their votes online; or appoint the chairman of the meeting or other persons as their proxies to vote on their behalf via the e-Meeting System.
2. All registered Shareholders will be able to join the meeting via the e-Meeting System. The e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for necessary arrangement to attend and vote via the e-Meeting System at the EGM if they wish.
3. Any member entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote via the e-Meeting System in his/her/its stead. A proxy needs not be a member of the Company.
4. In the case of joint holders of any Share(s), only ONE PAIR of log-in username and password for the e-Meeting System will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such Share(s) as if he/she/it was solely entitled thereto.
5. In order to be valid, the form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, 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, as soon as practicable and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Form of proxy sent electronically or by any other data transmission process will not be accepted.
6. Completion and return of a proxy form shall not preclude a member from attending and voting via the e-Meeting System at the EGM or any adjournment thereof (as the case may be) should the member so wish, and in such event, the proxy form shall be deemed to be revoked.
7. The registers of members of the Company will be closed from Friday, 12 December 2025 to Wednesday, 17 December 2025 (both days inclusive). In order to qualify for attending and voting via the e-Meeting System at the meeting, all 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 no later than 4:30 p.m. on Thursday, 11 December 2025.
8. 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 EGM.

As at the date of this EGM notice, the Board comprises Mr. Chen Yonghui, Mr. Huang Fangjie, Mr. Li Hairong and Mr. Guo Haiqiu as executive Directors; and Mr. Du Jianqing, Ms. Wu Ruifeng and Prof. Wu Jintao as independent non-executive Directors.