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

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If **you** are in any 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 **Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd.**, you should at once hand this circular 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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**Nuobikan Artificial Intelligence Technology  
(Chengdu) Co., Ltd.**

**諾比侃人工智能科技(成都)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2635)**

- (1) PROPOSED SHARE SUBDIVISION AND CONSEQUENTIAL  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**  
**(2) PROPOSED CHANGE IN BOARD LOT SIZE;**  
**(3) PROPOSED APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR;**  
**(4) PROPOSED APPOINTMENT OF THE AUDITOR  
FOR THE YEAR 2025;**  
**AND**  
**(5) NOTICE OF THE FIRST EGM IN 2026**

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A notice convening the EGM to be held by way of a hybrid meeting at 10:00 a.m. on Monday, March 9, 2026 at the conference room of A9-4, Xin Gu Industrial Park, No. 338, Guo Xin 4th Road, Shuangliu District, Chengdu, Sichuan Province, PRC and through the eVoting Portal is set out in this circular. A proxy form for the first EGM in 2026 (or any adjournment thereof) is also enclosed with this circular.

Whether or not you intend to attend the first EGM in 2026, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of Domestic Shares, to the Company's Board office in China at A9-4, Xin Gu Industrial Park, No. 338, Guo Xin 4th Road, Shuangliu District, Chengdu, Sichuan Province, PRC), and in any event not less than 24 hours before the time appointed for holding the first EGM in 2026 or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person or online at the first EGM in 2026 or any adjournment thereof (as the case may be) should you so wish.

February 23, 2026

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## DEFINITIONS

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*Unless otherwise specified, the following terms have the following meanings in this circular:*

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for normal banking business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of H Shares on the Stock Exchange from 50 H Shares to 100 Subdivided H Shares
“Company”	Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd. (諾比侃人工智能科技(成都)股份有限公司), a joint stock company incorporated in the People’s Republic of China, whose H Shares are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Shares”	unlisted ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are not currently listed or traded on any stock exchange
“EGM”	the first extraordinary general meeting in 2026 to be held in a hybrid means at 10:00 a.m. on Monday, March 9, 2026 at the conference room of A9-4, Xin Gu Industrial Park, No. 338, Guo Xin 4th Road, Shuangliu District, Chengdu, Sichuan Province, PRC and online
“eVoting Portal”	a system to enable attendance of the EGM online via video broadcast, details of which are set out in the section headed “EGM” in the letter from the Board of this circular

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## DEFINITIONS

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“H Share(s)”	overseas-listed foreign invested ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed and traded on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	February 20, 2026, being the latest practicable date for ascertaining certain information in this circular before its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	Domestic Shares and H Shares
“Shareholder(s)”	holders of Shares
“Share Subdivision”	the proposed subdivision of each issued Share into ten (10) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided H Share(s)”	overseas-listed foreign invested ordinary shares with a nominal value of RMB0.10 each, which are listed and traded on the Stock Exchange immediately after the Share Subdivision

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## DEFINITIONS

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“Subdivided Share(s)”	the ordinary shares in the share capital of the Company, with a nominal value of RMB0.10 each, after the Share Subdivision becomes effective, which include Subdivided H Shares
“Tricor”	Tricor Investor Services Limited, the H Share Registrar of the Company
“%”	percentage

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## EXPECTED TIMETABLE

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The expected timetable for the implementation of the Share Subdivision and the Change in Board Lot Size is set out below:

**2026**

Latest date and time for lodging share transfer documents to qualify for attending and voting at the EGM . . . . . 4:30 p.m.  
on March 3

Closure of register of members of the Company for determining the entitlement to attend and vote at the EGM. . . . . from March 4 to  
March 9  
(both days inclusive)

Latest time for lodging proxy forms for the EGM . . . . . 10:00 a.m.  
on March 8

The record date for the EGM. . . . . March 9

Expected date and time of the EGM . . . . . 10:00 a.m.  
on March 9

Publication of the poll results of the EGM . . . . . March 9

The following matters are conditional upon the fulfilment of the conditions for the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” of this circular:

Effective date of the Share Subdivision. . . . . March 11

Dealings in the Subdivided Shares commence . . . . . 9:00 a.m.  
on March 11

Original counter for trading in H Shares in board lots of 50 Shares temporarily closes. . . . . 9:00 a.m.  
on March 11

Temporary counter for trading in Subdivided H Shares (in the form of existing share certificates) in board lots of 500 Subdivided H Shares opens . . . . . 9:00 a.m.  
on March 11

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## EXPECTED TIMETABLE

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First day for free exchange of existing  
share certificates for new share certificates  
for Subdivided Shares . . . . . March 11

Original counter for trading in Subdivided  
H Shares in board lots of 100 Subdivided  
H Shares (in the form of new share certificates)  
reopens . . . . . 9:00 a.m.  
on March 25

Parallel trading in Subdivided H Shares  
(in the form of existing share certificates and  
new share certificates) commences. . . . . 9:00 a.m.  
on March 25

Temporary counter for trading in Subdivided  
H Shares in board lots of 500 Subdivided  
H Shares (in the form of existing share certificates)  
closes . . . . . 4:10 p.m.  
on April 17

Parallel trading in Subdivided H Shares  
(in the form of existing share certificates and  
new share certificates) ends . . . . . 4:10 p.m.  
on April 17

Last day for free exchange of existing share  
certificates for new share certificates. . . . . April 21

*Note: All times and dates in this circular refer to Hong Kong local time and date.*

The dates or deadlines specified in this circular are indicative only and may be subject to change by the Company. The Company will publish or notify Shareholders of any subsequent changes to the expected timetable as and when appropriate.

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LETTER FROM THE BOARD

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**Nuobikan Artificial Intelligence Technology  
(Chengdu) Co., Ltd.**

**諾比侃人工智能科技(成都)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 2635)**

**Executive Directors:**

Mr. Liao Yu (*Chairman*)  
Mr. Tang Taike  
Mr. Liu Bo  
Ms. Wang Li

**Non-executive Directors:**

Mr. Ruan Jianping  
Mr. Hua Zhangrong

**Independent non-executive Directors:**

Ms. Cao Xiaoxue  
Mr. Sang Yongsheng  
Mr. Bau Siu Fung

**Registered Office:**

2F, Annex 201  
No. 282, Wanshou West Road  
Wuhou District  
Chengdu  
Sichuan Province  
PRC

**Head Office and Principal Place  
of Business in PRC:**

A9-4, Xin Gu Industrial Park  
No. 338, Guo Xin 4th Road  
Shuangliu District  
Chengdu  
Sichuan Province  
PRC

**Principal Place of Business  
in Hong Kong:**

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

February 23, 2026

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED SHARE SUBDIVISION AND CONSEQUENTIAL  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(2) PROPOSED CHANGE IN BOARD LOT SIZE;  
(3) PROPOSED APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR;  
(4) PROPOSED APPOINTMENT OF THE AUDITOR  
FOR THE YEAR 2025;  
AND  
(5) NOTICE OF THE FIRST EGM IN 2026**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, the following matters to be proposed at the EGM for Shareholders' consideration and, if thought fit, approval:

- (i) the proposed share subdivision and consequential amendments to the Articles of Association;
- (ii) the proposed Change in Board Lot Size;
- (iii) the proposed appointment of independent non-executive Director; and
- (iv) the proposed appointment of the auditor for the year 2025.

### 2. PROPOSED SHARE SUBDIVISION AND CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to subdivide each of the existing issued Shares of a nominal value of RMB1.00 in the share capital of the Company into ten (10) Subdivided Shares of a nominal value of RMB0.10 each. Upon completion of the Share Subdivision, the Company will amend the Articles of Association accordingly to reflect the change in the Company's share capital.

#### Effects of the Share Subdivision

As at the Latest Practicable Date, the registered capital of the Company is RMB37,866,600, divided into 37,866,600 Shares of RMB1.00 each, all of which are issued and fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, assuming no further Shares are issued or repurchased prior to the Share Subdivision becoming effective, the registered capital of the Company will be RMB37,866,600, divided into 378,666,000 Subdivided Shares of RMB0.10 each, all of which are issued and fully paid or credited as fully paid.

All Subdivided Shares will rank *pari passu* in all respects with each other and with the issued Shares prior to the Share Subdivision and will have the same rights and privileges, and the Share Subdivision will not result in any change in the relative rights of the Shareholders.

As the Share Subdivision will not create any odd lots or fractional shares, no odd lot matching arrangement will be made.

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## LETTER FROM THE BOARD

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### Conditions of the Share Subdivision

The Share Subdivision is conditional upon the fulfilment of the following:

- (a) the passing of a special resolution by the Shareholders at the EGM to approve the Share Subdivision;
- (b) the Stock Exchange granting approval for the listing and trading of the Subdivided H Shares upon the Share Subdivision becoming effective; and
- (c) all necessary legal and regulatory authorizations, permissions, approvals, consents, filings, notices, publications and registrations (including without limitation registration with the relevant PRC authorities) for the Share Subdivision as a whole to become effective having been obtained or fulfilled.

The Share Subdivision will become effective on the second business day after the fulfilment of the above conditions of the Share Subdivision. As at the Latest Practicable Date, none of the above conditions of the Share Subdivision had been fulfilled.

As at the Latest Practicable Date, the Company does not have any outstanding warrants, convertible shares, options, incentives or derivatives and conversion rights or other similar rights that are convertible or exchangeable into Shares.

### Listing Application

The Company will apply to the Stock Exchange for the approval of the listing of, and permission to deal in, the Subdivided H Shares to be issued.

Subject to the approval for the listing of, and permission to deal in, the Subdivided H Shares on the Stock Exchange, the Subdivided H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date on which the Subdivided H Shares commence trading on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is currently required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the Company's securities is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or currently proposed to be sought.

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## LETTER FROM THE BOARD

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### Consequential Amendments to the Articles of Association

Upon completion of the Share Subdivision and the proposed appointment of independent non-executive Director, the Company will amend the Articles of Association accordingly to reflect the changes in the share capital of the Company and the members of the Board. Details of such amendments are as follows:

<b>Article No.</b>	<b>Current Articles</b>	<b>Amended Articles</b>
<b>Article 14</b>	All the share certificates issued by the Company shall have a par value, which shall be RMB1 for each share.  For the purposes of the preceding paragraph, “RMB” or “Renminbi” refers to the legal currency of the PRC.	All the share certificates issued by the Company shall have a par value, which shall be RMB <u>±0.1</u> for each share.  For the purposes of the preceding paragraph, “RMB” or “Renminbi” refers to the legal currency of the PRC.
<b>Article 20</b>	The total number of shares of the Company is 37,866,600.	The total number of shares of the Company is <del>37,866,600</del> <u>378,666,000</u> .
<b>Article 110</b>	The Company shall have a Board of Directors, which is accountable to the General Meeting. The Board of Directors shall consist of 9 directors, of which not less than 3 shall be independent non-executive directors and shall constitute at least one-third of the Board of Directors.	The Company shall have a Board of Directors, which is accountable to the General Meeting. The Board of Directors shall consist of <u>910</u> directors, of which not less than 3 shall be independent non-executive directors and shall constitute at least one-third of the Board of Directors.

The EGM will also authorize any one Director of the Company to make the relevant amendments to the Articles of Association after the completion of the Share Subdivision, and to handle the industrial and commercial registration changes or filings required due to the Share Subdivision and the amendment of the Articles of Association, as well as to sign relevant documents to reflect the changes in the Company’s share capital.

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## LETTER FROM THE BOARD

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### 3. PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the H Shares are traded on the Stock Exchange in board lots of 50 H Shares. It is proposed that, subject to and conditional upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will be changed from 50 H Shares to 100 Subdivided H Shares.

Based on the closing price of HK\$412.0 per H Share (equivalent to a theoretical closing price of HK\$41.2 per Subdivided H Share) as at the Latest Practicable Date, (i) the market value of one board lot of 50 H Shares is HK\$20,600; (ii) assuming the Share Subdivision becomes effective, the market value of one board lot of 50 Subdivided H Shares would be HK\$2,060; and (iii) assuming the Change in Board Lot Size also becomes effective, the estimated market value of one board lot of 100 Subdivided H Shares would be HK\$4,120.

The Change in Board Lot Size will not result in any change in the Shareholders' proportionate rights.

### 4. EXCHANGE OF SHARE CERTIFICATES

Upon the Share Subdivision becoming effective, existing share certificates will only be valid for delivery, trading and settlement purposes until 4:00 p.m. on Tuesday, March 10, 2026, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of every one (1) Share being subdivided into ten (10) Subdivided Shares.

Following the Share Subdivision becoming effective, Shareholders may submit their existing share certificates for their H Shares to the Company's H Share registrar, Tricor, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for exchange for new share certificates for the Subdivided Shares free of charge, from 9:00 a.m. to 4:30 p.m. on any business day during the period from Wednesday, March 11, 2026 to Tuesday, April 21, 2026 (both days inclusive). After the expiry of such period, a fee of HK\$2.50 (or such higher amount as may be specified by the Stock Exchange from time to time) will be payable for each existing share certificate cancelled or new share certificate issued, whichever the number of share certificates involved is higher, for the exchange of existing share certificates for the Shares. The new share certificates for the Subdivided Shares are expected to be available for collection within 10 business days from the date of submission of the existing share certificates for the Shares to Tricor Investor Services Limited for exchange.

The new share certificates will be issued in blue color to distinguish them from the existing corn silk colored share certificates.

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## LETTER FROM THE BOARD

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### 5. REASONS FOR THE SHARE SUBDIVISION AND THE CHANGE IN BOARD LOT SIZE

The proposed Share Subdivision will increase the number of issued Shares and reduce the par value and trading price per Share. In this regard, the Board believes that the Share Subdivision and the change in board lot size will lower the investment barrier and improve the liquidity in the trading of the Shares and broaden the Shareholder base by appealing to more investors. Based on the closing price of HK\$412.0 per H Share as at the Latest Practicable Date, the market value of one board lot of 50 H Shares is approximately HK\$20,600. Immediately following the Share Subdivision and the Change in Board Lot Size becoming effective, the expected value of the new board lot of 100 Subdivided H Shares will be approximately HK\$4,120. After the Change in Board Lot Size, the Company is expected to comply with the requirement of a board lot value of over HK\$2,000 as set out in the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Stock Exchange.

Although the Share Subdivision will lead to a reduction in the trading price of the Shares, the Board believes that the Share Subdivision will narrow the trading spread and volatility of the Shares. Therefore, the Board considers the Share Subdivision and the Change in Board Lot Size to be fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

Other than the expenses to be incurred by the Company in connection with the Share Subdivision and the Change in Board Lot Size, the implementation of the Share Subdivision itself will not alter the Company’s underlying assets, business operations, management or financial condition or the proportionate interests of the Shareholders.

Furthermore, pursuant to Listing Rule 13.64A, an issuer shall not effect, among other things, a Share Subdivision if the adjusted share price after the Share Subdivision (calculated based on the lowest daily closing price of the Shares during the six-month period prior to the announcement of the Share Subdivision) would be less than HK\$1. Based on the lowest daily closing price of the Shares (i.e. HK\$336.0 per Share) from the date of the listing of the H Shares (i.e., December 23, 2025) to the Latest Practicable Date, the theoretical adjusted share price upon the Share Subdivision would be HK\$33.6 per Subdivided Share. The Board therefore believes that the Company has complied with Listing Rule 13.64A in respect of the Share Subdivision.

As at the Latest Practicable Date, the Directors confirm that the Company (i) has not entered into any agreements, arrangements, understandings, intentions, or negotiations (whether or not concluded) regarding any potential equity fundraising activities; and (ii) has no intention to undertake any other corporate actions within the next twelve months that might undermine or negatively impact the proposed objectives of the Share Subdivision and the Change in Board Lot Size. The Company currently has no definite plans for any equity fundraising activities within the next twelve months. In the event that any future opportunity of equity fundraising for the Group’s business development arises, the Company will make further announcement(s) as and when appropriate.

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## LETTER FROM THE BOARD

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### 6. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the EGM to consider and approve the appointment of Mr. Wang Huan (“**Mr. Wang**”) as an independent non-executive Director of the Company (the “**Proposed Appointment of Director**”), for a term of office commencing from the date of approval at the EGM until the expiry of the term of the second session of the Board in December 2028 (subject to retirement and re-election by the Shareholders pursuant to the Articles of Association and the Listing Rules).

The Proposed Appointment of Director was proposed by the Nomination Committee of the Company (the “**Nomination Committee**”) in accordance with the Company’s nomination procedures for Directors and based on the Company’s needs. Following the Nomination Committee’s review of the Director candidate’s qualifications, the matter was submitted to the Board for consideration. The proposal will then be submitted by the Board to the general meeting for final approval. Mr. Wang has confirmed that (1) he has satisfied all independence criteria set out in Rules 3.13(1) to (8) of the Listing Rules; (2) he has no past or present financial or other interest in the business of the Group, nor any connection with any core connected persons of the Group; and (3) there are no other factors that may affect his independence at the time of his nomination as an independent non-executive Director. The Board, having assessed and reviewed Mr. Wang’s confirmation of independence in accordance with the independence criteria set out in Rule 3.13 of the Listing Rules, is satisfied that he is independent. In considering Mr. Wang as a candidate for independent non-executive Director, the Board has taken into account his background and qualifications (including professional qualifications, skills, knowledge, experience and independence), and in particular his extensive experience in auditing, capital markets and corporate management. Mr. Wang’s education, background, and professional experience and practice will enable him to provide valuable and relevant insights, contribute to the Company’s corporate strategy and enhance the diversity of the Board. For the biographical details of Mr. Wang, please refer to Appendix I to this circular.

Upon approval of the Proposed Appointment of Director by the Shareholders, the Company will enter into a service contract with Mr. Wang, pursuant to which Mr. Wang is entitled to receive an annual remuneration of RMB100,000 (tax inclusive), which was determined by the Board upon the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”) after taking into consideration of the various factors, including remuneration paid by comparable companies, time commitment, as well as duties and responsibilities of Mr. Wang. His remuneration will be reviewed from time to time by the Remuneration Committee under the authority delegated by the Board.

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## LETTER FROM THE BOARD

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### 7. PROPOSED APPOINTMENT OF AUDITOR FOR THE YEAR 2025

Pursuant to Article 44 of the Articles of Association, the appointment of auditors of the Company shall be approved by the Shareholders by ordinary resolution at a general meeting. As of the Latest Practicable Date, the Company is continuing in its preparation of the audit work for the year of 2025, while the auditor of the Company for the year of 2025 has not been formally appointed in accordance with the Articles of Association yet. Accordingly, an ordinary resolution will be proposed at the EGM to consider the proposed appointment of Ernst & Young as the auditor of the Company for the year 2025, with a term commencing from the date of approval at the EGM until the conclusion of the Company's forthcoming annual general meeting for the year of 2025 (the "**2025 Annual General Meeting**").

Pursuant to Article 174 of the Articles of Association, the audit fee shall be decided by the general meeting of the Company. Upon arm's length negotiations and after taking into account of (i) the recommendation from the audit committee of the Company, and (ii) the expected volume and performance of auditing services to be provided by Ernst & Young, the Board proposed that the auditor fee ("**Proposed Audit Fee**") for Ernst & Young for carrying out the audit work for the year of 2025 shall be RMB1.45 million (tax inclusive). The Board is of the view that the Proposed Audit Fee is fair and reasonable. Accordingly, an ordinary resolution will be proposed at the EGM to consider the Propose Audit Fee.

### 8. EGM

The EGM will be held at 10:00 a.m. on Monday, March 9, 2026 at the conference room of A9-4, Xin Gu Industrial Park, No. 338, Guo Xin 4th Road, Shuangliu District, Chengdu, Sichuan Province, PRC and through the eVoting Portal. The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular.

Shareholders who wish to attend the EGM online may log in to the eVoting Portal from anywhere via a smartphone, tablet or computer connected to the internet. Shareholders can watch the live video webcast, participate in voting and ask questions online through the eVoting Portal.

#### **Login Details for Registered Shareholders**

Information on accessing the e-meeting system (including login details) will be separately contained in the notice letter sent by the Company's H Share Registrar, Tricor Investor Services Limited, to each registered Shareholder who can access the eVoting Portal. If Shares are held by joint registered holders, only "one pair" of login usernames and passwords will be sent to the joint holders. Any one of such joint holders may attend the EGM or vote through the eVoting Portal in respect of such Shares as if he/she were the only person entitled to vote in respect of such Shares.

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## LETTER FROM THE BOARD

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### **Login Details for Non-registered Shareholders**

If you are a non-registered Shareholder who wishes to attend the EGM online via the eVoting Portal, you should contact your bank, broker, custodian, nominee or HKSCC Nominees Limited to make the necessary arrangements.

### **Appointment of Proxy**

The form of proxy for use at the EGM has been published on the Stock Exchange's website (<https://www.hkexnews.hk>) and the Company's website ([www.nuobikan.com](http://www.nuobikan.com)). If you wish to appoint a proxy to attend the EGM, you must complete the proxy form in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Share Shareholders) or the Company's head office in the PRC (A9-4, Xin Gu Industrial Park, No. 338, Guo Xin 4th Road, Shuangliu District, Chengdu, Sichuan Province, PRC) (for Domestic Shares Shareholders) not less than 24 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person or online at the EGM should you so wish. If a Shareholder wishes to appoint a proxy to attend the EGM online, he/she must provide a valid email address of his/her proxy (except for appointing the chairman of the EGM) so that the proxy can receive the login details to attend online via the eVoting Portal.

### **Enquiry**

If you have any queries about the arrangements for the EGM set out above, please contact the Company's H Share Registrar, Tricor Investor Services Limited, by email at [is-enquiries@vistra.com](mailto:is-enquiries@vistra.com) or by telephone hotline at (852) 2980 1333 from 9:00 a.m. to 6:00 p.m. from Monday to Friday (excluding Hong Kong public holidays).

## **9. CLOSURE OF REGISTER OF SHAREHOLDERS**

The record date for determining Shareholders' entitlement to attend and vote at the EGM will be Monday, March 9, 2026. 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 H Share registrar, Tricor, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Domestic Shares Shareholders, to the Company's Board office in China at A9-4, Xin Gu Industrial Park, No. 338, Guo Xin 4th Road, Shuangliu District, Chengdu, Sichuan Province, PRC) for registration not later than 4:30 p.m. on Tuesday, March 3, 2026. For the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the Company will suspend registration of transfers of Shares from Wednesday, March 4, 2026 to Monday, March 9, 2026 (both dates inclusive), during which period no transfer of Shares will be registered.

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## LETTER FROM THE BOARD

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### 10. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the note to Rule 13.39(4) of the Listing Rules) to be voted on by a show of hands.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

### 11. RECOMMENDATION

The Directors believe that the resolution to be proposed at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favor of the resolution to be proposed at the EGM.

Yours faithfully,  
By order of the Board  
**Nuobikan Artificial Intelligence  
Technology (Chengdu) Co., Ltd.**  
**Mr. Liao Yu**  
*Chairman and executive Director*

February 23, 2026

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## APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTOR

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*The biographical details of the candidate for independent non-executive Director proposed to be elected at the EGM are as follows:*

Mr. Wang Huan, aged 48, graduated from Zhongnan University of Economics and Law with a Bachelor's degree in Management, and is currently pursuing a Master's degree in Computational Mathematics at Renmin University of China. Mr. Wang is a Chinese Certified Public Accountant, a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants (ACCA) and a Certified Internal Auditor, possessing multiple professional qualifications. Mr. Wang was also awarded the May Fourth Youth Medal in 2013 as a representative of the national accounting sector, and has extensive influence in the industry.

Mr. Wang has over 20 years of professional experience. Since 2011, he has held various professional and management positions at Deloitte China, including Audit and Financial Advisory Partner, National Lead Partner of Family Office, Southern Region Lead Partner of the TMT Industry, Fujian Market Leader Partner, and Partner-in-Charge of the Xiamen Office. He possesses a solid theoretical foundation and extensive practical experience in auditing, financial advisory, corporate strategy, and capital market operations. As a core project leader, Mr. Wang has led several major projects involving initial public offerings (IPOs), financing, mergers and acquisitions, industrial planning, and business restructuring implemented in Chinese mainland, Hong Kong, and the U.S. markets, demonstrating outstanding comprehensive execution and resource integration capabilities.

Mr. Wang actively participates in industry and public affairs. He currently holds positions including Co-Secretary General of the Guangdong-Hong Kong-Macao Specialized, Refined, Differential and Innovative Enterprise Industry Promotion Association, Consultant of the Shandong Province Large, Medium and Small Enterprise Integration Alliance, and Vice President of the Hangzhou Association for the Promotion of Entrepreneurship and Development of Overseas Returnees, and has accumulated extensive experience in promoting industrial synergy and local economic development. Mr. Wang also holds other positions such as Vice President of the Fujian Institute of Certified Public Accountants and Visiting Professor at the School of Accounting of Zhongnan University of Economics and Law, and is continuously committed to industry innovation, professional exchange, and talent cultivation.

To the best of the knowledge of the Directors of the Company, save as disclosed above: (1) Mr. Wang has not held any directorship in any public companies listed on any securities market in Hong Kong or overseas in the past three years; (2) Mr. Wang does not have any relationship with any Director, Supervisor, senior management, substantial shareholder or controlling shareholder of the Company; (3) Prior to the appointment of Mr. Wang as an independent non-executive Director becoming officially effective, he does not hold any other position in the Company or any other member of the Group; and (4) as at the Latest Practicable Date, Mr. Wang did not have any interest in the shares of the Company or its associated corporations (within the meaning of Part XV of the SFO).

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**APPENDIX I    BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTOR**

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Save as disclosed above, there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters relating to Mr. Wang that need to be brought to the attention of the Shareholders.

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## NOTICE OF EGM

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### **Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd.**

**諾比侃人工智能科技(成都)股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2635)**

#### **NOTICE OF THE FIRST EGM IN 2026**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2026 (the “**EGM**”) of Nuobikan Artificial Intelligence Technology (Chengdu) Co., Ltd. (the “**Company**”) will be held by way of a hybrid meeting at 10:00 a.m. on Monday, March 9, 2026 at the conference room of A9-4, Xin Gu Industrial Park, No. 338, Guo Xin 4th Road, Shuangliu District, Chengdu, Sichuan Province, PRC and through the eVoting Portal, for the purpose of considering and, if thought fit, passing the following resolutions (with or without modifications):

#### **ORDINARY RESOLUTION**

1. “**THAT:** Ernst & Young be and is hereby appointed as auditor of the Company for the year 2025, with a term commencing from the date of approval at the EGM until the conclusion of the 2025 Annual General Meeting; and the determination of the audit fee for the year of 2025 to be RMB1.45 million (tax inclusive).”
2. “**THAT:** Mr. Wang Huan be and is hereby appointed as an independent non-executive Director of the Company.”

#### **SPECIAL RESOLUTION**

3. “**THAT:**

Subject to and conditional upon the fulfilment of all conditions (the “**Conditions**”) as set out in the section headed “Conditions of the Share Subdivision” in the circular of the Company dated February 23, 2026 (a copy of which marked “**A**” has been produced to the EGM and signed by the Director authorized by the EGM for identification purpose), with effect from the second business day immediately following the passing of this resolution:

- (a) every ordinary share of par value RMB1.00 each in the issued share capital of the Company be subdivided into ten (10) ordinary shares of par value RMB0.10 each (the “**Subdivided Shares**”) (the “**Share Subdivision**”), and such Subdivided Shares shall rank pari passu in all respects with each other and shall have the same rights and privileges and be subject to the same restrictions as the Shares in issue prior to the Share Subdivision in accordance with the Articles of Association of the Company;

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## NOTICE OF EGM

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- (b) any one Director of the Company be and is hereby authorized to do all such acts and things and to sign, execute and deliver all such documents (with or without the common seal of the Company affixed thereto where appropriate) as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to, implement and complete the Share Subdivision and the transactions contemplated thereunder; and
- (c) any one Director of the Company be and is hereby authorized to make the relevant amendments to the Articles of Association after the completion of the Share Subdivision and the proposed appointment of independent non-executive Director, and to handle the industrial and commercial registration changes or filings required due to the Share Subdivision and the amendment of the Articles of Association, as well as to sign relevant documents to reflect the changes in the Company's share capital (the details of the amendments are set out in the circular of the Company dated February 23, 2026)."

By order of the Board  
**Nuobikan Artificial Intelligence  
Technology (Chengdu) Co., Ltd.**  
諾比侃人工智能科技(成都)股份有限公司  
**Mr. Liao Yu**  
*Chairman and Executive Director*

Hong Kong, February 23, 2026

*As of the date of this notice, the Board comprises Mr. Liao Yu, Mr. Tang Taike, Mr. Liu Bo and Ms. Wang Li as executive Directors; Mr. Ruan Jianping and Mr. Hua Zhangrong as non-executive Directors; Ms. Cao Xiaoxue, Mr. Sang Yongsheng and Mr. Bau Siu Fung as independent non-executive Directors.*

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## NOTICE OF EGM

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*Notes:*

1. For the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the register of Shareholders of the Company will be closed from Wednesday, March 4, 2026 to Monday, March 9, 2026 (both dates inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of Shareholders of the Company on Monday, March 9, 2026 are entitled to attend and vote at the EGM.
2. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant Share certificates must be lodged with the H Share Registrar of the Company, Tricor Investor Services Limited (for holders of H Shares), or to the office of the Board of the Company in China (for holders of Domestic Shares), not later than 4:30 p.m. on Tuesday, March 3, 2026.

The address of the Company's H Share Registrar is as follows:

Tricor Investor Services Limited  
17/F, Far East Finance  
Centre 16 Harcourt Road  
Hong Kong

The address of the office of the Board of the Company in the PRC is as follows:

A9-4, Xin Gu Industrial Park  
No. 338, Guo Xin 4th Road  
Shuangliu District  
Chengdu  
Sichuan Province  
PRC

3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies (whether a Shareholder or not) to attend and vote on his/her/their behalf. The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporation, the instrument shall be executed under its common seal or under the hand of its director or other attorney duly authorized to sign.
4. To be valid, the form of proxy must be delivered to Tricor Investor Services Limited (for holders of H Shares) or to the office of the Board of the Company in China (for holders of Domestic Shares) not less than 24 hours before the time appointed for the EGM or any adjournment thereof. If the form of proxy is signed by a person under a power of attorney or other authorization document, a notarized certified copy of that power of attorney or other authorization document shall be delivered together with the form of proxy to the same location as mentioned above. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person or online at the EGM or any adjournment thereof should he/she so wish.
5. Shareholders who attend the EGM in person shall present their identity certificates and proof of shareholding. If a corporate Shareholder appoints its authorized representative to attend the EGM, the authorized representative shall present his/her identity document and a notarized copy of the relevant authorization document signed by the Board or other authorized parties of such corporate Shareholder or other notarized documents permitted by the Company. If a proxy attends the EGM in person on behalf of a Shareholder, he/she shall present his/her identity document and the form of proxy signed by the Shareholder or his/her legal representative or his/her duly authorized agent. Forms of proxy duly signed and submitted by HKSCC Nominees Limited will be regarded as valid, and the proxy appointed by HKSCC Nominees Limited is not required to present the signed form of proxy when attending the EGM.
6. If there are joint holders of Shares, any one of them may vote at the EGM (whether in person or by proxy) in respect of such Shares, as if they were the sole holder entitled to vote. However, if more than one of such joint Shareholders are present at the EGM personally or by proxy, the vote of the joint Shareholder whose name stands first in the register of Shareholders (whether in person or by proxy) will be accepted to the exclusion of the votes of other joint Shareholders.
7. The resolution set out in the notice of EGM will be voted on by poll. The results of the poll will be published on the Company's website at [www.nuobikan.com](http://www.nuobikan.com) and the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) after the conclusion of the EGM.
8. The EGM is expected to last for no more than half a day. Shareholders who attend the EGM shall bear their own transportation and accommodation expenses.